

*Status: Point in time view as at 05/11/1993.*

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## SCHEDULES

### <sup>F1</sup>SCHEDULE 1

#### PARTICULARS OF DIRECTORS ETC. TO BE CONTAINED IN STATEMENT UNDER SECTION 10

##### Textual Amendments

- F1** Schs. 1-15B repealed (prosp.)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

##### *Directors*

- 1 —Subject as provided below, the statement under section 10(2) shall contain the following particulars with respect to each person named as director—
- (a) in the case of an individual, his present [<sup>F2</sup>name], any former [<sup>F2</sup>name], his usual residential address, his nationality, his business occupation (if any), particulars of any other directorships held by him, or which have been held by him [<sup>F3</sup>and his date of birth];
  - (b) in the case of a corporation [<sup>F4</sup>or Scottish firm], its corporate [<sup>F5</sup>or firm] name and registered or principal office.

##### Textual Amendments

- F2** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), Sch. 19 para. 7(2)(a)  
**F3** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), Sch. 19 para. 7(2)(b)  
**F4** Words inserted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), Sch. 19 para. 7(3)  
**F5** Words inserted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213, Sch. 19 para. 7(3)

- 2 (1) It is not necessary for the statement to contain particulars of a directorship—
- (a) which has not been held by a director at any time during the 5 years preceding the date on which the statement is delivered to the registrar,
  - (b) which is held by a director in a company which—
    - (i) is dormant or grouped with the company delivering the statement, and
    - (ii) if he also held that directorship for any period during those 5 years, was for the whole of that period either dormant or so grouped,
  - (c) which was held by a director for any period during those 5 years in a company which for the whole of that period was either dormant or grouped with the company delivering the statement.

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- (2) For these purposes, “company” includes any body corporate incorporated in Great Britain; and—
- (a) [<sup>F6</sup>section 250(3)] applies as regards whether and when a company is or has been “dormant”, and
  - (b) a company is treated as being or having been at any time grouped with another company if at that time it is or was a company of which that other is or was a wholly-owned subsidiary, or if it is or was a wholly-owned subsidiary of the other or of another company of which that other is or was a wholly-owned subsidiary.

#### Textual Amendments

**F6** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 23, 213(2), [Sch. 10 para. 17](#) (subject to the transitional and saving provisions in [S.I. 1990/355](#), [arts. 6–9](#))

#### *Secretaries*

- 3 (1) The statement shall contain the following particulars with respect to the person named as secretary or, where there are to be joint secretaries, with respect to each person named as one of them—
- (a) in the case of an individual, his present [<sup>F7</sup>name], any former [<sup>F7</sup>name] and his usual residential address,
  - (b) in the case of a corporation or a Scottish firm, its corporate or firm name and registered or principal office.
- (2) However, if all the partners in a firm are joint secretaries, the name and principal office of the firm may be stated instead of the particulars otherwise required by this paragraph.

#### Textual Amendments

**F7** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 145, 213(2), [Sch. 19 para. 7\(4\)](#)

#### *Interpretation*

- [<sup>F8</sup>4] In paragraphs 1(a) and 3(1)(a) above—
- (a) “name” means a person’s Christian name (or other forename) and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them; and
  - (b) the reference to a former name does not include—
    - (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or

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- (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more, or
- (iii) in the case of a married woman, the name by which she was known previous to the marriage.]

#### Textual Amendments

**F8** Sch. 1 para. 4 substituted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), Sch. 19 para. 7(5)

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- 5 Where a confidentiality order made under section 723B is in force in respect of any individual named as a director or secretary, paragraphs 1(a) and 3(1)(a) have effect as if the references to the usual residential address of the individual were references to the address for the time being notified by him under regulations made under sections 723B to 723F to any companies or oversea companies of which he is a director, secretary or permanent representative, or, if he is not such a director, secretary or permanent representative either the address specified in his application for a confidentiality order under regulations made under section 723B or the address last notified by him under regulations made under sections 723B to 723F as the case may be.

## <sup>F9</sup>SCHEDULE 2

### INTERPRETATION OF REFERENCES TO “BENEFICIAL INTEREST”

#### Textual Amendments

**F9** 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

## [<sup>F10</sup>PART I

### REFERENCES IN SECTIONS 23, 145, 146 AND 148]

#### Textual Amendments

**F10** Sch 2: heading inserted (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. 18(2)

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*Residual interests under pension and employees’ share schemes*

- 1 (1) Where shares in a company are held on trust for the purposes of a pension scheme or an employees’ share scheme, there is to be disregarded any residual interest which has not vested in possession, being an interest of the company or, [<sup>F11</sup>as this paragraph applies for the purposes of section 23(2)],
- ..... F12  
 ..... F12
- of any subsidiary of the company.
- (2) In this paragraph, “a residual interest” means a right of the company or subsidiary in question (“the residual beneficiary”) to receive any of the trust property in the event of—
- (a) all the liabilities arising under the scheme having been satisfied or provided for, or
  - (b) the residual beneficiary ceasing to participate in the scheme, or
  - (c) the trust property at any time exceeding what is necessary for satisfying the liabilities arising or expected to arise under the scheme.
- (3) In sub-paragraph (2), references to a right include a right dependent on the exercise of a discretion vested by the scheme in the trustee or any other person; and references to liabilities arising under a scheme include liabilities that have resulted or may result from the exercise of any such discretion.
- (4) For purposes of this paragraph, a residual interest vests in possession—
- (a) in a case within (a) or sub-paragraph (2), on the occurrence of the event there mentioned, whether or not the amount of the property receivable pursuant to the right mentioned in that sub-paragraph is then ascertained, and
  - (b) in a case within (b) or (c) of that sub-paragraph, when the residual beneficiary becomes entitled to require the trustee to transfer to that beneficiary any of the property receivable pursuant to that right.
- (5) ..... F13

**Textual Amendments**

**F11** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 129(2), 213(2)

**F12** Words repealed (subject to the transitional and saving provisions in S.I. 1990/355, arts. 5–9) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 212, 213(2), Sch. 10 para. 18(3)(a), Sch. 24

**F13** Sch. 2 para. 1(5) repealed (subject to the transitional and saving provisions in S.I. 1989/355, arts. 5–9) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 212, 213(2), Sch. 10 para. 18(3)(b), Sch. 24

- 2 (1) The following has effect as regards the operation of sections . . . <sup>F14</sup> 144, 145 and 146 to 149 in cases where a residual interest vests in possession.
- (2) ..... F15
- (3) Where by virtue of paragraph 1 of this Schedule any shares are exempt from section 144 or 145 at the time when they are issued or acquired but the residual interest in question vests in possession before they are disposed of or fully paid up,

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those sections apply to the shares as if they had been issued or acquired on the date on which that interest vests in possession.

- (4) Where by virtue of paragraph 1 any shares are exempt from sections 146 to 149 at the time when they are acquired but the residual interest in question vests in possession before they are disposed of, those sections apply to the shares as if they had been acquired on the date on which that interest vests in possession.
- (5) The above sub-paragraphs apply irrespective of the date on which the residual interest vests or vested in possession; but where the <sup>M1</sup>date on which it vested was before 26th July 1983 (the passing of the Companies (Beneficial Interests) Act 1983), they have effect as if the vesting had occurred on that date.

#### Textual Amendments

- F14** “23,” repealed (subject to the transitional and saving provisions in [S.I. 1990/355](#), as mentioned in art. 5) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 212, 213(2), [Sch. 24](#)
- F15** [Sch. 2 para. 2\(2\)](#) repealed (subject to the transitional and saving provisions as mentioned in [S.I. 1990/355](#), [art. 5](#)) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 212, 213(2), [Sch. 24](#)

#### Marginal Citations

- M1** [1983 c. 50](#).

### *Employer’s charges and other rights of recovery*

- 3 (1) Where shares in a company are held on trust, there are to be disregarded—
  - (a) if the trust is for the purposes of a pension scheme, any such rights as are mentioned in the following sub-paragraph, and
  - (b) if the trust is for the purposes of an employees’ share scheme, any such rights as are mentioned in (a) of the sub-paragraph, being rights of the company or, [<sup>F16</sup>as this paragraph applies for the purposes of section 23(2)] . . . [<sup>F17</sup>of any subsidiary of the company.
- (2) The rights referred to are—
  - (a) any charge or lien on, or set-off against, any benefit or other right or interest under the scheme for the purpose of enabling the employer or former employer of a member of the scheme to obtain the discharge of a monetary obligation due to him from the member, and
  - (b) any right to receive from the trustee of the scheme, or as trustee of the scheme to retain, an amount that can be recovered or retained under section 47 of the <sup>M2</sup>Social Security Pensions Act 1975 (deduction of premium from refund of contributions) or otherwise as reimbursement or partial reimbursement for any state scheme premium paid in connection with the scheme under Part III of that Act.
- (3) . . . . . <sup>F18</sup>

#### Textual Amendments

- F16** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. [129\(2\)](#), [213\(2\)](#)

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- F17** Words repealed (subject to the transitional and saving provisions in S.I. 1990/355, arts. 5–9) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 212, 213(2), Sch. 10 para. 18(4)(a), Sch. 24
- F18** Sch. 2 para. 3(3) repealed (subject to the transitional and saving provisions in S.I. 1990/355, arts. 5–9) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 212, 213(2), Sch. 10 para. 18(4)(b), Sch. 24

#### Marginal Citations

- M2** 1975 c. 60.

#### *Trustee’s right to expenses, remuneration, indemnity, etc.*

- 4 (1) Where a company is a trustee . . . <sup>F19</sup>, there are to be disregarded any rights which the company has in its capacity as trustee including, in particular, any right to recover its expenses or be remunerated out of the trust property and any right to be indemnified out of that property for any liability incurred by reason of any act or omission of the company in the performance of its duties as trustee.
- (2) [<sup>F20</sup>As this paragraph applies for the purposes of section 23(2)] . . . <sup>F21</sup>, sub-paragraph (1) has effect as if references to a company included any body corporate which is a subsidiary of a company.
- [<sup>F22</sup>(3) As respects sections 145, 146 and 148, sub-paragraph (1) above applies where a company is a personal representative as it applies where a company is a trustee.]

#### Textual Amendments

- F19** Words repealed (subject to the transitional and saving provisions in S.I. 1990/355, arts. 5–9) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 212, 213(2), Sch. 10 para. 18(5)(a), Sch. 24
- F20** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 129(2), 213(2)
- F21** Words repealed (subject to the transitional and saving provisions in S.I. 1990/355, arts. 5–9) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 212, 213(2), Sch. 10 para. 18(5)(b), Sch. 24
- F22** Sch. 2 para 4(3) added (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. 18(5)

#### *Supplementary*

- 5 (1) The following applies for the interpretation of [<sup>F23</sup>this Part of this Schedule].
- (2) “Pension scheme” means any scheme for the provision of benefits consisting of or including relevant benefits for or in respect of employees or former employees; and “relevant benefits” means any pension, lump sum, gratuity or other like benefit given or to be given on retirement or on death or in anticipation of retirement or, in connection with past service, after retirement or death.
- (3) In sub-paragraph (2) of this paragraph, and in paragraph 3(2)(a), “employer” and “employee” are to be read as if a director of a company were employed by it.

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#### Textual Amendments

- F23** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 18(6)** (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, **Sch. 3**)

## [<sup>F24</sup>PART II

### REFERENCES IN SCHEDULE 5]

#### Textual Amendments

- F24** Sch. 2 paras. 6–9 inserted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, **Sch. 3**) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 18(7)**

#### *Residual interests under pension and employees’ share schemes*

- 6 (1) Where shares in an undertaking are held on trust for the purposes of a pension scheme or an employees’ share scheme, there shall be disregarded any residual interest which has not vested in possession, being an interest of the undertaking or any of its subsidiary undertakings.
- (2) In this paragraph a “residual interest” means a right of the undertaking in question (the “residual beneficiary”) to receive any of the trust property in the event of—
- (a) all the liabilities arising under the scheme having been satisfied or provided for, or
  - (b) the residual beneficiary ceasing to participate in the scheme, or
  - (c) the trust property at any time exceeding what is necessary for satisfying the liabilities arising or expected to arise under the scheme.
- (3) In sub-paragraph (2) references to a right include a right dependent on the exercise of a discretion vested by the scheme in the trustee or any other person; and references to liabilities arising under a scheme include liabilities that have resulted or may result from the exercise of any such discretion.
- (4) For the purposes of this paragraph a residual interest vests in possession—
- (a) in a case within sub-paragraph (2)(a), on the occurrence of the event there mentioned, whether or not the amount of the property receivable pursuant to the right mentioned in that sub-paragraph is then ascertained;
  - (b) in a case within sub-paragraph (2)(b) or (c), when the residual beneficiary becomes entitled to require the trustee to transfer to that beneficiary any of the property receivable pursuant to that right.

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*[<sup>F25</sup> Employer’s charges and other rights of recovery]*

**Textual Amendments**

**F25** Sch. 2 paras. 6–9 inserted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 3) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), Sch. 10 para. 18(7)

- 7 (1) Where shares in an undertaking are held on trust, there shall be disregarded—
- (a) if the trust is for the purposes of a pension scheme, any such rights as are mentioned in sub-paragraph (2) below;
  - (b) if the trust is for the purposes of an employee’s share scheme, any such rights as are mentioned in paragraph (a) of that sub-paragraph,
- being rights of the undertaking or any of its subsidiary undertakings.
- (2) The rights referred to are—
- (a) any charge or lien on, or set-off against, any benefit or other right or interest under the scheme for the purpose of enabling the employer or former employer of a member of the scheme to obtain the discharge of a monetary obligation due to him from the member, and
  - (b) any right to receive from the trustee of the scheme, or as trustee of the scheme to retain, an amount that can be recovered or retained under section 47 of the Social Security Pensions Act 1975 (deduction of premium from refund of pension contributions) or otherwise as reimbursement or partial reimbursement for any state scheme premium paid in connection with the scheme under Part III of that Act.

*[<sup>F26</sup> Trustee’s right to expenses, remuneration, indemnity, &c.]*

**Textual Amendments**

**F26** Sch. 2 paras. 6–9 inserted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 3) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), Sch. 10 para. 18(7)

- 8 Where an undertaking is a trustee, there shall be disregarded any rights which the undertaking has in its capacity as trustee including, in particular, any right to recover its expenses or be remunerated out of the trust property and any right to be indemnified out of that property for any liability incurred by reason of any act or omission of the undertaking in the performance of its duties as trustee.

*[<sup>F27</sup> Supplementary]*

**Textual Amendments**

**F27** Sch. 2 paras. 6–9 inserted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 3) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), Sch. 10 para. 18(7)



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- 9 (1) The following applies for the interpretation of this Part of this Schedule.
- (2) “Undertaking”, and “shares” in relation to an undertaking, have the same meaning as in Part VII.
- (3) This Part of this Schedule applies in relation to debentures as it applies in relation to shares.
- (4) “Pension scheme” means any scheme for the provision of benefits consisting of or including relevant benefits for or in respect of employees or former employees; and “relevant benefits” means any pension, lump sum, gratuity or other like benefit given or to be given on retirement or on death or in anticipation of retirement or, in connection with past service, after retirement or death.
- (5) In sub-paragraph (4) of this paragraph and in paragraph 7(2) “employee” and “employer” shall be read as if a director of an undertaking were employed by it.

<sup>F28</sup>SCHEDULE 3

Section 56, et passim in Part III.

MANDATORY CONTENTS OF PROSPECTUS

**Textual Amendments**

**F28** 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**

<sup>F29</sup>PART I

MATTERS TO BE STATED

**Textual Amendments**

**F29** 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;

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- (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 Where shares are offered to the public for subscription, the prospectus must give particulars as to—
- (a) the minimum amount which, in the opinion of the directors, must be raised by the issue of those shares in order to provide the sums (or, if any part of them is to be defrayed in any other manner, the balance of the sums) required to be provided in respect of each of the following—
    - (i) the purchase price of any property purchased or to be purchased which is to be defrayed in whole or in part out of the proceeds of the issue,
    - (ii) any preliminary expenses payable by the company, and any commission so payable to any person in consideration of his agreeing to subscribe for, or of his procuring or agreeing to procure subscriptions for, any shares in the company,
    - (iii) the repayment of any money borrowed by the company in respect of any of the foregoing matters,
    - (iv) working capital, and
  - (b) the amounts to be provided in respect of the matters above mentioned otherwise than out of the proceeds of the issue and the sources out of which those amounts are to be provided.

*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.
- (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,

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- (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.
- (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,

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- (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—
  - (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

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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 subparagraphs (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>[F30]</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.
- <sup>[F31]</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

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- (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

- F30** 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](#))
- F31** [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>F32</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
  - (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

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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

**F32** 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>F33</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.

#### Textual Amendments

**F33** 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)

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## SCHEDULE 4

Sections 228, 230.

### FORM AND CONTENT OF COMPANY ACCOUNTS

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

- C3** Sch. 4 applied with modifications by S.I. 1985/680, regs. 4–6, **Sch.** and **Income and Corporation Taxes Act 1988 (c. 1, SIF 63:1), s. 176(9), Sch. 8 para. 19(3)(4)(5)**
- C4** Sch. 4 applied by **Finance (No. 2) Act 1987 (c. 51, SIF 63:1), s. 7, Sch. 1 para. 19(3)(4)(5)**

## PART I

### GENERAL RULES AND FORMATS

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

- C5** Sch. 4 Pt. I (paras. 1–8) extended by **Patents, Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(k)(ii)**

## SECTION A

### GENERAL RULES

- 1 (1) Subject to the following provisions of this Schedule—
- (a) every balance sheet of a company shall show the items listed in either of the balance sheet formats set out below in section B of this Part; and
  - (b) every profit and loss account of a company shall show the items listed in any one of the profit and loss account formats so set out;
- in either case in the order and under the headings and sub-headings given in the format adopted.
- (2) Sub-paragraph (1) above is not to be read as requiring the heading or sub-heading for any item to be distinguished by any letter or number assigned to that item in the format adopted.
- 2 (1) Where in accordance with paragraph 1 a company's balance sheet or profit and loss account for any financial year has been prepared by reference to one of the formats set out in section B below, the directors of the company shall adopt the same format in preparing the accounts for subsequent financial years of the company unless in their opinion there are special reasons for a change.
- (2) Particulars of any change in the format adopted in preparing a company's balance sheet or profit and loss account in accordance with paragraph 1 shall be disclosed, and the reasons for the change shall be explained, in a note to the accounts in which the new format is first adopted.



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- 3
- (1) Any item required in accordance with paragraph 1 to be shown in a company's balance sheet or profit and loss account may be shown in greater detail than required by the format adopted.
  - (2) A company's balance sheet or profit and loss account may include an item representing or covering the amount of any asset or liability, income or expenditure not otherwise covered by any of the items listed in the format adopted, but the following shall not be treated as assets in any company's balance sheet—
    - (a) preliminary expenses;
    - (b) expenses of and commission on any issue of shares or debentures; and
    - (c) costs of research.
  - (3) In preparing a company's balance sheet or profit and loss account the directors of the company shall adapt the arrangement and headings and sub-headings otherwise required by paragraph 1 in respect of items to which an Arabic number is assigned in the format adopted, in any case where the special nature of the company's business requires such adaptation.
  - (4) Items to which Arabic numbers are assigned in any of the formats set out in section B below may be combined in a company's accounts for any financial year if either—
    - (a) their individual amounts are not material to assessing the state of affairs or profit or loss of the company for that year; or
    - (b) the combination facilitates that assessment;but in a case within paragraph (b) the individual amounts of any items so combined shall be disclosed in a note to the accounts.
  - (5) Subject to paragraph 4(3) below, a heading or sub-heading corresponding to an item listed in the format adopted in preparing a company's balance sheet or profit and loss account shall not be included if there is no amount to be shown for that item in respect of the financial year to which the balance sheet or profit and loss account relates.
  - (6) Every profit and loss account of a company shall show the amount of the company's profit or loss on ordinary activities before taxation.
  - (7) Every profit and loss account of a company shall show separately as additional items—
    - (a) any amount set aside or proposed to be set aside to, or withdrawn or proposed to be withdrawn from, reserves; and
    - (b) the aggregate amount of any dividends paid and proposed.
- 4
- (1) In respect of every item shown in a company's balance sheet or profit and loss account the corresponding amount for the financial year immediately preceding that to which the balance sheet or profit and loss account relates shall also be shown.
  - (2) Where that corresponding amount is not comparable with the amount to be shown for the item in question in respect of the financial year to which the balance sheet or profit and loss account relates, the former amount shall be adjusted and particulars of the adjustment and the reasons for it shall be disclosed in a note to the accounts.
  - (3) Paragraph 3(5) does not apply in any case where an amount can be shown for the item in question in respect of the financial year immediately preceding that to which the balance sheet or profit and loss account relates, and that amount shall be shown under the heading or sub-heading required by paragraph 1 for that item.

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- 5 Amounts in respect of items representing assets or income may not be set off against amounts in respect of items representing liabilities or expenditure (as the case may be), or vice versa.

VALID FROM 12/11/2004

- 5A The directors of a company must, in determining how amounts are presented within items in the profit and loss account and balance sheet, have regard to the substance of the reported transaction or arrangement, in accordance with generally accepted accounting principles or practice

## SECTION B

### THE REQUIRED FORMATS FOR ACCOUNTS

#### *Preliminary*

- 6 References in this Part of this Schedule to the items listed in any of the formats set out below are to those items read together with any of the notes following the formats which apply to any of those items, and the requirement imposed by paragraph 1 to show the items listed in any such format in the order adopted in the format is subject to any provision in those notes for alternative positions for any particular items.
- 7 A number in brackets following any item in any of the formats set out below is a reference to the note of that number in the notes following the formats.
- 8 In the notes following the formats—
- (a) the heading of each note gives the required heading or sub-heading for the item to which it applies and a reference to any letters and numbers assigned to that item in the formats set out below (taking a reference in the case of Format 2 of the balance sheet formats to the item listed under “Assets” or under “Liabilities” as the case may require); and
  - (b) references to a numbered format are to the balance sheet format or (as the case may require) to the profit and loss account format of that number set out below.

#### *Balance Sheet Formats*

Format I

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

**C6** Sch. 4, Pt. I, Balance Sheet Formats 1 and 2 and Note (2) amended (31.10.1994) by 1994 c. 26, s. 106(1), Sch. 4 para. 1(2); S.I. 1994/2550, art. 2

A. Called up share capital not paid (1)

B. Fixed assets

I Intangible assets

1. Development costs

2. Concessions, patents, licences, trade marks and similar rights and assets (2)

3. Goodwill (3)

4. Payments on account

II Tangible assets

1. Land and buildings

2. Plant and machinery

3. Fixtures, fittings, tools and equipment

4. Payments on account and assets in course of construction

III Investments

1. Shares in [<sup>F34</sup>group undertakings]

2. Loans to [<sup>F34</sup>group undertakings]

3. Shares in [<sup>F35</sup>participating interests]

4. Loans to [<sup>F36</sup>undertakings in which the company has a participating interest]

5. Other investments other than loans

6. Other loans

7. Own shares (4)

**Textual Amendments**

**F34** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), Sch. 1 para. 2(1) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 2)

**F35** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), Sch. 1 para. 3(1) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 2)

**F36** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), Sch. 1 para. 4(1) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 2)

C. Current assets

I Stocks

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1. Raw materials and consumables
2. Work in progress
3. Finished goods and goods for resale
4. Payments on account
- II Debtors (5)
  1. Trade debtors
  2. Amounts owed by [<sup>F34</sup>group undertakings]
  3. Amounts owed by [<sup>F36</sup>undertakings in which the company has a participating interest]
  4. Other debtors
  5. Called up share capital not paid (1)
  6. Prepayments and accrued income (6)
- III Investments
  1. Shares in [<sup>F34</sup>group undertakings]
  2. Own shares (4)
  3. Other investments
- IV Cash at bank and in hand
- D. Prepayments and accrued income (6).
- E. Creditors: amounts falling due within one year
  1. Debenture loans (7)
  2. Bank loans and overdrafts
  3. Payments received on account (8)
  4. Trade creditors
  5. Bills of exchange payable
  6. Amounts owed to [<sup>F34</sup>group undertakings]
  7. Amounts owed to [<sup>F36</sup>undertakings in which the company has a participating interest]
  8. Other creditors including taxation and social security (9)
  9. Accruals and deferred income (10)
- F. Net current assets (liabilities) (11)
- G. Total assets less current liabilities
- H. Creditors: amounts falling due after more than one year
  1. Debenture loans (7)

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2. Bank loans and overdrafts
3. Payments received on account (8)
4. Trade creditors
5. Bills of exchange payable
6. Amounts owed to [<sup>F34</sup>group undertakings]
7. Amounts owed to [<sup>F36</sup>undertakings in which the company has a participating interest]
8. Other creditors including taxation and social security (9)
9. Accruals and deferred income (10)
- I. Provisions for liabilities and charges
  1. Pensions and similar obligations
  2. Taxation, including deferred taxation
  3. Other provisions
- J. Accruals and deferred income (10)
- K. Capital and reserves
  - I Called up share capital (12)
  - II Share premium account
  - III Revaluation reserve
  - IV Other reserves
    1. Capital redemption reserve
    2. Reserve for own shares
    3. Reserves provided for by the articles of association
    4. Other reserves
  - V Profit and loss account

### *Balance Sheet Formats*

#### Format 2

#### ASSETS

- A. Called up share capital not paid (1)
- B. Fixed assets
  - I Intangible assets
    1. Development costs
    2. Concessions, patents, licences, trade marks and similar rights and assets (2)

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### 3. Goodwill (3)

#### 4. Payments on account

### II Tangible assets

#### 1. Land and buildings

#### 2. Plant and machinery

#### 3. Fixtures, fittings, tools and equipment

#### 4. Payments on account and assets in course of construction

### III Investments

#### 1. Shares in [<sup>F37</sup>group undertakings]

#### 2. Loans to [<sup>F37</sup>group undertakings]

#### 3. Shares in [<sup>F38</sup>participating interests]

#### 4. Loans to [<sup>F39</sup>undertakings in which the company has a participating interest]

#### 5. Other investments other than loans

#### 6. Other loans

#### 7. Own shares (4)

#### Textual Amendments

**F37** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 4(2), 213(2), [Sch. 1 para. 2\(1\)](#) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, [Sch. 2](#))

**F38** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 4(2), 213(2), [Sch. 1 para. 3\(1\)](#) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, [Sch. 2](#))

**F39** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 4(2), 213(2), [Sch. 1 para. 4\(1\)](#) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, [Sch. 2](#))

### C. Current assets

#### I Stocks

##### 1. Raw materials and consumables

##### 2. Work in progress

##### 3. Finished goods and goods for resale

##### 4. Payments on account

#### II Debtors (5)

##### 1. Trade debtors

##### 2. Amounts owed by [<sup>F37</sup>group undertakings]

##### 3. Amounts owed by [<sup>F39</sup>undertakings in which the company has a participating interest]

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4. Other debtors

5. Called up share capital not paid (1)

6. Prepayments and accrued income (6)

III Investments

1. Shares in [<sup>F37</sup>group undertakings]

2. Own shares (4)

3. Other investments

IV Cash at bank and in hand

D. Prepayments and accrued income (6)

LIABILITIES

A. Capital and reserves

I Called up share capital (12)

II Share premium account

III Revaluation reserve

IV Other reserves

1. Capital redemption reserve

2. Reserve for own shares

3. Reserves provided for by the articles of association

4. Other reserves

V Profit and loss account

B. Provisions for liabilities and charges

1. Pensions and similar obligations

2. Taxation including deferred taxation

3. Other provisions

C. Creditors (13)

1. Debenture loans (7)

2. Bank loans and overdrafts

3. Payments received on account (8)

4. Trade creditors

5. Bills of exchange payable

6. Amounts owed to [<sup>F37</sup>group undertakings]

7. Amounts owed to [<sup>F39</sup>undertakings in which the company has a participating interest]

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8. Other creditors including taxation and social security (9)

9. Accruals and deferred income (10)

D. Accruals and deferred income (10)

#### **Notes on the balance sheet formats**

*(1) Called up share capital not paid*

(Formats 1 and 2, items A and C.II.5.)

This item may be shown in either of the two positions given in Formats 1 and 2.

*(2) Concessions, patents, licences, trade marks and similar rights and assets*

(Formats 1 and 2, item B.I.2.)

Amounts in respect of assets shall only be included in a company's balance sheet under this item if either—

(a) the assets were acquired for valuable consideration and are not required to be shown under goodwill; or

(b) the assets in question were created by the company itself.

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

**C7** [Sch. 4 Pt. I](#), Balance Sheet Formats 1 and 2 and Note (2) amended (31.10.1994) by [1994 c. 26, s. 106\(1\)](#), [Sch. 4 para. 1\(2\)](#); [S.I. 1994/2550, art. 2](#)

*(3) Goodwill*

(Formats 1 and 2, item B.I.3.)

Amounts representing goodwill shall only be included to the extent that the goodwill was acquired for valuable consideration.

*(4) Own shares*

(Formats 1 and 2, items B.III.7 and C.III.2.)

The nominal value of the shares held shall be shown separately.

*(5) Debtors*

(Formats 1 and 2, items C.II.1 to 6.)

The amount falling due after more than one year shall be shown separately for each item included under debtors.

*(6) Prepayments and accrued income*

(Formats 1 and 2, items C.II.6 and D.)

This item may be shown in either of the two positions given in Formats 1 and 2.

*(7) Debenture loans*

(Format 1, items E.1 and H.1 and Format 2, item C.1.)



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*Status: Point in time view as at 05/11/1993.*

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The amount of any convertible loans shall be shown separately.

*(8) Payments received on account*

(Format 1, items E.3 and H.3 and Format 2, item C.3.)

Payments received on account of orders shall be shown for each of these items in so far as they are not shown as deductions from stocks.

*(9) Other creditors including taxation and social security*

(Format 1, items E.8 and H.8 and Format 2, item C.8.)

The amount for creditors in respect of taxation and social security shall be shown separately from the amount for other creditors.

*(10) Accruals and deferred income*

(Format 1, items E.9, H.9 and J and Format 2, items C.9 and D.)

The two positions given for this item in Format 1 at E.9 and H.9 are an alternative to the position at J, but if the item is not shown in a position corresponding to that at J it may be shown in either or both of the other two positions (as the case may require).

The two positions given for this item in Format 2 are alternatives.

*(11) Net current assets (liabilities)*

(Format 1, item F.)

In determining the amount to be shown for this item any amounts shown under “prepayments and accrued income” shall be taken into account wherever shown.

*(12) Called up share capital*

(Format 1, item K.1 and Format 2, item A.I.)

The amount of allotted share capital and the amount of called up share capital which has been paid up shall be shown separately.

*(13) Creditors*

(Format 2, items C.1 to 9.)

Amounts falling due within one year and after one year shall be shown separately for each of these items and their aggregate shall be shown separately for all of these items.

*Profit and loss account formats*

Format 1

(see note (17) below)

1. Turnover
2. Cost of sales (14)
3. Gross profit or loss
4. Distribution costs (14)

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5. Administrative expenses (14)
6. Other operating income
7. Income from shares in [<sup>F40</sup>group undertakings]

**Textual Amendments**

**F40** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), Sch. 1 para. 2(1) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 2)

8. Income from [<sup>F41</sup>participating interests]

**Textual Amendments**

**F41** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), Sch. 1 para. 3(1) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 2)

9. Income from other fixed asset investments (15)
10. Other interest receivable and similar income (15)
11. Amounts written off investments
12. Interest payable and similar charges (16)
13. Tax on profit or loss on ordinary activities
14. Profit or loss on ordinary activities after taxation
15. Extraordinary income
16. Extraordinary charges
17. Extraordinary profit or loss
18. Tax on extraordinary profit or loss
19. Other taxes not shown under the above items
20. Profit or loss for the financial year

*Profit and loss account formats*

Format 2

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

**C8** Sch. 4 Pt.I, Balance Sheet Formats 1 and 2 and Note (2) amended (31.10.1994) by 1994 c. 26, s. 106(2), Sch. 4 para. 1(2); S.I. 1994/2550, art. 2

1. Turnover
2. Change in stocks of finished goods and in work in progress
3. Own work capitalised

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4. Other operating income
5. (a) Raw materials and consumables
- (b) Other external charges
6. Staff costs:
  - (a) wages and salaries
  - (b) social security costs
  - (c) other pension costs
7. (a) Depreciation and other amounts written off tangible and intangible fixed assets
- (b) Exceptional amounts written off current assets
8. Other operating charges
9. Income from shares in [<sup>F42</sup>group undertakings]

**Textual Amendments**

**F42** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 4(2), 213(2), [Sch. 1 para. 2\(1\)](#) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, [Sch. 2](#))

10. Income from [<sup>F43</sup>participating interests]

**Textual Amendments**

**F43** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 4(2), 213(2), [Sch. 1 para. 3\(1\)](#) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, [Sch. 2](#))

11. Income from other fixed asset investments (15)
12. Other interest receivable and similar income (15)
13. Amounts written off investments
14. Interest payable and similar charges (16)
15. Tax on profit or loss on ordinary activities
16. Profit or loss on ordinary activities after taxation
17. Extraordinary income
18. Extraordinary charges
19. Extraordinary profit or loss
20. Tax on extraordinary profit or loss
21. Other taxes not shown under the above items
22. Profit or loss for the financial year

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### *Profit and loss account formats*

#### Format 3

(see note (17) below)

##### A. Charges

1. Cost of sales (14)
2. Distribution costs (14)
3. Administrative expenses (14)
4. Amounts written off investments
5. Interest payable and similar charges (16)
6. Tax on profit or loss on ordinary activities
7. Profit or loss on ordinary activities after taxation
8. Extraordinary charges
9. Tax on extraordinary profit or loss
10. Other taxes not shown under the above items
11. Profit or loss for the financial year

##### B. Income

1. Turnover
2. Other operating income
3. Income from shares in [<sup>F44</sup>group undertakings]
4. Income from [<sup>F45</sup>participating interests]
5. Income from other fixed asset investments (15)
6. Other interest receivable and similar income (15)
7. Profit or loss on ordinary activities after taxation
8. Extraordinary income
9. Profit or loss for the financial year

#### **Textual Amendments**

**F44** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), **Sch. 1 para. 2(1)** (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, **Sch. 2**)

**F45** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), **Sch. 1 para. 3(1)** (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, **Sch. 2**)

### *Profit and loss account formats*

#### Format 4

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*Status: Point in time view as at 05/11/1993.*

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## A. Charges

1. Reduction in stocks of finished goods and in work in progress.
2. (a) Raw materials and consumables
- (b) Other external charges
3. Staff costs:
  - (a) wages and salaries
  - (b) social security costs
  - (c) other pension costs
4. (a) Depreciation and other amounts written off tangible and intangible fixed assets
- (b) Exceptional amounts written off current assets
5. Other operating charges
6. Amounts written off investments
7. Interest payable and similar charges (16)
8. Tax on profit or loss on ordinary activities
9. Profit or loss on ordinary activities after taxation
10. Extraordinary charges
11. Tax on extraordinary profit or loss
12. Other taxes not shown under the above items
13. Profit or loss for the financial year

## B. Income

1. Turnover
2. Increase in stocks of finished goods and in work in progress
3. Own work capitalised
4. Other operating income
5. Income from shares in [<sup>F46</sup>group undertakings]
6. Income from [<sup>F47</sup>participating interests]
7. Income from other fixed asset investments (15)
8. Other interest receivable and similar income (15)
9. Profit or loss on ordinary activities after taxation
10. Extraordinary income
11. Profit or loss for the financial year

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### Textual Amendments

- F46** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), Sch. 1 para. 2(1) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 2)
- F47** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), Sch. 1 para. 3(1) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 2)

### Notes on the profit and loss account formats

(14) *Cost of sales: distribution costs: administrative expenses*

(Format 1, items 2, 4 and 5 and Format 3, items A.1, 2 and 3.)

These items shall be stated after taking into account any necessary provisions for depreciation or diminution in value of assets.

(15) *Income from other fixed asset investments: other interest receivable and similar income*

(Formal 1, items 9 and 10: Format 2, items 11 and 12: Format 3, items B.5 and 6: Format 4, items B.7 and 8.)

Income and interest derived from [<sup>F46</sup>group undertakings] shall be shown separately from income and interest derived from other sources.

(16) *Interest payable and similar charges*

(Format 1, item 12: Format 2, item 14: Format 3, item A.5: Format 4, item A.7.)

The amount payable to [<sup>F46</sup>group undertakings] shall be shown separately.

(17) *Formats 1 and 3*

The amount of any provisions for depreciation and diminution in value of tangible and intangible fixed assets falling to be shown under items 7(a) and A.4(a) respectively in Formats 2 and 4 shall be disclosed in a note to the accounts in any case where the profit and loss account is prepared by reference to Format 1 or Format 3.

## PART II

### ACCOUNTING PRINCIPLES AND RULES

#### SECTION A

#### ACCOUNTING PRINCIPLES

##### *Preliminary*

- 9 Subject to paragraph 15 below, the amounts to be included in respect of all items shown in a company's accounts shall be determined in accordance with the principles set out in paragraphs 10 to 14.

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### *Accounting principles*

10 The company shall be presumed to be carrying on business as a going concern.

[<sup>F48</sup>11 Accounting policies shall be applied consistently within the same accounts and from one financial year to the next.]

#### **Textual Amendments**

**F48** Sch. 4 Pt. II para. 11 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. 4(2), 213(2), Sch. 1 para. 5

12 The amount of any item shall be determined on a prudent basis, and in particular—

- (a) only profits realised at the balance sheet date shall be included in the profit and loss account; and
- (b) all liabilities and losses which have arisen or are likely to arise in respect of the financial year to which the accounts relate or a previous financial year shall be taken into account, including those which only become apparent between the balance sheet date and the date on which it is signed on behalf of the board of directors in pursuance of [<sup>F49</sup>section 233] of this Act.

#### **Textual Amendments**

**F49** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), Sch. 10 para. 20 (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 3)

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

**C9** Sch. 4 Pt. II para. 12 (b) applied with modifications by S.I. 1990/2570, regs. 3(3), 16(1)

13 All income and charges relating to the financial year to which the accounts relate shall be taken into account, without regard to the date of receipt or payment.

14 In determining the aggregate amount of any item the amount of each individual asset or liability that falls to be taken into account shall be determined separately.

### *Departure from the accounting principles*

15 If it appears to the directors of a company that there are special reasons for departing from any of the principles stated above in preparing the company's accounts in respect of any financial year they may do so, but particulars of the departure, the reasons for it and its effect shall be given in a note to the accounts.

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## SECTION B

### HISTORICAL COST ACCOUNTING RULES

#### *Preliminary*

- 16 Subject to section C of this Part of this Schedule, the amounts to be included in respect of all items shown in a company's accounts shall be determined in accordance with the rules set out in paragraphs 17 to 28.

#### *Fixed assets*

##### *General rules*

- 17 Subject to any provision for depreciation or diminution in value made in accordance with paragraph 18 or 19 the amount to be included in respect of any fixed asset shall be its purchase price or production cost.
- 18 In the case of any fixed asset which has a limited useful economic life, the amount of—
- (a) its purchase price or production cost; or
  - (b) where it is estimated that any such asset will have a residual value at the end of the period of its useful economic life, its purchase price or production cost less that estimated residual value;
- shall be reduced by provisions for depreciation calculated to write off that amount systematically over the period of the asset's useful economic life.
- 19 (1) Where a fixed asset investment of a description falling to be included under item B.III of either of the balance sheet formats set out in Part I of this Schedule has diminished in value provisions for diminution in value may be made in respect of it and the amount to be included in respect of it may be reduced accordingly; and any such provisions which are not shown in the profit and loss account shall be disclosed (either separately or in aggregate) in a note to the accounts.
- (2) Provisions for diminution in value shall be made in respect of any fixed asset which has diminished in value if the reduction in its value is expected to be permanent (whether its useful economic life is limited or not), and the amount to be included in respect of it shall be reduced accordingly; and any such provisions which are not shown in the profit and loss account shall be disclosed (either separately or in aggregate) in a note to the accounts.
- (3) Where the reasons for which any provision was made in accordance with sub-paragraph (1) or (2) have ceased to apply to any extent, that provision shall be written back to the extent that it is no longer necessary; and any amounts written back in accordance with this sub-paragraph which are not shown in the profit and loss account shall be disclosed (either separately or in aggregate) in a note to the accounts.



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### *Rules for determining particular fixed asset items*

- 20 (1) Notwithstanding that an item in respect of “development costs” is included under “fixed assets” in the balance sheet formats set out in Part I of this Schedule, an amount may only be included in a company’s balance sheet in respect of development costs in special circumstances.
- (2) If any amount is included in a company’s balance sheet in respect of development costs the following information shall be given in a note to the accounts—
- (a) the period over which the amount of those costs originally capitalised is being or is to be written off; and
  - (b) the reasons for capitalising the development costs in question.
- 21 (1) The application of paragraphs 17 to 19 in relation to goodwill (in any case where goodwill is treated as an asset) is subject to the following provisions of this paragraph.
- (2) Subject to sub-paragraph (3) below, the amount of the consideration for any goodwill acquired by a company shall be reduced by provisions for depreciation calculated to write off that amount systematically over a period chosen by the directors of the company.
- (3) The period chosen shall not exceed the useful economic life of the goodwill in question.
- (4) In any case where any goodwill acquired by a company is shown or included as an asset in the company’s balance sheet the period chosen for writing off the consideration for that goodwill and the reasons for choosing that period shall be disclosed in a note to the accounts.

### *Current assets*

- 22 Subject to paragraph 23, the amount to be included in respect of any current asset shall be its purchase price or production cost.
- 23 (1) If the net realisable value of any current asset is lower than its purchase price or production cost the amount to be included in respect of that asset shall be the net realisable value.
- (2) Where the reasons for which any provision for diminution in value was made in accordance with sub-paragraph (1) have ceased to apply to any extent, that provision shall be written back to the extent that it is no longer necessary.

### *Miscellaneous and supplementary provisions*

*Excess of money owed over value received as an asset item*

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- 24 (1) Where the amount repayable on any debt owed by a company is greater than the value of the consideration received in the transaction giving rise to the debt, the amount of the difference may be treated as an asset.
- (2) Where any such amount is so treated—
- (a) it shall be written off by reasonable amounts each year and must be completely written off before repayment of the debt; and
  - (b) if the current amount is not shown as a separate item in the company's balance sheet it must be disclosed in a note to the accounts.

*Assets included at a fixed amount*

- 25 (1) Subject to the following sub-paragraph, assets which fall to be included—
- (a) amongst the fixed assets of a company under the item “tangible assets”; or
  - (b) amongst the current assets of a company under the item “raw materials and consumables”; may be included at a fixed quantity and value.
- (2) Sub-paragraph (1) applies to assets of a kind which are constantly being replaced, where—
- (a) their overall value is not material to assessing the company's state of affairs; and
  - (b) their quantity, value and composition are not subject to material variation.

*Determination of purchase price or production cost*

- 26 (1) The purchase price of an asset shall be determined by adding to the actual price paid any expenses incidental to its acquisition.
- (2) The production cost of an asset shall be determined by adding to the purchase price of the raw materials and consumables used the amount of the costs incurred by the company which are directly attributable to the production of that asset.
- (3) In addition, there may be included in the production cost of an asset—
- (a) a reasonable proportion of the costs incurred by the company which are only indirectly attributable to the production of that asset, but only to the extent that they relate to the period of production; and
  - (b) interest on capital borrowed to finance the production of that asset, to the extent that it accrues in respect of the period of production;
- provided, however, in a case within paragraph (b) above, that the inclusion of the interest in determining the cost of that asset and the amount of the interest so included is disclosed in a note to the accounts.
- (4) In the case of current assets distribution costs may not be included in production costs.
- 27 (1) Subject to the qualification mentioned below, the purchase price or production cost of—
- (a) any assets which fall to be included under any item shown in a company's balance sheet under the general item “stocks”; and
  - (b) any assets which are fungible assets (including investments);

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may be determined by the application of any of the methods mentioned in sub-paragraph (2) below in relation to any such assets of the same class.

The method chosen must be one which appears to the directors to be appropriate in the circumstances of the company.

- (2) Those methods are—
- (a) the method known as “first in, first out” (FIFO);
  - (b) the method known as “last in, first out” (LIFO);
  - (c) a weighted average price; and
  - (d) any other method similar to any of the methods mentioned above.
- (3) Where in the case of any company—
- (a) the purchase price or production cost of assets falling to be included under any item shown in the company’s balance sheet has been determined by the application of any method permitted by this paragraph; and
  - (b) the amount shown in respect of that item differs materially from the relevant alternative amount given below in this paragraph;
- the amount of that difference shall be disclosed in a note to the accounts.
- (4) Subject to sub-paragraph (5) below, for the purposes of sub-paragraph (3)(b) above, the relevant alternative amount, in relation to any item shown in a company’s balance sheet, is the amount which would have been shown in respect of that item if assets of any class included under that item at an amount determined by any method permitted by this paragraph had instead been included at their replacement cost as at the balance sheet date.
- (5) The relevant alternative amount may be determined by reference to the most recent actual purchase price or production cost before the balance sheet date of assets of any class included under the item in question instead of by reference to their replacement cost as at that date, but only if the former appears to the directors of the company to constitute the more appropriate standard of comparison in the case of assets of that class.
- (6) For the purposes of this paragraph, assets of any description shall be regarded as fungible if assets of that description are substantially indistinguishable one from another.

*Substitution of original stated amount where price or cost unknown*

- 28        Where there is no record of the purchase price or production cost of any asset of a company or of any price, expenses or costs relevant for determining its purchase price or production cost in accordance with paragraph 26, or any such record cannot be obtained without unreasonable expense or delay, its purchase price or production cost shall be taken for the purposes of paragraphs 17 to 23 to be the value ascribed to it in the earliest available record of its value made on or after its acquisition or production by the company.

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## SECTION C

### ALTERNATIVE ACCOUNTING RULES

#### *Preliminary*

- 29 (1) The rules set out in section B are referred to below in this Schedule as the historical cost accounting rules.
- (2) Those rules, with the omission of paragraphs 16, 21 and 25 to 28, are referred to below in this Part of this Schedule as the depreciation rules; and references below in this Schedule to the historical cost accounting rules do not include the depreciation rules as they apply by virtue of paragraph 32.
- 30 Subject to paragraphs 32 to 34, the amounts to be included in respect of assets of any description mentioned in paragraph 31 may be determined on any basis so mentioned.

#### *Alternative accounting rules*

- 31 (1) Intangible fixed assets, other than goodwill, may be included at their current cost.
- (2) Tangible fixed assets may be included at a market value determined as at the date of their last valuation or at their current cost.
- (3) Investments of any description falling to be included under item B.III of either of the balance sheet formats set out in Part I of this Schedule may be included either—
- (a) at market value determined as at the date of their last valuation; or
  - (b) at a value determined on any basis which appears to the directors to be appropriate in the circumstances of the company;
- but in the latter case particulars of the method of valuation adopted and of the reasons for adopting it shall be disclosed in a note to the accounts.
- (4) Investments of any description falling to be included under item C.III of either of the balance sheet formats set out in Part I of this Schedule may be included at their current cost.
- (5) Stocks may be included at their current cost.

#### *Application of the depreciation rules*

- 32 (1) Where the value of any asset of a company is determined on any basis mentioned in paragraph 31, that value shall be, or (as the case may require) be the starting point for determining, the amount to be included in respect of that asset in the company's accounts, instead of its purchase price or production cost or any value previously so determined for that asset; and the depreciation rules shall apply accordingly in relation to any such asset with the substitution for any reference to its purchase price

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or production cost of a reference to the value most recently determined for that asset on any basis mentioned in paragraph 31.

- (2) The amount of any provision for depreciation required in the case of any fixed asset by paragraph 18 or 19 as it applies by virtue of sub-paragraph (1) is referred to below in this paragraph as the adjusted amount, and the amount of any provision which would be required by that paragraph in the case of that asset according to the historical cost accounting rules is referred to as the historical cost amount.
- (3) Where sub-paragraph (1) applies in the case of any fixed asset the amount of any provision for depreciation in respect of that asset—
  - (a) included in any item shown in the profit and loss account in respect of amounts written off assets of the description in question; or
  - (b) taken into account in stating any item so shown which is required by note (14) of the notes on the profit and loss account formats set out in Part I of this Schedule to be stated after taking into account any necessary provisions for depreciation or diminution in value of assets included under it;

may be the historical cost amount instead of the adjusted amount, provided that the amount of any difference between the two is shown separately in the profit and loss account or in a note to the accounts.

*Additional information to be provided in case of  
departure from historical cost accounting rules*

- 33 (1) This paragraph applies where the amounts to be included in respect of assets covered by any items shown in a company's accounts have been determined on any basis mentioned in paragraph 31.
- (2) The items affected and the basis of valuation adopted in determining the amounts of the assets in question in the case of each such item shall be disclosed in a note to the accounts.
- (3) In the case of each balance sheet item affected (except stocks) either—
  - (a) the comparable amounts determined according to the historical cost accounting rules; or
  - (b) the differences between those amounts and the corresponding amounts actually shown in the balance sheet in respect of that item;shall be shown separately in the balance sheet or in a note to the accounts.
- (4) In sub-paragraph (3) above, references in relation to any item to the comparable amounts determined as there mentioned are references to—
  - (a) the aggregate amount which would be required to be shown in respect of that item if the amounts to be included in respect of all the assets covered by that item were determined according to the historical cost accounting rules; and
  - (b) the aggregate amount of the cumulative provisions for depreciation or diminution in value which would be permitted or required in determining those amounts according to those rules.

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### *Revaluation reserve*

- 34 (1) With respect to any determination of the value of an asset of a company on any basis mentioned in paragraph 31, the amount of any profit or loss arising from that determination (after allowing, where appropriate, for any provisions for depreciation or diminution in value made otherwise than by reference to the value so determined and any adjustments of any such provisions made in the light of that determination) shall be credited or (as the case may be) debited to a separate reserve (“the revaluation reserve”).
- (2) The amount of the revaluation reserve shall be shown in the company’s balance sheet under a separate sub-heading in the position given for the item “revaluation reserve” in Format 1 or 2 of the balance sheet formats set out in Part I of this Schedule, but need not be shown under that name.
- [<sup>F50</sup>(3) An amount may be transferred from the revaluation reserve—
- (a) to the profit and loss account, if the amount was previously charged to that account or represents realised profit, or
  - (b) on capitalisation;
- and the revaluation reserve shall be reduced to the extent that the amounts transferred to it are no longer necessary for the purposes of the valuation method used.
- (3A) In sub-paragraph (3)(b) “capitalisation”, in relation to an amount standing to the credit of the revaluation reserve, means applying it in wholly or partly paying up unissued shares in the company to be allotted to members of the company as fully or partly paid shares.
- (3B) The revaluation reserve shall not be reduced except as mentioned in this paragraph.]
- (4) The treatment for taxation purposes of amounts credited or debited to the revaluation reserve shall be disclosed in a note to the accounts.

#### **Textual Amendments**

**F50** Sch. 4 Pt. II para. 34(3)–(3B) substituted for sub-paragraph (3) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), Sch. 1 para. 6

VALID FROM 12/11/2004

## **SECTION D**

### **FAIR VALUE ACCOUNTING**

#### *Inclusion of financial instruments at fair value*

- 34A (1) Subject to sub-paragraphs (2) to (4), financial instruments (including derivatives) may be included at fair value.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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) Sub-paragraph (1) does not apply to financial instruments which constitute liabilities unless—
- (a) they are held as part of a trading portfolio, or
  - (b) they are derivatives.
- (3) Sub-paragraph (1) does not apply to—
- (a) financial instruments (other than derivatives) held to maturity;
  - (b) loans and receivables originated by the company and not held for trading purposes;
  - (c) interests in subsidiary undertakings, associated undertakings and joint ventures;
  - (d) equity instruments issued by the company;
  - (e) contracts for contingent consideration in a business combination;
  - (f) other financial instruments with such special characteristics that the instruments, according to generally accepted accounting principles or practice, should be accounted for differently from other financial instruments.
- (4) If the fair value of a financial instrument cannot be determined reliably in accordance with paragraph 34B, sub-paragraph (1) does not apply to that financial instrument.
- (5) In this paragraph—
- “associated undertaking” has the meaning given by paragraph 20 of Schedule 4A; and
  - “joint venture” has the meaning given by paragraph 19 of that Schedule.

*Determination of fair value*

- 34B (1) The fair value of a financial instrument is determined in accordance with this paragraph.
- (2) If a reliable market can readily be identified for the financial instrument, its fair value is determined by reference to its market value.
- (3) If a reliable market cannot readily be identified for the financial instrument but can be identified for its components or for a similar instrument, its fair value is determined by reference to the market value of its components or of the similar instrument.
- (4) If neither sub-paragraph (2) nor (3) applies, the fair value of the financial instrument is a value resulting from generally accepted valuation models and techniques.
- (5) Any valuation models and techniques used for the purposes of sub-paragraph (4) must ensure a reasonable approximation of the market value.

*Status: Point in time view as at 05/11/1993.*

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*Inclusion of hedged items at fair value*

- 34C A company may include any assets and liabilities that qualify as hedged items under a fair value hedge accounting system, or identified portions of such assets or liabilities, at the amount required under that system.

*Other assets that may be included at fair value*

- 34D (1) This paragraph applies to—
- (a) investment property, and
  - (b) living animals and plants,
- that, under international accounting standards, may be included in accounts at fair value.
- (2) Such investment property and such living animals and plants may be included at fair value, provided that all such investment property or, as the case may be, all such living animals and plants are so included where their fair value can reliably be determined.
- (3) In this paragraph, “fair value” means fair value determined in accordance with relevant international accounting standards.

*Accounting for changes in value*

- 34E (1) This paragraph applies where a financial instrument is valued in accordance with paragraph 34A or 34C or an asset is valued in accordance with paragraph 34D.
- (2) Notwithstanding paragraph 12 of this Schedule, and subject to sub-paragraphs (3) and (4) below, a change in the value of the financial instrument or of the investment property or living animal or plant must be included in the profit and loss account.
- (3) Where—
- (a) the financial instrument accounted for is a hedging instrument under a hedge accounting system that allows some or all of the change in value not to be shown in the profit and loss account, or
  - (b) the change in value relates to an exchange difference arising on a monetary item that forms part of a company’s net investment in a foreign entity,
- the amount of the change in value must be credited to or (as the case may be) debited from a separate reserve (“the fair value reserve”).
- (4) Where the instrument accounted for—
- (a) is an available for sale financial asset, and
  - (b) is not a derivative,
- the change in value may be credited to or (as the case may be) debited from the fair value reserve.



*Status: Point in time view as at 05/11/1993.*

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### *The fair value reserve*

- 34F (1) The fair value reserve must be adjusted to the extent that the amounts shown in it are no longer necessary for the purposes of paragraph 34E(3) or (4).
- (2) The treatment for taxation purposes of amounts credited or debited to the fair value reserve must be disclosed in a note to the accounts.

## PART III

### NOTES TO THE ACCOUNTS

#### Preliminary

- 35 Any information required in the case of any company by the following provisions of this Part of this Schedule shall (if not given in the company's accounts) be given by way of a note to those accounts.

#### **Disclosure of accounting policies**

VALID FROM 12/11/2004

#### *Reserves and dividends*

- 35A There must be stated—
- (a) any amount set aside or proposed to be set aside to, or withdrawn or proposed to be withdrawn from, reserves,
  - (b) the aggregate amount of dividends paid in the financial year (other than those for which a liability existed at the immediately preceding balance sheet date),
  - (c) the aggregate amount of dividends that the company is liable to pay at the balance sheet date, and
  - (d) the aggregate amount of dividends that are proposed before the date of approval of the accounts, and not otherwise disclosed under paragraph (b) or (c)

- 36 The accounting policies adopted by the company in determining the amounts to be included in respect of items shown in the balance sheet and in determining the profit or loss of the company shall be stated (including such policies with respect to the depreciation and diminution in value of assets).

- [<sup>F51</sup>36A It shall be stated whether the accounts have been prepared in accordance with applicable accounting standards and particulars of any material departure from those standards and the reasons for it shall be given.]

#### **Information supplementing the balance sheet**

*Status: Point in time view as at 05/11/1993.*

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### Textual Amendments

**F51** Sch. 4 Pt. III para. 36A inserted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), Sch. 1 para. 7

37 Paragraphs 38 to 51 require information which either supplements the information given with respect to any particular items shown in the balance sheet or is otherwise relevant to assessing the company's state of affairs in the light of the information so given.

#### *Share capital and debentures*

38 (1) The following information shall be given with respect to the company's share capital—

- (a) the authorised share capital; and
- (b) where shares of more than one class have been allotted, the number and aggregate nominal value of shares of each class allotted.

(2) In the case of any part of the allotted share capital that consists of redeemable shares, the following information shall be given—

- (a) the earliest and latest dates on which the company has power to redeem those shares;
- (b) whether those shares must be redeemed in any event or are liable to be redeemed at the option of the company or of the shareholder; and
- (c) whether any (and, if so, what) premium is payable on redemption.

39 If the company has allotted any shares during the financial year, the following information shall be given—

- (a) the reason for making the allotment;
- (b) the classes of shares allotted; and
- (c) as respects each class of shares, the number allotted, their aggregate nominal value, and the consideration received by the company for the allotment.

40 (1) With respect to any contingent right to the allotment of shares in the company the following particulars shall be given—

- (a) the number, description and amount of the shares in relation to which the right is exercisable;
- (b) the period during which it is exercisable; and
- (c) the price to be paid for the shares allotted.

(2) In sub-paragraph (1) above “contingent right to the allotment of shares” means any option to subscribe for shares and any other right to require the allotment of shares to any person whether arising on the conversion into shares of securities of any other description or otherwise.

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- 41 (1) If the company has issued any debentures during the financial year to which the accounts relate, the following information shall be given—
- (a) the reason for making the issue;
  - (b) the classes of debentures issued; and
  - (c) as respects each class of debentures, the amount issued and the consideration received by the company for the issue.
- (2) Particulars of any redeemed debentures which the company has power to reissue shall also be given.
- (3) Where any of the company's debentures are held by a nominee of or trustee for the company, the nominal amount of the debentures and the amount at which they are stated in the accounting records kept by the company in accordance with section 221 of this Act shall be stated.

*Fixed assets*

- 42 (1) In respect of each item which is or would but for paragraph 3(4)(b) be shown under the general item "fixed assets" in the company's balance sheet the following information shall be given—
- (a) the appropriate amounts in respect of that item as at the date of the beginning of the financial year and as at the balance sheet date respectively;
  - (b) the effect on any amount shown in the balance sheet in respect of that item of—
    - (i) any revision of the amount in respect of any assets included under that item made during that year on any basis mentioned in paragraph 31;
    - (ii) acquisitions during that year of any assets;
    - (iii) disposals during that year of any assets; and
    - (iv) any transfers of assets of the company to and from that item during that year.
- (2) The reference in sub-paragraph (1)(a) to the appropriate amounts in respect of any item as at any date there mentioned is a reference to amounts representing the aggregate amounts determined, as at that date, in respect of assets falling to be included under that item on either of the following bases, that is to say—
- (a) on the basis of purchase price or production cost (determined in accordance with paragraphs 26 and 27); or
  - (b) on any basis mentioned in paragraph 31,
- (leaving out of account in either case any provisions for depreciation or diminution in value).
- (3) In respect of each item within sub-paragraph (1)—
- (a) the cumulative amount of provisions for depreciation or diminution in value of assets included under that item as at each date mentioned in sub-paragraph (1)(a);
  - (b) the amount of any such provisions made in respect of the financial year;
  - (c) the amount of any adjustments made in respect of any such provisions during that year in consequence of the disposal of any assets; and

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(d) the amount of any other adjustments made in respect of any such provisions during that year;

shall also be stated.

43 Where any fixed assets of the company (other than listed investments) are included under any item shown in the company's balance sheet at an amount determined on any basis mentioned in paragraph 31, the following information shall be given—

(a) the years (so far as they are known to the directors) in which the assets were severally valued and the several values; and

(b) in the case of assets that have been valued during the financial year, the names of the persons who valued them or particulars of their qualifications for doing so and (whichever is stated) the bases of valuation used by them.

44 In relation to any amount which is or would but for paragraph 3(4)(b) be shown in respect of the item "land and buildings" in the company's balance sheet there shall be stated—

(a) how much of that amount is ascribable to land of freehold tenure and how much to land of leasehold tenure; and

(b) how much of the amount ascribable to land of leasehold tenure is ascribable to land held on long lease and how much to land held on short lease.

*Investments*

45 (1) In respect of the amount of each item which is or would but for paragraph 3(4)(b) be shown in the company's balance sheet under the general item "investments" (whether as fixed assets or as current assets) there shall be stated—

(a) how much of that amount is ascribable to listed investments; and

(b) how much of any amount so ascribable is ascribable to investments as respects which there has been granted a listing on a <sup>F52</sup>recognised investment exchange other than an overseas investment exchange within the meaning of the Financial Services Act 1986] and how much to other listed investments.

(2) Where the amount of any listed investments is stated for any item in accordance with sub-paragraph (1)(a), the following amounts shall also be stated—

(a) the aggregate market value of those investments where it differs from the amount so stated; and

(b) both the market value and the stock exchange value of any investments of which the former value is, for the purposes of the accounts, taken as being higher than the latter.

*Reserves and provisions*

**Textual Amendments**

**F52** Words substituted by [Financial Services Act 1986 \(c. 60, SIF 69\)](#), s. 212(2), [Sch. 16 para. 23\(a\)](#)

*Status: Point in time view as at 05/11/1993.*

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VALID FROM 12/11/2004

*Information about fair value of assets and liabilities*

- 45A (1) This paragraph applies where financial instruments have been valued in accordance with paragraph 34A or 34C.
- (2) There must be stated–
- (a) where the fair value of the instruments has been determined in accordance with paragraph 34B(4), the significant assumptions underlying the valuation models and techniques used,
  - (b) for each category of financial instrument, the fair value of the instruments in that category and the changes in value–
    - (i) included in the profit and loss account, or
    - (ii) credited to or (as the case may be) debited from the fair value reserve,in respect of those instruments, and
  - (c) for each class of derivatives, the extent and nature of the instruments, including significant terms and conditions that may affect the amount, timing and certainty of future cash flows.
- (3) Where any amount is transferred to or from the fair value reserve during the financial year, there must be stated in tabular form–
- (a) the amount of the reserve as at the date of the beginning of the financial year and as at the balance sheet date respectively;
  - (b) the amount transferred to or from the reserve during that year; and
  - (c) the source and application respectively of the amounts so transferred.

VALID FROM 12/11/2004

- 45B Where the company has derivatives that it has not included at fair value, there must be stated for each class of such derivatives–
- (a) the fair value of the derivatives in that class, if such a value can be determined in accordance with paragraph 34B, and
  - (b) the extent and nature of the derivatives.

VALID FROM 12/11/2004

- 45C (1) Sub-paragraph (2) applies if–
- (a) the company has financial fixed assets that could be included at fair value by virtue of paragraph 34A,
  - (b) the amount at which those assets are included under any item in the company's accounts is in excess of their fair value, and
  - (c) the company has not made provision for diminution in value of those assets in accordance with paragraph 19(1) of this Schedule.

*Status: Point in time view as at 05/11/1993.*

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- (2) There must be stated—
- (a) the amount at which either the individual assets or appropriate groupings of those individual assets are included in the company's accounts,
  - (b) the fair value of those assets or groupings, and
  - (c) the reasons for not making a provision for diminution in value of those assets, including the nature of the evidence that provides the basis for the belief that the amount at which they are stated in the accounts will be recovered.

VALID FROM 12/11/2004

*Information where investment property and living animals and plants included at fair value*

- 45D (1) This paragraph applies where the amounts to be included in a company's accounts in respect of investment property or living animals and plants have been determined in accordance with paragraph 34D.
- (2) The balance sheet items affected and the basis of valuation adopted in determining the amounts of the assets in question in the case of each such item must be disclosed in a note to the accounts.
- (3) In the case of investment property, for each balance sheet item affected there must be shown, either separately in the balance sheet or in a note to the accounts—
- (a) the comparable amounts determined according to the historical cost accounting rules; or
  - (b) the differences between those amounts and the corresponding amounts actually shown in the balance sheet in respect of that item.
- (4) In sub-paragraph (3) above, references in relation to any item to the comparable amounts determined in accordance with that sub-paragraph are references to—
- (a) the aggregate amount which would be required to be shown in respect of that item if the amounts to be included in respect of all the assets covered by that item were determined according to the historical cost accounting rules; and
  - (b) the aggregate amount of the cumulative provisions for depreciation or diminution in value which would be permitted or required in determining those amounts according to those rules.

- 46 (1) Where any amount is transferred—
- (a) to or from any reserves; or
  - (b) to any provisions for liabilities and charges; or
  - (c) from any provision for liabilities and charges otherwise than for the purpose for which the provision was established;
- and the reserves or provisions are or would but for paragraph 3(4)(b) be shown as separate items in the company's balance sheet, the information mentioned in the following sub-paragraph shall be given in respect of the aggregate of reserves or provisions included in the same item.

*Status: Point in time view as at 05/11/1993.*

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- (2) That information is—
- (a) the amount of the reserves or provisions as at the date of the beginning of the financial year and as at the balance sheet date respectively;
  - (b) any amounts transferred to or from the reserves or provisions during that year; and
  - (c) the source and application respectively of any amounts so transferred.
- (3) Particulars shall be given of each provision included in the item “other provisions” in the company’s balance sheet in any case where the amount of that provision is material.

*Provision for taxation*

- [<sup>F53</sup>47 The amount of any provision for deferred taxation shall be stated separately from the amount of any provision for other taxation.]

*Details of indebtedness*

**Textual Amendments**

- F53** Sch. 4 Pt. III para. 47 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. 4(2), 213(2), Sch. 1 para. 8

- 48 (1) In respect of each item shown under “creditors” in the company’s balance sheet there shall be stated—
- (a) the aggregate amount of any debts included under that item which are payable or repayable otherwise than by instalments and fall due for payment or repayment after the end of the period of five years beginning with the day next following the end of the financial year; and
  - (b) the aggregate amount of any debts so included which are payable or repayable by instalments any of which fall due for payment after the end of that period;
- and in the case of debts within paragraph (b) above the aggregate amount of instalments falling due after the end of that period shall also be disclosed for each such item.
- (2) Subject to sub-paragraph (3), in relation to each debt falling to be taken into account under sub-paragraph (1), the terms of payment or repayment and the rate of any interest payable on the debt shall be stated.
- (3) If the number of debts is such that, in the opinion of the directors, compliance with sub-paragraph (2) would result in a statement of excessive length, it shall be sufficient to give a general indication of the terms of payment or repayment and the rates of any interest payable on the debts.
- (4) In respect of each item shown under “creditors” in the company’s balance sheet there shall be stated—
- (a) the aggregate amount of any debts included under that item in respect of which any security has been given by the company; and
  - (b) an indication of the nature of the securities so given.

*Status: Point in time view as at 05/11/1993.*

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- (5) References above in this paragraph to an item shown under “creditors” in the company’s balance sheet include references, where amounts falling due to creditors within one year and after more than one year are distinguished in the balance sheet—
- (a) in a case within sub-paragraph (1), to an item shown under the latter of those categories; and
  - (b) in a case within sub-paragraph (4), to an item shown under either of those categories;
- and references to items shown under “creditors” include references to items which would but for paragraph 3(4)(b) be shown under that heading.

- 49 If any fixed cumulative dividends on the company’s shares are in arrear, there shall be stated—
- (a) the amount of the arrears; and
  - (b) the period for which the dividends or, if there is more than one class, each class of them are in arrear.

*Guarantees and other financial commitments*

- 50 (1) Particulars shall be given of any charge on the assets of the company to secure the liabilities of any other person, including, where practicable, the amount secured.
- (2) The following information shall be given with respect to any other contingent liability not provided for—
- (a) the amount or estimated amount of that liability;
  - (b) its legal nature; and
  - (c) whether any valuable security has been provided by the company in connection with that liability and if so, what.
- (3) There shall be stated, where practicable—
- (a) the aggregate amount or estimated amount of contracts for capital expenditure, so far as not provided for; and
  - (b) the aggregate amount or estimated amount of capital expenditure authorised by the directors which has not been contracted for.
- (4) Particulars shall be given of—
- (a) any pension commitments included under any provision shown in the company’s balance sheet; and
  - (b) any such commitments for which no provision has been made;
- and where any such commitment relates wholly or partly to pensions payable to past directors of the company separate particulars shall be given of that commitment so far as it relates to such pensions.
- (5) Particulars shall also be given of any other financial commitments which—
- (a) have not been provided for; and
  - (b) are relevant to assessing the company’s state of affairs.
- (6) .....



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#### Textual Amendments

**F54** Sch. 4 Pt. III para. 50(6) repealed (subject to the transitional and saving provisions as mentioned in S.I. 1990/355, art. 5) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24

- 51 (1) Particulars shall be given of any case where the purchase price or production cost of any asset is for the first time determined under paragraph 28.
- (2) Where any outstanding loans made under the authority of section 153(4)(b) [<sup>F55</sup>, (bb)] or (c) or section 155 of this Act (various cases of financial assistance by a company for purchase of its own shares) are included under any item shown in the company's balance sheet, the aggregate amount of those loans shall be disclosed for each item in question.
- (3) The aggregate amount which is recommended for distribution by way of dividend shall be stated.

#### Information supplementing the profit and loss account

#### Textual Amendments

**F55** S. 51(2): “,(bb)” inserted by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), Sch. 1 para. 9 (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9)

- 52 Paragraphs 53 to 57 require information which either supplements the information given with respect to any particular items shown in the profit and loss account or otherwise provides particulars of income or expenditure of the company or of circumstances affecting the items shown in the profit and loss account.

#### *Separate statement of certain items of income and expenditure*

- 53 (1) Subject to the following provisions of this paragraph, each of the amounts mentioned below shall be stated.
- (2) The amount of the interest on or any similar charges in respect of—
- (a) bank loans and overdrafts, and loans made to the company (other than bank loans and overdrafts) which—
    - (i) are repayable otherwise than by instalments and fall due for repayment before the end of the period of five years beginning with the day next following the end of the financial year; or
    - (ii) are repayable by instalments the last of which falls due for payment before the end of that period; and
  - (b) loans of any other kind made to the company.

This sub-paragraph does not apply to interest or charges on loans to the company from [<sup>F56</sup>group undertakings], but, with that exception, it applies to interest or charges on all loans, whether made on the security of debentures or not.

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- (3) The amounts respectively set aside for redemption of share capital and for redemption of loans.
- (4) The amount of income from listed investments.
- (5) The amount of rents from land (after deduction of ground rents, rates and other outgoings).

This amount need only be stated if a substantial part of the company's revenue for the financial year consists of rents from land.

- (6) The amount charged to revenue in respect of sums payable in respect of the hire of plant and machinery.
- (7) ..... F57

#### Textual Amendments

- F56** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 4(2), 213(2), [Sch. 1 para. 2\(1\)](#) (subject to the transitional and saving provisions in [S.I. 1990/355](#), arts. 6–9, [Sch. 2](#))
- F57** [Sch. 4 Pt. III para. 53\(7\)](#) repealed (subject to the transitional and saving provisions mentioned in [S.I. 1990/355](#), [art. 5](#)) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 212, 213, [Sch. 24](#)

- 54 (1) The basis on which the charge for United Kingdom corporation tax and United Kingdom income tax is computed shall be stated.
- (2) Particulars shall be given of any special circumstances which affect liability in respect of taxation of profits, income or capital gains for the financial year or liability in respect of taxation of profits, income or capital gains for succeeding financial years.
- (3) The following amounts shall be stated—
  - (a) the amount of the charge for United Kingdom corporation tax;
  - (b) if that amount would have been greater but for relief from double taxation, the amount which it would have been but for such relief;
  - (c) the amount of the charge for United Kingdom income tax; and
  - (d) the amount of the charge for taxation imposed outside the United Kingdom of profits, income and (so far as charged to revenue) capital gains.

These amounts shall be stated separately in respect of each of the amounts which is or would but for paragraph 3(4)(b) be shown under the following items in the profit and loss account, that is to say “tax on profit or loss on ordinary activities” and “tax on extraordinary profit or loss”.

#### *Particulars of turnover*

- 55 (1) If in the course of the financial year the company has carried on business of two or more classes that, in the opinion of the directors, differ substantially from each other, there shall be stated in respect of each class (describing it)—
  - (a) the amount of the turnover attributable to that class; and

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- (b) the amount of the profit or loss of the company before taxation which is in the opinion of the directors attributable to that class.
- (2) If in the course of the financial year the company has supplied markets that, in the opinion of the directors, differ substantially from each other, the amount of the turnover attributable to each such market shall also be stated.

In this paragraph “market” means a market delimited by geographical bounds.

- (3) In analysing for the purposes of this paragraph the source (in terms of business or in terms of market) of turnover or (as the case may be) of profit or loss, the directors of the company shall have regard to the manner in which the company’s activities are organised.
- (4) For the purposes of this paragraph—
- (a) classes of business which, in the opinion of the directors, do not differ substantially from each other shall be treated as one class; and
  - (b) markets which, in the opinion of the directors, do not differ substantially from each other shall be treated as one market;
- and any amounts properly attributable to one class of business or (as the case may be) to one market which are not material may be included in the amount stated in respect of another.
- (5) Where in the opinion of the directors the disclosure of any information required by this paragraph would be seriously prejudicial to the interests of the company, that information need not be disclosed, but the fact that any such information has not been disclosed must be stated.

*Particulars of staff*

- 56 (1) The following information shall be given with respect to the employees of the company—
- (a) the average number of persons employed by the company in the financial year; and
  - (b) the average number of persons so employed within each category of persons employed by the company.
- (2) The average number required by sub-paragraph (1)(a) or (b) shall be determined by dividing the relevant annual number by the number of weeks in the financial year.
- (3) The relevant annual number shall be determined by ascertaining for each week in the financial year—
- (a) for the purposes of sub-paragraph (1)(a), the number of persons employed under contracts of service by the company in that week (whether throughout the week or not);
  - (b) for the purposes of sub-paragraph (1)(b), the number of persons in the category in question of persons so employed;
- and, in either case, adding together all the weekly numbers.
- (4) In respect of all persons employed by the company during the financial year who are taken into account in determining the relevant annual number for the purposes of sub-paragraph (1)(a) there shall also be stated the aggregate amounts respectively of—
- (a) wages and salaries paid or payable in respect of that year to those persons;

*Status: Point in time view as at 05/11/1993.*

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- (b) social security costs incurred by the company on their behalf; and
- (c) other pension costs so incurred;

save in so far as those amounts or any of them are stated in the profit and loss account.

- (5) The categories of persons employed by the company by reference to which the number required to be disclosed by sub-paragraph (1)(b) is to be determined shall be such as the directors may select, having regard to the manner in which the company's activities are organised.

*Miscellaneous matters*

- 57 (1) Where any amount relating to any preceding financial year is included in any item in the profit and loss account, the effect shall be stated.
- (2) Particulars shall be given of any extraordinary income or charges arising in the financial year.
- (3) The effect shall be stated of any transactions that are exceptional by virtue of size or incidence though they fall within the ordinary activities of the company.

**General**

- 58 (1) Where sums originally denominated in foreign currencies have been brought into account under any items shown in the balance sheet or profit and loss account, the basis on which those sums have been translated into sterling shall be stated.
- (2) Subject to the following sub-paragraph, in respect of every item stated in a note to the accounts the corresponding amount for the financial year immediately preceding that to which the accounts relate shall also be stated and where the corresponding amount is not comparable, it shall be adjusted and particulars of the adjustment and the reasons for it shall be given.
- (3) Sub-paragraph (2) does not apply in relation to any amounts stated by virtue of any of the following provisions of this Act—
- [<sup>F58</sup>(a) paragraph 13 of Schedule 4A (details of accounting treatment of acquisitions),
  - (b) paragraphs 2, 8(3), 16, 21(1)(d), 22(4) and (5), 24(3) and (4) and 27(3) and (4) of Schedule 5 (shareholdings in other undertakings),
  - (c) Parts II and III of Schedule 6 (loans and other dealings in favour of directors and others), and
  - (d) paragraphs 42 and 46 above (fixed assets and reserves and provisions).]

**Textual Amendments**

**F58** Sch. 4 Pt. III para. 58(3)(a)–(d) substituted for para. 58(3)(a)–(c) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), Sch. 1 para. 10

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

**C10** Sch. 4 para. 58(2) excluded (31.3.1997) by S.I. 1997/570, reg. 3(2)

*Status: Point in time view as at 05/11/1993.*

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VALID FROM 26/05/2000

*Dormant companies acting as agents*

[<sup>F59</sup>58A Where the directors of a company take advantage of the exemption conferred by section 249AA, and the company has during the financial year in question acted as an agent for any person, the fact that it has so acted must be stated.]

**Textual Amendments**

**F59** Sch. 4 para. 58A inserted (26.5.2000) by S.I. 2000/1430, reg. 5

[<sup>F60</sup>PART IV

SPECIAL PROVISIONS WHERE COMPANY IS A  
PARENT COMPANY OR SUBSIDIARY UNDERTAKING]

**Textual Amendments**

**F60** Sch. 4 Pt. IV: heading 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. 4(2), 213(2), Sch. 1 para. 11(1)

[<sup>F61</sup> Dealings with or interests in [<sup>F62</sup>group undertakings]]

**Textual Amendments**

**F61** Sch. 4 Pt. IV para. 59 and cross-heading 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. 4(2), 213(2), Sch. 1 para. 11(2)  
**F62** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 4(2), 213(2), Sch. 1 para. 2(1) (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 2)

59 Where a company is a parent company or a subsidiary undertaking and any item required by Part I of this Schedule to be shown in the company's balance sheet in relation to [<sup>F63</sup>group undertakings] includes—

- (a) amounts attributable to dealings with or interests in any parent undertaking or fellow subsidiary undertaking, or
- (b) amounts attributable to dealings with or interests in any subsidiary undertaking of the company,

the aggregate amounts within paragraphs (a) and (b) respectively shall be shown as separate items, either by way of subdivision of the relevant item in the balance sheet or in a note to the company's accounts.

*Status: Point in time view as at 05/11/1993.*

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**Textual Amendments**

**F63** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 4(2), 213(2), **Sch. 1 para. 2(1)** (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, **Sch. 2**)

*[<sup>F64</sup> Guarantees and other financial commitments in favour of [<sup>F65</sup> group undertakings]]*

**Textual Amendments**

**F64** [Sch. 4 Pt. IV para. 59A](#) inserted (subject to the transitional and saving provisions in S.I. 1990/355, **arts. 6–9**) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 4(2), 213(2), **Sch. 1 para. 11(3)**

**F65** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 4(2), 213(2), **Sch. 1 para. 2(1)** (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, **Sch. 2**)

59A Commitments within any of sub-paragraphs (1) to (5) of paragraph 50 (guarantees and other financial commitments) which are undertaken on behalf of or for the benefit of—

- (a) any parent undertaking or fellow subsidiary undertaking, or
- (b) any subsidiary undertaking of the company,

shall be stated separately from the other commitments within that sub-paragraph, and commitments within paragraph (a) shall also be stated separately from those within paragraph (b).

<sup>F66</sup> .....  
 60—70.

**Textual Amendments**

**F66** [Sch. 4 Pt. IV paras. 60–70](#) and Pt. V paras. 74, 75 repealed (subject to the transitional and saving provisions mentioned in S.I. 1990/355, **art. 5**) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 212, 213(2), **Sch. 24**

## PART V

### SPECIAL PROVISIONS WHERE THE COMPANY IS AN INVESTMENT COMPANY

71 (1) Paragraph 34 does not apply to the amount of any profit or loss arising from a determination of the value of any investments of an investment company on any basis mentioned in paragraph 31(3).

(2) Any provisions made by virtue of paragraph 19(1) or (2) in the case of an investment company in respect of any fixed asset investments need not be charged to the company’s profit and loss account provided they are either—

- (a) charged against any reserve account to which any amount excluded by sub-paragraph (1) from the requirements of paragraph 34 has been credited; or

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- (b) shown as a separate item in the company’s balance sheet under the sub-heading “other reserves”.
  - (3) For the purposes of this paragraph, as it applies in relation to any company, “fixed asset investment” means any asset falling to be included under any item shown in the company’s balance sheet under the subdivision “investments” under the general item “fixed assets”.
- 72
- (1) Any distribution made by an investment company which reduces the amount of its net assets to less than the aggregate of its called-up share capital and undistributable reserves shall be disclosed in a note to the company’s accounts.
  - (2) For purposes of this paragraph, a company’s net assets are the aggregate of its assets less the aggregate of its liabilities (including any provision for liabilities or charges within paragraph 89); and “undistributable reserves” has the meaning given by section 264(3) of this Act.
- 73
- A company shall be treated as an investment company for the purposes of this Part of this Schedule in relation to any financial year of the company if—
- (a) during the whole of that year it was an investment company as defined by section 266 of this Act, and
  - (b) it was not at any time during that year prohibited under section 265(4) of this Act (no distribution where capital profits have been distributed, etc.) from making a distribution by virtue of that section.

F67 .....

74

**Textual Amendments**  
F67 Sch. 4 Pt. IV paras. 60–70 and Pt. V paras. 74, 75 repealed (subject to the transitional and saving provisions mentioned in S.I. 1990/355, art. 5) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24

## PART VI

F68 .....

75

**Textual Amendments**  
F68 Sch. 4 Pt. IV paras. 60–70 and Pt. V paras. 74, 75 repealed (subject to the transitional and saving provisions mentioned in S.I. 1990/355, art. 5) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24

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## PART VII

### INTERPRETATION OF SCHEDULE

76 The following paragraphs apply for the purposes of this Schedule and its interpretation.

VALID FROM 12/11/2004

#### *Financial instruments*

76A References to “derivatives” include commodity-based contracts that give either contracting party the right to settle in cash or in some other financial instrument, except when such contracts—

- (a) were entered into for the purpose of, and continue to meet, the company’s expected purchase, sale or usage requirements,
- (b) were designated for such purpose at their inception, and
- (c) are expected to be settled by delivery of the commodity.

VALID FROM 12/11/2004

76B (1) The expressions listed in sub-paragraph (2) have the same meaning as they have in Council Directive [78/660/EEC](#) on the annual accounts of certain types of companies, as amended. <sup>F69</sup>

(2) Those expressions are “available for sale financial asset”, “business combination”, “commodity-based contracts”, “derivative”, “equity instrument”, “exchange difference”, “fair value hedge accounting system”, “financial fixed asset”, “financial instrument”, “foreign entity”, “hedge accounting”, “hedge accounting system”, “hedged items”, “hedging instrument”, “held for trading purposes”, “held to maturity”, “monetary item”, “receivables”, “reliable market” and “trading portfolio”.

#### **Textual Amendments**

**F69** O.J. L222 of 14.8.1978, page 11, as amended in particular by Directive 2001/65/EEC (O.J. L238 of 27.12.2001, page 28).

F70

77—81.



*Status: Point in time view as at 05/11/1993.*

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#### Textual Amendments

**F70** Sch. 4 Pt. VII paras. 77–81 repealed (subject to the transitional and saving provisions mentioned in S.I. 1990/355, art. 5) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24

#### *Historical cost accounting rules*

82 References to the historical cost accounting rules shall be read in accordance with paragraph 29.

VALID FROM 12/11/2004

#### *Investment property*

82A “Investment property” means land held to earn rent or for capital appreciation.

#### *Leases*

- 83 (1) “Long lease” means a lease in the case of which the portion of the term for which it was granted remaining unexpired at the end of the financial year is not less than 50 years.
- (2) “Short lease” means a lease which is not a long lease.
- (3) “Lease” includes an agreement for a lease.

#### *Listed investments*

84 “Listed investment” means an investment as respects which there has been granted a listing [<sup>F71</sup>on a recognised investment exchange other than an overseas investment exchange within the meaning of the Financial Services Act 1986 or on any stock exchange of repute outside Great Britain].

#### Textual Amendments

**F71** Words substituted by Financial Services Act 1986 (c. 60, SIF 69), s. 212(2), Sch. 16 para. 23(b)

#### *Loans*

85 A loan is treated as falling due for repayment, and an instalment of a loan is treated as falling due for payment, on the earliest date on which the lender could require repayment or (as the case may be) payment, if he exercised all options and rights available to him.

*Status: Point in time view as at 05/11/1993.*

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### Materiality

86 Amounts which in the particular context of any provision of this Schedule are not material may be disregarded for the purposes of that provision.

F72

87

#### Textual Amendments

**F72** Sch. 4 Pt. VII paras. 87, 90–92, 95 repealed (subject to the transitional and saving provisions mentioned in S.I. 1990/355, art. 5) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24

### Provisions

88 (1) References to provisions for depreciation or diminution in value of assets are to any amount written off by way of providing for depreciation or diminution in value of assets.

(2) Any reference in the profit and loss account formats set out in Part I of this Schedule to the depreciation of, or amounts written off, assets of any description is to any provision for depreciation or diminution in value of assets of that description.

89 References to provisions for liabilities or charges are to any amount retained as reasonably necessary for the purposes of providing for any liability or loss which is either likely to be incurred, or certain to be incurred but uncertain as to amount or as to the date on which it will arise.

F73

90—92.

#### Textual Amendments

**F73** Sch. 4 Pt. VII paras. 87, 90–92, 95 repealed (subject to the transitional and saving provisions mentioned in S.I. 1990/355, art. 5) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24

### Scots land tenure

93 In the application of this Schedule to Scotland, “land of freehold tenure” means land in respect of which the company is the proprietor of the *dominium utile* or, in the case of land not held on feudal tenure, is the owner; “land of leasehold tenure” means land of which the company is the tenant under a lease; and the reference to ground-rents, rates and other outgoings includes feu-duty and ground annual.

*Status: Point in time view as at 05/11/1993.*

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### *Staff costs*

- 94 (1) “Social security costs” means any contributions by the company to any state social security or pension scheme, fund or arrangement.
- (2) “Pension costs” includes any other contributions by the company for the purposes of any pension scheme established for the purpose of providing pensions for persons employed by the company, any sums set aside for that purpose and any amounts paid by the company in respect of pensions without first being so set aside.
- (3) Any amount stated in respect of either of the above items or in respect of the item “wages and salaries” in the company’s profit and loss account shall be determined by reference to payments made or costs incurred in respect of all persons employed by the company during the financial year who are taken into account in determining the relevant annual number for the purposes of paragraph 56(1)(a).

F74

95

#### **Textual Amendments**

**F74** Sch. 4 Pt. VII paras. 87, 90–92, 95 repealed (subject to the transitional and saving provisions mentioned in S.I. 1990/355, **art. 5**) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), **Sch. 24**

## [<sup>F75</sup>SCHEDULE 4A

### FORM AND CONTENT OF GROUP ACCOUNTS]

#### **Textual Amendments**

**F75** Sch. 4A inserted (subject to the transitional and saving provisions in S.I. 1990/355, **arts. 6–9**) by Companies Act 1989 (c. 40, SIF 27), ss. 5(2), 213(2), **Sch. 2**

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

**C11** Sch. 4A extended (with modifications) (E.W.S.) (19.12.1993) by S.I. 1993/3245, **reg. 3(3)(d)** (as amended (1.10.2005) by The Insurance Accounts Directive (Miscellaneous Insurance Undertakings) (Amendment) Regulations 2005 (S.I. 2005/1985), **reg. 2(2)(a)**)

### *General rules*

- 1 (1) Group accounts shall comply so far as practicable with the provisions of Schedule 4 as if the undertakings included in the consolidation (“the group”) were a single company.
- (2) In particular, for the purposes of paragraph 59 of that Schedule (dealings with or interests in group undertakings) as it applies to group accounts—

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*Status: Point in time view as at 05/11/1993.*

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- (a) any subsidiary undertakings of the parent company not included in the consolidation shall be treated as subsidiary undertakings of the group, and
    - (b) if the parent company is itself a subsidiary undertaking, the group shall be treated as a subsidiary undertaking of any parent undertaking of that company, and the reference to fellow-subsiary undertakings shall be construed accordingly.
  - (3) Where the parent company is treated as an investment company for the purposes of Part V of that Schedule (special provisions for investment companies) the group shall be similarly treated.
- 2
- (1) The consolidated balance sheet and profit and loss account shall incorporate in full the information contained in the individual accounts of the undertakings included in the consolidation, subject to the adjustments authorised or required by the following provisions of this Schedule and to such other adjustments (if any) as may be appropriate in accordance with generally accepted accounting principles or practice.
  - (2) If the financial year of a subsidiary undertaking included in the consolidation differs from that of the parent company, the group accounts shall be made up—
    - (a) from the accounts of the subsidiary undertaking for its financial year last ending before the end of the parent company’s financial year, provided that year ended no more than three months before that of the parent company, or
    - (b) from interim accounts prepared by the subsidiary undertaking as at the end of the parent company’s financial year.
- 3
- (1) Where assets and liabilities to be included in the group accounts have been valued or otherwise determined by undertakings according to accounting rules differing from those used for the group accounts, the values or amounts shall be adjusted so as to accord with the rules used for the group accounts.
  - (2) If it appears to the directors of the parent company that there are special reasons for departing from sub-paragraph (1) they may do so, but particulars of any such departure, the reasons for it and its effect shall be given in a note to the accounts.
  - (3) The adjustments referred to in this paragraph need not be made if they are not material for the purpose of giving a true and fair view.
- 4
- Any differences of accounting rules as between a parent company’s individual accounts for a financial year and its group accounts shall be disclosed in a note to the latter accounts and the reasons for the difference given.
- 5
- Amounts which in the particular context of any provision of this Schedule are not material may be disregarded for the purposes of that provision.

*Status: Point in time view as at 05/11/1993.*

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*[<sup>F76</sup> Elimination of group transactions]*

**Textual Amendments**

**F76** Sch. 4A inserted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), ss. 5(2), 213(2), Sch. 2

- 6
- (1) Debts and claims between undertakings included in the consolidation, and income and expenditure relating to transactions between such undertakings, shall be eliminated in preparing the group accounts.
  - (2) Where profits and losses resulting from transactions between undertakings included in the consolidation are included in the book value of assets, they shall be eliminated in preparing the group accounts.
  - (3) The elimination required by sub-paragraph (2) may be effected in proportion to the group's interest in the shares of the undertakings.
  - (4) Sub-paragraphs (1) and (2) need not be complied with if the amounts concerned are not material for the purpose of giving a true and fair view.

*[<sup>F77</sup> Acquisition and merger accounting]*

**Textual Amendments**

**F77** Sch. 4A inserted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), ss. 5(2), 213(2), Sch. 2

- 7
- (1) The following provisions apply where an undertaking becomes a subsidiary undertaking of the parent company.
  - (2) That event is referred to in those provisions as an “acquisition”, and references to the “undertaking acquired” shall be construed accordingly.
- 8
- An acquisition shall be accounted for by the acquisition method of accounting unless the conditions for accounting for it as a merger are met and the merger method of accounting is adopted.
- 9
- (1) The acquisition method of accounting is as follows.
  - (2) The identifiable assets and liabilities of the undertaking acquired shall be included in the consolidated balance sheet at their fair values as at the date of acquisition.  
  
In this paragraph the “identifiable” assets or liabilities of the undertaking acquired means the assets or liabilities which are capable of being disposed of or discharged separately, without disposing of a business of the undertaking.
  - (3) The income and expenditure of the undertaking acquired shall be brought into the group accounts only as from the date of the acquisition.

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- (4) There shall be set off against the acquisition cost of the interest in the shares of the undertaking held by the parent company and its subsidiary undertakings the interest of the parent company and its subsidiary undertakings in the adjusted capital and reserves of the undertaking acquired.
- For this purpose—
- “the acquisition cost” means the amount of any cash consideration and the fair value of any other consideration, together with such amount (if any) in respect of fees and other expenses of the acquisition as the company may determine, and
- “the adjusted capital and reserves” of the undertaking acquired means its capital and reserves at the date of the acquisition after adjusting the identifiable assets and liabilities of the undertaking to fair values as at that date.
- (5) The resulting amount if positive shall be treated as goodwill, and if negative as a negative consolidation difference.
- 10 (1) The conditions for accounting for an acquisition as a merger are—
- (a) that at least 90 per cent. of the nominal value of the relevant shares in the undertaking acquired is held by or on behalf of the parent company and its subsidiary undertakings,
  - (b) that the proportion referred to in paragraph (a) was attained pursuant to an arrangement providing for the issue of equity shares by the parent company or one or more of its subsidiary undertakings,
  - (c) that the fair value of any consideration other than the issue of equity shares given pursuant to the arrangement by the parent company and its subsidiary undertakings did not exceed 10 per cent. of the nominal value of the equity shares issued, and
  - (d) that adoption of the merger method of accounting accords with generally accepted accounting principles or practice.
- (2) The reference in sub-paragraph (1)(a) to the “relevant shares” in an undertaking acquired is to those carrying unrestricted rights to participate both in distributions and in the assets of the undertaking upon liquidation.
- 11 (1) The merger method of accounting is as follows.
- (2) The assets and liabilities of the undertaking acquired shall be brought into the group accounts at the figures at which they stand in the undertaking’s accounts, subject to any adjustment authorised or required by this Schedule.
  - (3) The income and expenditure of the undertaking acquired shall be included in the group accounts for the entire financial year, including the period before the acquisition.
  - (4) The group accounts shall show corresponding amounts relating to the previous financial year as if the undertaking acquired had been included in the consolidation throughout that year.
  - (5) There shall be set off against the aggregate of—

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- (a) the appropriate amount in respect of qualifying shares issued by the parent company or its subsidiary undertakings in consideration for the acquisition of shares in the undertaking acquired, and
  - (b) the fair value of any other consideration for the acquisition of shares in the undertaking acquired, determined as at the date when those shares were acquired,

the nominal value of the issued share capital of the undertaking acquired held by the parent company and its subsidiary undertakings.
- (6) The resulting amount shall be shown as an adjustment to the consolidated reserves.
- (7) In sub-paragraph (5)(a) “qualifying shares” means—
  - (a) shares in relation to which section 131 (merger relief) applies, in respect of which the appropriate amount is the nominal value; or
  - (b) shares in relation to which section 132 (relief in respect of group reconstructions) applies, in respect of which the appropriate amount is the nominal value together with any minimum premium value within the meaning of that section.
- 12
  - (1) Where a group is acquired, paragraphs 9 to 11 apply with the following adaptations.
  - (2) References to shares of the undertaking acquired shall be construed as references to shares of the parent undertaking of the group.
  - (3) Other references to the undertaking acquired shall be construed as references to the group; and references to the assets and liabilities, income and expenditure and capital and reserves of the undertaking acquired shall be construed as references to the assets and liabilities, income and expenditure and capital and reserves of the group after making the set-offs and other adjustments required by this Schedule in the case of group accounts.
- 13
  - (1) The following information with respect to acquisitions taking place in the financial year shall be given in a note to the accounts.
  - (2) There shall be stated—
    - (a) the name of the undertaking acquired or, where a group was acquired, the name of the parent undertaking of that group, and
    - (b) whether the acquisition has been accounted for by the acquisition or the merger method of accounting;

and in relation to an acquisition which significantly affects the figures shown in the group accounts, the following further information shall be given.
  - (3) The composition and fair value of the consideration for the acquisition given by the parent company and its subsidiary undertakings shall be stated.
  - (4) The profit or loss of the undertaking or group acquired shall be stated—
    - (a) for the period from the beginning of the financial year of the undertaking or, as the case may be, of the parent undertaking of the group, up to the date of the acquisition, and
    - (b) for the previous financial year of that undertaking or parent undertaking;

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*Status: Point in time view as at 05/11/1993.*

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and there shall also be stated the date on which the financial year referred to in paragraph (a) began.

- (5) Where the acquisition method of accounting has been adopted, the book values immediately prior to the acquisition, and the fair values at the date of acquisition, of each class of assets and liabilities of the undertaking or group acquired shall be stated in tabular form, including a statement of the amount of any goodwill or negative consolidation difference arising on the acquisition, together with an explanation of any significant adjustments made.
- (6) Where the merger method of accounting has been adopted, an explanation shall be given of any significant adjustments made in relation to the amounts of the assets and liabilities of the undertaking or group acquired, together with a statement of any resulting adjustment to the consolidated reserves (including the re-statement of opening consolidated reserves).
- (7) In ascertaining for the purposes of sub-paragraph (4), (5) or (6) the profit or loss of a group, the book values and fair values of assets and liabilities of a group or the amount of the assets and liabilities of a group, the set-offs and other adjustments required by this Schedule in the case of group accounts shall be made.
- 14 (1) There shall also be stated in a note to the accounts the cumulative amount of goodwill resulting from acquisitions in that and earlier financial years which has been written off.
- (2) That figure shall be shown net of any goodwill attributable to subsidiary undertakings or businesses disposed of prior to the balance sheet date.
- 15 Where during the financial year there has been a disposal of an undertaking or group which significantly affects the figures shown in the group accounts, there shall be stated in a note to the accounts—
- (a) the name of that undertaking or, as the case may be, of the parent undertaking of that group, and
- (b) the extent to which the profit or loss shown in the group accounts is attributable to profit or loss of that undertaking or group.
- 16 The information required by paragraph 13, 14 or 15 above need not be disclosed with respect to an undertaking which—
- (a) is established under the law of a country outside the United Kingdom, or
- (b) carries on business outside the United Kingdom,
- if in the opinion of the directors of the parent company the disclosure would be seriously prejudicial to the business of that undertaking or to the business of the parent company or any of its subsidiary undertakings and the Secretary of State agrees that the information should not be disclosed.



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*[<sup>F78</sup> Minority interests]*

**Textual Amendments**

**F78** Sch. 4A inserted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), ss. 5(2), 213(2), Sch. 2

- 17 (1) The formats set out in Schedule 4 have effect in relation to group accounts with the following additions.
- (2) In the Balance Sheet Formats a further item headed “Minority interests” shall be added—
- (a) in Format 1, either after item J or at the end (after item K), and
  - (b) in Format 2, under the general heading **LIABILITIES**, between items A and B;
- and under that item shall be shown the amount of capital and reserves attributable to shares in subsidiary undertakings included in the consolidation held by or on behalf of persons other than the parent company and its subsidiary undertakings.
- (3) In the Profit and Loss Account Formats a further item headed “Minority interests” shall be added—
- (a) in Format 1, between items 14 and 15,
  - (b) in Format 2, between items 16 and 17,
  - (c) in Format 3, between items 7 and 8 in both sections A and B, and
  - (d) in Format 4, between items 9 and 10 in both sections A and B;
- and under that item shall be shown the amount of any profit or loss on ordinary activities attributable to shares in subsidiary undertakings included in the consolidation held by or on behalf of persons other than the parent company and its subsidiary undertakings.
- (4) In the Profit and Loss Account Formats a further item headed “Minority interests” shall be added—
- (a) in Format 1, between items 18 and 19,
  - (b) in Format 2, between items 20 and 21,
  - (c) in Format 3, between items 9 and 10 in section A and between items 8 and 9 in section B, and
  - (d) in Format 4, between items 11 and 12 in section A and between items 10 and 11 in section B;
- and under that item shall be shown the amount of any profit or loss on extraordinary activities attributable to shares in subsidiary undertakings included in the consolidation held by or on behalf of persons other than the parent company and its subsidiary undertakings.
- (5) For the purposes of paragraph 3(3) and (4) of Schedule 4 (power to adapt or combine items)—
- (a) the additional item required by sub-paragraph (2) above shall be treated as one to which a letter is assigned, and
  - (b) the additional items required by sub-paragraphs (3) and (4) above shall be treated as ones to which an Arabic number is assigned.

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*[<sup>F79</sup> Interests in subsidiary undertakings excluded from consolidation]*

**Textual Amendments**

**F79** Sch. 4A inserted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), ss. 5(2), 213(2), Sch. 2

- 18 The interest of the group in subsidiary undertakings excluded from consolidation under section 229(4) (undertakings with activities different from those of undertakings included in the consolidation), and the amount of profit or loss attributable to such an interest, shall be shown in the consolidated balance sheet or, as the case may be, in the consolidated profit and loss account by the equity method of accounting (including dealing with any goodwill arising in accordance with paragraphs 17 to 19 and 21 of Schedule 4).

*[<sup>F80</sup> Joint ventures]*

**Textual Amendments**

**F80** Sch. 4A inserted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), ss. 5(2), 213(2), Sch. 2

- 19 (1) Where an undertaking included in the consolidation manages another undertaking jointly with one or more undertakings not included in the consolidation, that other undertaking ("the joint venture") may, if it is not—
- (a) a body corporate, or
  - (b) a subsidiary undertaking of the parent company,
- be dealt with in the group accounts by the method of proportional consolidation.
- (2) The provisions of this Part relating to the preparation of consolidated accounts apply, with any necessary modifications, to proportional consolidation under this paragraph.

*[<sup>F81</sup> Associated undertakings]*

**Textual Amendments**

**F81** Sch. 4A inserted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), ss. 5(2), 213(2), Sch. 2

- 20 (1) An "associated undertaking" means an undertaking in which an undertaking included in the consolidation has a participating interest and over whose operating and financial policy it exercises a significant influence, and which is not—
- (a) a subsidiary undertaking of the parent company, or
  - (b) a joint venture dealt with in accordance with paragraph 19.

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- (2) Where an undertaking holds 20 per cent. or more of the voting rights in another undertaking, it shall be presumed to exercise such an influence over it unless the contrary is shown.
- (3) The voting rights in an undertaking means the rights conferred on shareholders in respect of their shares or, in the case of an undertaking not having a share capital, on members, to vote at general meetings of the undertaking on all, or substantially all, matters. (4) The provisions of paragraphs 5 to 11 of Schedule 10A (rights to be taken into account and attribution of rights) apply in determining for the purposes of this paragraph whether an undertaking holds 20 per cent. or more of the voting rights in another undertaking.

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

**C12** Sch. 4A para. 20 applied (9.6.1997) by 1986 c. 53, s. 119(1) (as amended (9.6.1997) by 1997 c. 32, s. 43, Sch. 7 para. 53(1)(b)); S.I. 1997/1427, art. 2(n)(xii)

- 21 (1) The formats set out in Schedule 4 have effect in relation to group accounts with the following modifications.
  - (2) In the Balance Sheet Formats the items headed “Participating interests”, that is—
    - (a) in Format 1, item B.III.3, and
    - (b) in Format 2, item B.III.3 under the heading **ASSETS**,shall be replaced by two items, “Interests in associated undertakings” and “Other participating interests”.
  - (3) In the Profit and Loss Account Formats, the items headed “Income from participating interests”, that is—
    - (a) in Format 1, item 8,
    - (b) in Format 2, item 10,
    - (c) in Format 3, item B.4, and
    - (d) in Format 4, item B.6,shall be replaced by two items, “Income from interests in associated undertakings” and “Income from other participating interests”.
- 22 (1) The interest of an undertaking in an associated undertaking, and the amount of profit or loss attributable to such an interest, shall be shown by the equity method of accounting (including dealing with any goodwill arising in accordance with paragraphs 17 to 19 and 21 of Schedule 4).
  - (2) Where the associated undertaking is itself a parent undertaking, the net assets and profits or losses to be taken into account are those of the parent and its subsidiary undertakings (after making any consolidation adjustments).
  - (3) The equity method of accounting need not be applied if the amounts in question are not material for the purpose of giving a true and fair view.

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## [<sup>F82</sup>SCHEDULE 5

### DISCLOSURE OF INFORMATION: RELATED UNDERTAKINGS]

#### Textual Amendments

**F82** 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)

**C13** 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;
    - (b) if it is incorporated in Great Britain, whether it is registered in England and Wales or in Scotland;
    - (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.

#### [<sup>F83</sup> *Holdings in subsidiary undertakings*]

#### Textual Amendments

**F83** 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—

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- (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>F84</sup> Financial information about subsidiary undertakings]*

**Textual Amendments**

**F84** 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).
  - (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—
    - (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.

*[<sup>F85</sup> Financial years of subsidiary undertakings]*

**Textual Amendments**

**F85** 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

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- 4 Where the financial year of one or more subsidiary undertakings did not end with that of the company, there shall be stated in relation to each such undertaking—
- (a) the reasons why the company's directors consider that its financial year should not end with that of the company, and
  - (b) the date on which its last financial year ended (last before the end of the company's financial year).

Instead of the dates required by paragraph (b) being given for each subsidiary undertaking the earliest and latest of those dates may be given.

*[<sup>F86</sup> Further information about subsidiary undertakings]*

#### Textual Amendments

**F86** 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

- 5 (1) There shall be disclosed—
- (a) any qualifications contained in the auditors' reports on the accounts of subsidiary undertakings for financial years ending with or during the financial year of the company, and
  - (b) any note or saving contained in such accounts to call attention to a matter which, apart from the note or saving, would properly have been referred to in such a qualification,
- in so far as the matter which is the subject of the qualification or note is not covered by the company's own accounts and is material from the point of view of its members.
- (2) The aggregate amount of the total investment of the company in the shares of subsidiary undertakings shall be stated by way of the equity method of valuation, unless—
- (a) the company is exempt from the requirement to prepare group accounts by virtue of section 228 (parent company included in accounts of larger group), and
  - (b) the directors state their opinion that the aggregate value of the assets of the company consisting of shares in, or amounts owing (whether on account of a loan or otherwise) from, the company's subsidiary undertakings is not less than the aggregate of the amounts at which those assets are stated or included in the company's balance sheet.
- (3) In so far as information required by this paragraph is not obtainable, a statement to that effect shall be given instead.

*[<sup>F87</sup> Shares and debentures of company held by subsidiary undertakings]*

#### Textual Amendments

**F87** 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

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- 6
- (1) The number, description and amount of the shares in and debentures of 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 or debentures in the case of which the subsidiary undertaking is concerned as personal representative or, subject as follows, as trustee.
  - (3) The exception for shares or debentures 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.

*[<sup>F88</sup> Significant holdings in undertakings other than subsidiary undertakings]*

#### Textual Amendments

**F88** 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—
    - (a) it amounts to 10 per cent. or more of the nominal value of any class of shares in the undertaking, or
    - (b) the amount of the holding (as stated or included in the company's accounts) exceeds one-tenth of the amount (as so stated) of the company's assets.

- <sup>F89g</sup>
- (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;
    - (b) if it is incorporated in Great Britain, whether it is registered in England and Wales or in Scotland;
    - (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.]

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### Textual Amendments

**F89** 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**

- 9 (1) Where the company has a significant holding in an undertaking amounting to 20 per cent. or more of the nominal value of the shares in the undertaking, 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.
- (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.

### *Membership of certain undertakings*

- [<sup>F90</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



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- (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**

**F90** Sch. 5 para. 9A inserted (21.7.1993) by S.I. 1993/1820, reg. 11(2)

*[<sup>F91</sup> Arrangements attracting merger relief]*

**Textual Amendments**

**F91** 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

- 10 (1) This paragraph applies to arrangements attracting merger relief, that is, where a company allots shares in consideration for the issue, transfer or cancellation of shares in another body corporate (“the other company”) in circumstances such that section 130 of this Act (share premium account) does not, by virtue of section 131(2) (merger relief), apply to the premiums on the shares.
- (2) If the company makes such an arrangement during the financial year, the following information shall be given—
- (a) the name of the other company,
- (b) the number, nominal value and class of shares allotted,
- (c) the number, nominal value and class of shares in the other company issued, transferred or cancelled, and
- (d) particulars of the accounting treatment adopted in the company's accounts in respect of the issue, transfer or cancellation.
- (3) Where the company made such an arrangement during the financial year, or during either of the two preceding financial years, and there is included in the company's profit and loss account—
- (a) any profit or loss realised during the financial year by the company on the disposal of—

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- (i) any shares in the other company, or
- (ii) any assets which were fixed assets of the other company or any of its subsidiary undertakings at the time of the arrangement, or
- (b) any part of any profit or loss realised during the financial year by the company on the disposal of any shares (other than shares in the other company) which was attributable to the fact that there were at the time of the disposal amongst the assets of the company which issued the shares, or any of its subsidiary undertakings, such shares or assets as are described in paragraph (a) above,

then, the net amount of that profit or loss or, as the case may be, the part so attributable shall be shown, together with an explanation of the transactions to which the information relates.

- (4) For the purposes of this paragraph the time of the arrangement shall be taken to be—
  - (a) where as a result of the arrangement the other company becomes a subsidiary undertaking of the company, the date on which it does so or, if the arrangement in question becomes binding only on the fulfilment of a condition, the date on which that condition is fulfilled;
  - (b) if the other company is already a subsidiary undertaking of the company, the date on which the shares are allotted or, if they are allotted on different days, the first day.

*[<sup>F92</sup> Parent undertaking drawing up accounts for larger group]*

#### Textual Amendments

**F92** 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;
  - (b) if it is incorporated in Great Britain, whether it is registered in England and Wales or in Scotland;
  - (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.

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*[<sup>F93</sup> Identification of ultimate parent company]*

**Textual Amendments**

**F93** 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;
  - (b) if it is incorporated in Great Britain, whether it is registered in England and Wales or in Scotland.
- (4) In this paragraph "company" includes any body corporate.

*[<sup>F94</sup> Constructions of references to shares held by company]*

**Textual Amendments**

**F94** 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 paragraphs 2 to 5 (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.
- (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—

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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) 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.

## [<sup>F95</sup>PART II

### COMPANIES REQUIRED TO PREPARE GROUP ACCOUNTS]

#### Textual Amendments

**F95** 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

#### *Introductory*

- 14 In this Part of this Schedule “the group” means the group consisting of the parent company and its subsidiary undertakings.

#### [<sup>F96</sup> *Subsidiary undertakings*]

#### Textual Amendments

**F96** 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

- 15 (1) The following information shall be given with respect to the undertakings which are subsidiary undertakings of the parent company at the end of the financial year.
- (2) The name of each 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;
  - (b) if it is incorporated in Great Britain, whether it is registered in England and Wales or in Scotland;
  - (c) if it is unincorporated, the address of its principal place of business.
- (4) It shall also be stated whether the subsidiary undertaking is included in the consolidation and, if it is not, the reasons for excluding it from consolidation shall be given.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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)*

- (5) It shall be stated with respect to each subsidiary undertaking by virtue of which of the conditions specified in section 258(2) or (4) it is a subsidiary undertaking of its immediate parent undertaking.

That information need not be given if the relevant condition is that specified in subsection (2)(a) of that section (holding of a majority of the voting rights) and the immediate parent undertaking holds the same proportion of the shares in the undertaking as it holds voting rights.

*[<sup>F97</sup> Holdings in subsidiary undertakings]*

**Textual Amendments**

**F97** 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

- 16 (1) The following information shall be given with respect to the shares of a subsidiary undertaking held—
- (a) by the parent company, and
  - (b) by the group;
- and the information under paragraphs (a) and (b) shall (if different) be shown separately.
- (2) There shall be stated—
- (a) the identity of each class of shares held, and
  - (b) the proportion of the nominal value of the shares of that class represented by those shares.

*[<sup>F98</sup> Financial information about subsidiary undertakings not included in the consolidation]*

**Textual Amendments**

**F98** 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

- 17 (1) There shall be shown with respect to each subsidiary undertaking not included in the consolidation—
- (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 group's investment in the undertaking is included in the accounts by way of the equity method of valuation or 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

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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 holding of the group is less than 50 per cent. of the nominal value of the shares in the undertaking.
- (3) Information otherwise required by this paragraph need not be given if it is not material.
- (4) For the purposes of this paragraph the “relevant financial year” of a subsidiary 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.

*[<sup>F99</sup> Further information about subsidiary undertakings excluded from consolidation]*

**Textual Amendments**

**F99** 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

- 18 (1) The following information shall be given with respect to subsidiary undertakings excluded from consolidation.
- (2) There shall be disclosed—
  - (a) any qualifications contained in the auditors’ reports on the accounts of the undertaking for financial years ending with or during the financial year of the company, and
  - (b) any note or saving contained in such accounts to call attention to a matter which, apart from the note or saving, would properly have been referred to in such a qualification,

in so far as the matter which is the subject of the qualification or note is not covered by the consolidated accounts and is material from the point of view of the members of the parent company.
- (3) In so far as information required by this paragraph is not obtainable, a statement to that effect shall be given instead.

*[<sup>F100</sup> Financial years of subsidiary undertakings]*

**Textual Amendments**

**F100** 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

- 19 Where the financial year of one or more subsidiary undertakings did not end with that of the company, there shall be stated in relation to each such undertaking—
  - (a) the reasons why the company’s directors consider that its financial year should not end with that of the company, and

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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 date on which its last financial year ended (last before the end of the company's financial year).

Instead of the dates required by paragraph (b) being given for each subsidiary undertaking the earliest and latest of those dates may be given.

*[<sup>F101</sup> Shares and debentures of company held by subsidiary undertakings]*

**Textual Amendments**

**F101** 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

- 20 (1) The number, description and amount of the shares in and debentures of 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 or debentures in the case of which the subsidiary undertaking is concerned as personal representative or, subject as follows, as trustee.
- (3) The exception for shares or debentures in relation to which the subsidiary undertaking is concerned as trustee does not apply if the company or any of its subsidiary undertakings 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.

*[<sup>F102</sup> Joint ventures]*

**Textual Amendments**

**F102** 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

- 21 (1) The following information shall be given where an undertaking is dealt with in the consolidated accounts by the method of proportional consolidation in accordance with paragraph 19 of Schedule 4A (joint ventures)—
- (a) the name of the undertaking;
- (b) the address of the principal place of business of the undertaking;
- (c) the factors on which joint management of the undertaking is based; and
- (d) the proportion of the capital of the undertaking held by undertakings included in the consolidation.
- (2) Where the financial year of the undertaking did not end with that of the company, there shall be stated the date on which a financial year of the undertaking last ended before that date.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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>F103</sup> Associated undertakings]*

#### **Textual Amendments**

**F103** 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

- 22 (1) The following information shall be given where an undertaking included in the consolidation has an interest in an associated undertaking.
- (2) The name of the associated 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;
  - (b) if it is incorporated in Great Britain, whether it is registered in England and Wales or in Scotland;
  - (c) if it is unincorporated, the address of its principal place of business.
- (4) The following information shall be given with respect to the shares of the undertaking held—
- (a) by the parent company, and
  - (b) by the group;
- and the information under paragraphs (a) and (b) shall be shown separately.
- (5) There shall be stated—
- (a) the identity of each class of shares held, and
  - (b) the proportion of the nominal value of the shares of that class represented by those shares.
- (6) In this paragraph “associated undertaking” has the meaning given by paragraph 20 of Schedule 4A; and the information required by this paragraph shall be given notwithstanding that paragraph 22(3) of that Schedule (materiality) applies in relation to the accounts themselves.

### *[<sup>F104</sup> Other significant holdings of parent company or group]*

#### **Textual Amendments**

**F104** 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

- 23 (1) The information required by paragraphs 24 and 25 shall be given where at the end of the financial year the parent company has a significant holding in an undertaking which is not one of its subsidiary undertakings and does not fall within paragraph 21 (joint ventures) or paragraph 22 (associated undertakings).
- (2) A holding is significant for this purpose if—



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*Status: Point in time view as at 05/11/1993.*

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- (a) it amounts to 10 per cent. or more of the nominal value of any class of shares in the undertaking, or
    - (b) the amount of the holding (as stated or included in the company's individual accounts) exceeds one-tenth of the amount of its assets (as so stated).
- 24
- (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;
    - (b) if it is incorporated in Great Britain, whether it is registered in England and Wales or in Scotland;
    - (c) if it is incorporated, the address of its principal place of business.
  - (3) The following information shall be given with respect to the shares of the undertaking held by the parent company.
  - (4) There shall be stated—
    - (a) the identity of each class of shares held, and
    - (b) the proportion of the nominal value of the shares of that class represented by those shares.
- 25
- (1) Where the company has a significant holding in an undertaking amounting to 20 per cent. or more of the nominal value of the shares in the undertaking, 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 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.
  - (3) Information otherwise required by this paragraph need not be given if it is not material.
  - (4) 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.
- 26
- (1) The information required by paragraphs 27 and 28 shall be given where at the end of the financial year the group has a significant holding in an undertaking which is not a subsidiary undertaking of the parent company and does not fall within paragraph 21 (joint ventures) or paragraph 22 (associated undertakings).
  - (2) A holding is significant for this purpose if—

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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) it amounts to 10 per cent. or more of the nominal value of any class of shares in the undertaking, or
  - (b) the amount of the holding (as stated or included in the group accounts) exceeds one-tenth of the amount of the group's assets (as so stated).
- 27 (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;
  - (b) if it is incorporated in Great Britain, whether it is registered in England and Wales or in Scotland;
  - (c) if it is unincorporated, the address of its principal place of business.
- (3) The following information shall be given with respect to the shares of the undertaking held by the group.
- (4) There shall be stated—
- (a) the identity of each class of shares held, and
  - (b) the proportion of the nominal value of the shares of that class represented by those shares.
- 28 (1) Where the holding of the group amounts to 20 per cent. or more of the nominal value of the shares in the undertaking, 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 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 holding of the group is less than 50 per cent. of the nominal value of the shares in the undertaking.
- (3) Information otherwise required by this paragraph need not be given if it is not material.
- (4) For the purposes of this paragraph the “relevant financial year” of an outside undertaking is—
- (a) if its financial year ends with that of the parent company, that year, and
  - (b) if not, its financial year ending last before the end of the parent company's financial year.

*Parent company's or group's membership of certain undertakings*

<sup>F105</sup>28(1) The information required by this paragraph shall be given where at the end of the financial year the parent company or group is a member of a qualifying undertaking.

- (2) There shall be stated—
- (a) the name and legal form of the undertaking, and

*Status: Point in time view as at 05/11/1993.*

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- (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**

**F105** Sch. 5 para. 28A inserted (21.7.1993) by S.I. 1993/1820, reg. 11(3)

*[<sup>F106</sup> Arrangements attracting merger relief]*

**Textual Amendments**

**F106** 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

- 29
- (1) This paragraph applies to arrangements attracting merger relief, that is, where a company allots shares in consideration for the issue, transfer or cancellation of shares in another body corporate (“the other company”) in circumstances such that section 130 of this Act (share premium account) does not, by virtue of section 131(2) (merger relief), apply to the premiums on the shares.
  - (2) If the parent company made such an arrangement during the financial year, the following information shall be given—
    - (a) the name of the other company,
    - (b) the number, nominal value and class of shares allotted,
    - (c) the number, nominal value and class of shares in the other company issued, transferred or cancelled, and

*Status: Point in time view as at 05/11/1993.*

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- (d) particulars of the accounting treatment adopted in the parent company's individual and group accounts in respect of the issue, transfer or cancellation, and
  - (e) particulars of the extent to which and manner in which the profit or loss for the financial year shown in the group accounts is affected by any profit or loss of the other company, or any of its subsidiary undertakings, which arose before the time of the arrangement.
- (3) Where the parent company made such an arrangement during the financial year, or during either of the two preceding financial years, and there is included in the consolidated profit and loss account—
- (a) any profit or loss realised during the financial year on the disposal of—
    - (i) any shares in the other company, or
    - (ii) any assets which were fixed assets of the other company or any of its subsidiary undertakings at the time of the arrangement, or
  - (b) any part of any profit or loss realised during the financial year on the disposal of any shares (other than shares in the other company) which was attributable to the fact that there were at the time of the disposal amongst the assets of the company which issued the shares, or any of its subsidiary undertakings, such shares or assets as are described in paragraph (a) above,
- then, the net amount of that profit or loss or, as the case may be, the part so attributable shall be shown, together with an explanation of the transactions to which the information relates.
- (4) For the purposes of this paragraph the time of the arrangement shall be taken to be—
- (a) where as a result of the arrangement the other company becomes a subsidiary undertaking of the company in question, the date on which it does so or, if the arrangement in question becomes binding only on the fulfilment of a condition, the date on which that condition is fulfilled;
  - (b) if the other company is already a subsidiary undertaking of that company, the date on which the shares are allotted or, if they are allotted on different days, the first day.

*[<sup>F107</sup> Parent undertaking drawing up accounts for larger group]*

#### Textual Amendments

**F107** 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

- 30 (1) Where the parent company is itself a subsidiary undertaking, the following information shall be given with respect to that parent undertaking of the company which heads—
- (a) the largest group of undertakings for which group accounts are drawn up and of which that 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—

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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) if the undertaking is incorporated outside Great Britain, the country in which it is incorporated;
  - (b) if it is incorporated in Great Britain, whether it is registered in England and Wales or in Scotland;
  - (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.

*[<sup>F108</sup> Identification of ultimate parent company]*

**Textual Amendments**

**F108** 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

- 31 (1) Where the parent company is itself a subsidiary undertaking, the following information shall be given with respect to the company (if any) regarded by the directors as being that 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;
  - (b) if it is incorporated in Great Britain, whether it is registered in England and Wales or in Scotland.
- (4) In this paragraph "company" includes any body corporate.

*[<sup>F109</sup> Construction of references to shares held by parent company or group]*

**Textual Amendments**

**F109** 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

- 32 (1) References in this Part of this Schedule to shares held by the parent company or the group shall be construed as follows.
- (2) For the purposes of paragraphs 16, 22(4) and (5) and 23 to 25 (information about holdings in subsidiary and other undertakings)—
- (a) there shall be attributed to the parent company shares held on its behalf by any person; but
  - (b) there shall be treated as not held by the parent company shares held on behalf of a person other than the company.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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)*

- (3) References to shares held by the group are to any shares held by or on behalf of the parent company or any of its subsidiary undertakings; but there shall be treated as not held by the group any shares held on behalf of a person other than the parent company or any of its subsidiary undertakings.
- (4) 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.

## SCHEDULE 6

### [<sup>F110</sup>DISCLOSURE OF INFORMATION: EMOLUMENTS AND OTHER BENEFITS OF DIRECTORS AND OTHERS]

#### Textual Amendments

**F110** Sch. 6: heading 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. 6(4), 213(2), **Sch. 4 para. 2**

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

**C14** Sch. 6 applied with modifications by S.I. 1985/680, regs. 4–6, **Sch. 6** extended (with modifications) (E.W.S.) (19.12.1993) by S.I. 1993/3245, reg. 3(3)(f) (as amended (1.10.2005) by The Insurance Accounts Directive (Miscellaneous Insurance Undertakings) (Amendment) Regulations 2005 (S.I. 2005/1985), **reg. 2(2)(c)**)

## [<sup>F111</sup>PART I

### CHAIRMAN’S AND DIRECTORS’ EMOLUMENTS, PENSIONS AND COMPENSATION FOR LOSS OF OFFICE]

#### Textual Amendments

**F111** Sch. 6 Pt. I inserted (the existing Part I renumbered as Part II) by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), **Sch. 4 para. 3** (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

### *Aggregate amount of directors’ emoluments*

- 1 (1) The aggregate amount of directors’ emoluments shall be shown.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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) This means the emoluments paid to or receivable by any person in respect of—
- (a) his services as a director of the company, or
  - (b) his services while director of the company—
    - (i) as director of any of its subsidiary undertakings, or
    - (ii) otherwise in connection with the management of the affairs of the company or any of its subsidiary undertakings.
- (3) There shall also be shown, separately, the aggregate amount within sub-paragraph (2) (a) and (b)(i) and the aggregate amount within sub-paragraph (2)(b)(ii).
- (4) For the purposes of this paragraph the “emoluments” of a person include—
- (a) fees and percentages,
  - (b) sums paid by way of expenses allowance (so far as those sums are chargeable to United Kingdom income tax),
  - (c) contributions paid in respect of him under any pension scheme, and
  - (d) the estimated money value of any other benefits received by him otherwise than in cash,
- and emoluments in respect of a person’s accepting office as director shall be treated as emoluments in respect of his services as director.

*F112 Details of chairman’s and directors’ emoluments*

**Textual Amendments**

**F112** Sch. 6 Pt. I inserted (the existing Part I renumbered as Part II) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 6(4), 213(2), [Sch. 4 para. 3](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355, arts. 6–9](#))

- <sup>F113</sup><sub>2</sub> Where the company is a parent company or a subsidiary undertaking, or where the amount shown in compliance with paragraph 1(1) is £60,000 or more, the information required by paragraphs 3 to 6 shall be given with respect to the emoluments of the chairman and directors, and emoluments waived.

**Textual Amendments**

**F113** Sch. 6 para. 2 substituted (31.3.1997) for Sch. 6 paras. 2-6 by [S.I. 1997/570, reg. 3\(1\)](#)

- <sup>F114</sup><sub>3</sub> (1) The emoluments of the chairman shall be shown.
- (2) The “chairman” means the person elected by the directors to be chairman of their meetings, and includes a person who, though not so elected, holds an office (however designated) which in accordance with the company’s constitution carries with it functions substantially similar to those discharged by a person so elected.
- (3) Where there has been more than one chairman during the year, the emoluments of each shall be stated so far as attributable to the period during which he was chairman.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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)*

- (4) The emoluments of a person need not be shown if his duties as chairman were wholly or mainly discharged outside the United Kingdom.

**Textual Amendments**

**F114** Sch. 6 para. 2 substituted (31.3.1997) for Sch. 6 paras. 2-6 by S.I. 1997/570, reg. 3(1)

- <sup>F115</sup>4 (1) The following information shall be given with respect to the emoluments of directors.
- (2) There shall be shown the number of directors whose emoluments fell within each of the following bands—  
 not more than £5,000,  
 more than £5,000 but not more than £10,000,  
 more than £10,000 but not more than £15,000,  
 and so on.
- (3) If the emoluments of any of the directors exceeded that of the chairman, there shall be shown the greatest amount of emoluments of any director.
- (4) Where more than one person has been chairman during the year, the reference in sub-paragraph (3) to the emoluments of the chairman is to the aggregate of the emoluments of each person who has been chairman, so far as attributable to the period during which he was chairman.
- (5) The information required by sub-paragraph (2) need not be given in respect of a director who discharged his duties as such wholly or mainly outside the United Kingdom; and any such director shall be left out of account for the purposes of sub-paragraph (3).

**Textual Amendments**

**F115** Sch. 6 para. 2 substituted (31.3.1997) for Sch. 6 paras. 2-6 by S.I. 1997/570, reg. 3(1)

- <sup>F116</sup>5 In paragraphs 3 and 4 “emoluments” has the same meaning as in paragraph 1, except that it does not include contributions paid in respect of a person under a pension scheme.

**Textual Amendments**

**F116** Sch. 6 para. 2 substituted (31.3.1997) for Sch. 6 paras. 2-6 by S.I. 1997/570, reg. 3(1)

*[<sup>F117</sup><sup>F118</sup> Emoluments waived]*

**Textual Amendments**

**F117** Sch. 6 para. 2 substituted (31.3.1997) for Sch. 6 paras. 2-6 by S.I. 1997/570, reg. 3(1)



*Status: Point in time view as at 05/11/1993.*

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**F118** Sch. 6 Pt. I inserted (the existing Part I renumbered as Part II) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 6(4), 213(2), [Sch. 4 para. 3](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355, arts. 6–9](#))

- F119**<sup>6</sup> (1) There shall be shown—
- (a) the number of directors who have waived rights to receive emoluments which, but for the waiver, would have fallen to be included in the amount shown under paragraph 1(1), and
  - (b) the aggregate amount of those emoluments.
- (2) For the purposes of this paragraph it shall be assumed that a sum not receivable in respect of a period would have been paid at the time at which it was due, and if such a sum was payable only on demand, it shall be deemed to have been due at the time of the waiver.

#### Textual Amendments

**F119** Sch. 6 para. 2 substituted (31.3.1997) for Sch. 6 paras. 2-6 by [S.I. 1997/570, reg. 3\(1\)](#)

#### *[<sup>F120X1</sup> Pensions of directors and past directors]*

#### Editorial Information

**X1** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

#### Textual Amendments

**F120** Sch. 6 Pt. I inserted (the existing Part I renumbered as Part II) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 6(4), 213(2), [Sch. 4 para. 3](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355, arts. 6–9](#))

- x27** (1) There shall be shown the aggregate amount of directors' or past directors' pensions.
- (2) This amount does not include any pension paid or receivable under a pension scheme if the scheme is such that the contributions under it are substantially adequate for the maintenance of the scheme; but, subject to this, it includes any pension paid or receivable in respect of any such services of a director or past director as are mentioned in paragraph 1(2), whether to or by him or, on his nomination or by virtue of dependence on or other connection with him, to or by any other person.
- (3) The amount shown shall distinguish between pensions in respect of services as director, whether of the company or any of its subsidiary undertakings, and other pensions.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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)*

- (4) References to pensions include benefits otherwise than in cash and in relation to so much of a pension as consists of such a benefit references to its amount are to the estimated money value of the benefit.

The nature of any such benefit shall also be disclosed.

#### Editorial Information

- X2** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

### [<sup>F121X3</sup> Compensation to directors for loss of office]

#### Editorial Information

- X3** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

#### Textual Amendments

- F121** Sch. 6 Pt. I inserted (the existing Part I renumbered as Part II) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 6(4), 213(2), [Sch. 4 para. 3](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355, arts. 6–9](#))

- <sup>x48</sup> (1) There shall be shown the aggregate amount of any compensation to directors or past directors in respect of loss of office.
- (2) This amount includes compensation received or receivable by a director or past director for—
- (a) loss of office as director of the company, or
  - (b) loss, while director of the company or on or in connection with his ceasing to be a director of it, of—
    - (i) any other office in connection with the management of the company's affairs, or
    - (ii) any office as director or otherwise in connection with the management of the affairs of any subsidiary undertaking of the company;
- and shall distinguish between compensation in respect of the office of director, whether of the company or any of its subsidiary undertakings, and compensation in respect of other offices.

*Status: Point in time view as at 05/11/1993.*

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- (3) References to compensation include benefits otherwise than in cash; and in relation to such compensation references to its amount are to the estimated money value of the benefit.

The nature of any such compensation shall be disclosed.

- (4) References to compensation for loss of office include compensation in consideration for, or in connection with, a person's retirement from office.

#### Editorial Information

- X4** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

*[<sup>F122X5</sup> Sums paid to third parties in respect of directors' services]*

#### Editorial Information

- X5** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

#### Textual Amendments

- F122** *Sch. 6 Pt. I* inserted (the existing Part I renumbered as Part II) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 6(4), 213(2), [Sch. 4 para. 3](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355, arts. 6–9](#))

- <sup>x69</sup> (1) There shall be shown the aggregate amount of any consideration paid to or receivable by third parties for making available the services of any person—
- (a) as a director of the company, or
  - (b) while director of the company—
    - (i) as director of any of its subsidiary undertakings, or
    - (ii) otherwise in connection with the management of the affairs of the company or any of its subsidiary undertakings.
- (2) The reference to consideration includes benefits otherwise than in cash; and in relation to such consideration the reference to its amount is to the estimated money value of the benefit.
- The nature of any such consideration shall be disclosed.
- (3) The reference to third parties is to persons other than—

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- (a) the director himself or a person connected with him or body corporate controlled by him, and
- (b) the company or any of its subsidiary undertakings.

#### **Editorial Information**

**X6** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

*[<sup>F123X7</sup> Supplementary]*

#### **Editorial Information**

**X7** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

#### **Textual Amendments**

**F123** *Sch. 6 Pt. I* inserted (the existing Part I renumbered as Part II) by *Companies Act 1989 (c. 40, SIF 27)*, ss. 6(4), 213(2), *Sch. 4 para. 3* (subject to the transitional and saving provisions mentioned in *S.I. 1990/355, arts. 6–9*)

- <sup>x8</sup>10 (1) The following applies with respect to the amounts to be shown under paragraphs 1, 7, 8 and 9.
- (2) The amount in each case includes all relevant sums paid by or receivable from—
    - (a) the company; and
    - (b) the company's subsidiary undertakings; and
    - (c) any other person,
 except sums to be accounted for to the company or any of its subsidiary undertakings or, by virtue of sections 314 and 315 of this Act (duty of directors to make disclosure on company takeover; consequence of non-compliance), to past or present members of the company or any of its subsidiaries or any class of those members.
  - (3) The amount to be shown under paragraph 8 shall distinguish between the sums respectively paid by or receivable from the company, the company's subsidiary undertakings and persons other than the company and its subsidiary undertakings.
  - (4) References to amounts paid to or receivable by a person include amounts paid to or receivable by a person connected with him or a body corporate controlled by him (but not so as to require an amount to be counted twice).

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#### **Editorial Information**

**X8** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

<sup>x9</sup>11 (1) The amounts to be shown for any financial year under paragraphs 1, 7, 8 and 9 are the sums receivable in respect of that year (whenever paid) or, in the case of sums not receivable in respect of a period, the sums paid during that year.

(2) But where—

- (a) any sums are not shown in a note to the accounts for the relevant financial year on the ground that the person receiving them is liable to account for them as mentioned in paragraph 10(2), but the liability is thereafter wholly or partly released or is not enforced within a period of 2 years; or
- (b) any sums paid by way of expenses allowance are charged to United Kingdom income tax after the end of the relevant financial year,

those sums shall, to the extent to which the liability is released or not enforced or they are charged as mentioned above (as the case may be), be shown in a note to the first accounts in which it is practicable to show them and shall be distinguished from the amounts to be shown apart from this provision.

#### **Editorial Information**

**X9** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

<sup>x10</sup>12 Where it is necessary to do so for the purpose of making any distinction required by the preceding paragraphs in an amount to be shown in compliance with this Part of this Schedule, the directors may apportion any payments between the matters in respect of which these have been paid or are receivable in such manner as they think appropriate.

#### **Editorial Information**

**X10** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

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**[<sup>F124X11</sup> Interpretation]**

**Editorial Information**

**X11** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

**Textual Amendments**

**F124** Sch. 6 Pt. I inserted (the existing Part I renumbered as Part II) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 6(4), 213(2), [Sch. 4 para. 3](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355, arts. 6–9](#))

- <sup>x12</sup><sub>13</sub> (1) The following applies for the interpretation of this Part of this Schedule.
- (2) A reference to a subsidiary undertaking of the company—
- (a) in relation to a person who is or was, while a director of the company, a director also, by virtue of the company's nomination (direct or indirect) of any other undertaking, includes (subject to the following sub-paragraph) that undertaking, whether or not it is or was in fact a subsidiary undertaking of the company, and
  - (b) for the purposes of paragraphs 1 to 7 (including any provision of this Part of this Schedule referring to paragraph 1) is to an undertaking which is a subsidiary undertaking at the time the services were rendered, and for the purposes of paragraph 8 to a subsidiary undertaking immediately before the loss of office as director.
- (3) The following definitions apply—
- (a) "pension" includes any superannuation allowance, superannuation gratuity or similar payment,
  - (b) "pension scheme" means a scheme for the provision of pensions in respect of services as director or otherwise which is maintained in whole or in part by means of contributions, and
  - (c) "contribution", in relation to a pension scheme, means any payment (including an insurance premium) paid for the purposes of the scheme by or in respect of persons rendering services in respect of which pensions will or may become payable under the scheme except that it does not include any payment in respect of two or more persons if the amount paid in respect of each of them is not ascertainable.
- (4) References in this Part of this Schedule to a person being "connected" with a director, and to a director "controlling" a body corporate, shall be construed in accordance with section 346.

**Editorial Information**

**X12** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter

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Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

### [<sup>F125X13</sup> Supplementary]

#### Editorial Information

**X13** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

#### Textual Amendments

**F125** Sch. 6 Pt. I inserted (the existing Part I renumbered as Part II) by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 3 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

<sup>X14</sup><sub>14</sub> This Part of this Schedule requires information to be given only so far as it is contained in the company's books and papers or the company has the right to obtain it from the persons concerned.

#### Editorial Information

**X14** Until 1.8.2002 this provision was related to "Sch. 6 Part I" in the hierarchical structure. On 1.8.2002 a new Chapter 1 Heading was inserted and from that date this provision became related to that Chapter Heading. The way in which legislation is structured in SLD means that any version of this provision created after 1.8.2002 will not appear in the attributes table for this version and it will not be possible to navigate to it from this version. To check for any versions created after 1.8.2002, it is recommended that you perform a search on the current date.

### [<sup>F126F127</sup> PART II

#### LOANS, QUASI-LOANS AND OTHER DEALINGS IN FAVOUR OF DIRECTORS]

#### Textual Amendments

- F126** Sch. 6 Pt. II (as renumbered): heading 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. 6(4), 213(2), Sch. 4 para. 4(1)
- F127** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 4(2)

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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>F128</sup>15] [<sup>F129</sup>The group accounts of a holding company, or if it is not required to prepare group accounts its individual accounts,] shall contain the particulars required by this Schedule of—
- (a) any transaction or arrangement of a kind described in section 330 entered into by the company or by a subsidiary of the company for a person who at any time during the financial year was a director of the company or its holding company, or was connected with such a director;
  - (b) an agreement by the company or by a subsidiary of the company to enter into any such transaction or arrangement for a person who was at any time during the financial year a director of the company or its holding company, or was connected with such a director; and
  - (c) any other transaction or arrangement with the company or a subsidiary of it in which a person who at any time during the financial year was a director of the company or its holding company had, directly or indirectly, a material interest.

#### Textual Amendments

**F128** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), **Sch. 4 para. 4(2)**

**F129** Words 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. 6(4), 213(2), **Sch. 4 para. 4(4)**

- [<sup>F130</sup>16] The accounts prepared by a company other than a holding company shall contain the particulars required by this Schedule of—
- (a) any transaction or arrangement of a kind described in section 330 entered into by the company for a person who at any time during the financial year was a director of it or of its holding company or was connected with such a director;
  - (b) an agreement by the company to enter into any such transaction or arrangement for a person who at any time during the financial year was a director of the company or its holding company or was connected with such a director; and
  - (c) any other transaction or arrangement with the company in which a person who at any time during the financial year was a director of the company or of its holding company had, directly or indirectly, a material interest.

#### Textual Amendments

**F130** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), **Sch. 4 para. 4(2)**

- [<sup>F131</sup>17(1) For purposes of paragraphs 15(c) and 16(c), a transaction or arrangement between a company and a director of it or of its holding company, or a person connected with



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such a director, is to be treated (if it would not otherwise be so) as a transaction, arrangement or agreement in which that director is interested.

- (2) An interest in such a transaction or arrangement is not “material” for purposes of those sub-paragraphs if in the board’s opinion it is not so; but this is without prejudice to the question whether or not such an interest is material in a case where the board have not considered the matter.

“The board” here means the directors of the company preparing the accounts, or a majority of those directors, but excluding in either case the director whose interest it is.

**Textual Amendments**

**F131** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 4(2)

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

**C15** Sch. 6 para. 17 amended (1.12.2001) by 2000 c. 8, s. 374(4)(c); S.I. 2001/3538, art. 2(1)

F132

4

**Textual Amendments**

**F132** Sch. 6 Pt. II (old) para. 4 repealed (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. 6(4), 213(2), Sch. 4 para. 4(3)

[<sup>F133</sup>18] Paragraphs 15 and 16 do not apply in relation to the following transactions, arrangements and agreements—

- (a) a transaction, arrangement or agreement between one company and another in which a director of the former or of its subsidiary or holding company is interested only by virtue of his being a director of the latter;
- (b) a contract of service between a company and one of its directors or a director of its holding company, or between a director of a company and any of that company’s subsidiaries;
- (c) a transaction, arrangement or agreement which was not entered into during the financial year and which did not subsist at any time during that year.

**Textual Amendments**

**F133** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 4(2)

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

**C16** Sch. 6 para. 18 amended (1.12.2001) by 2000 c. 8, s. 374(4)(c); S.I. 2001/3538, art. 2(1)

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- [<sup>F134</sup>19] Paragraphs 15 and 16 apply whether or not—
- (a) the transaction or arrangement was prohibited by section 330;
  - (b) the person for whom it was made was a director of the company or was connected with a director of it at the time it was made;
  - (c) in the case of a transaction or arrangement made by a company which at any time during a financial year is a subsidiary of another company, it was a subsidiary of that other company at the time the transaction or arrangement was made.

#### Textual Amendments

**F134** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 4(2)

- [<sup>F135</sup>20] Neither paragraph 15(c) nor paragraph 16(c) applies in relation to any transaction or arrangement if—
- (a) each party to the transaction or arrangement which is a member of the same group of companies (meaning a holding company and its subsidiaries) as the company entered into the transaction or arrangement in the ordinary course of business, and
  - (b) the terms of the transaction or arrangement are not less favourable to any such party than it would be reasonable to expect if the interest mentioned in that sub-paragraph had not been an interest of a person who was a director of the company or of its holding company.

#### Textual Amendments

**F135** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 4(2)

- [<sup>F136</sup>21] Neither paragraph 15(c) nor paragraph 16(c) applies in relation to any transaction or arrangement if—
- (a) the company is a member of a group of companies (meaning a holding company and its subsidiaries), and
  - (b) either the company is a wholly-owned subsidiary or no body corporate (other than the company or a subsidiary of the company) which is a member of the group of companies which includes the company's ultimate holding company was a party to the transaction or arrangement, and
  - (c) the director in question was at some time during the relevant period associated with the company, and
  - (d) the material interest of the director in question in the transaction or arrangement would not have arisen if he had not been associated with the company at any time during the relevant period.

*Status: Point in time view as at 05/11/1993.*

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### Textual Amendments

**F136** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 4(2)

### *The particulars required by this Part*

- [<sup>F137</sup>22] (1) Subject to the next paragraph, the particulars required by this Part are those of the principal terms of the transaction, arrangement or agreement.
- (2) Without prejudice to the generality of sub-paragraph (1), the following particulars are required—
- (a) a statement of the fact either that the transaction, arrangement or agreement was made or subsisted (as the case may be) during the financial year;
  - (b) the name of the person for whom it was made and, where that person is or was connected with a director of the company or of its holding company, the name of that director;
  - (c) in a case where paragraph 15(c) or 16(c) applies, the name of the director with the material interest and the nature of that interest;
  - (d) in the case of a loan or an agreement for a loan or an arrangement within section 330(6) or (7) of this Act relating to a loan—
    - (i) the amount of the liability of the person to whom the loan was or was agreed to be made, in respect of principal and interest, at the beginning and at the end of the financial year;
    - (ii) the maximum amount of that liability during that year;
    - (iii) the amount of any interest which, having fallen due, has not been paid; and
    - (iv) the amount of any provision (within the meaning of Schedule 4 to this Act) made in respect of any failure or anticipated failure by the borrower to repay the whole or part of the loan or to pay the whole or part of any interest on it;
  - (e) in the case of a guarantee or security or an arrangement within section 330(6) relating to a guarantee or security—
    - (i) the amount for which the company (or its subsidiary) was liable under the guarantee or in respect of the security both at the beginning and at the end of the financial year;
    - (ii) the maximum amount for which the company (or its subsidiary) may become so liable; and
    - (iii) any amount paid and any liability incurred by the company (or its subsidiary) for the purpose of fulfilling the guarantee or discharging the security (including any loss incurred by reason of the enforcement of the guarantee or security); and
  - (f) in the case of any transaction, arrangement or agreement other than those mentioned in sub-paragraphs (d) and (e), the value of the transaction or arrangement or (as the case may be) the value of the transaction or arrangement to which the agreement relates.

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#### Textual Amendments

**F137** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 4(2)

- [<sup>F138</sup>23] In paragraph 22(2) above, sub-paragraphs (c) to (f) do not apply in the case of a loan or quasi-loan made or agreed to be made by a company to or for a body corporate which is either—
- (a) a body corporate of which that company is a wholly-owned subsidiary, or
  - (b) a wholly-owned subsidiary of a body corporate of which that company is a wholly-owned subsidiary, or
  - (c) a wholly-owned subsidiary of that company,
- if particulars of that loan, quasi-loan or agreement for it would not have been required to be included in that company’s annual accounts if the first-mentioned body corporate had not been associated with a director of that company at any time during the relevant period.

#### Textual Amendments

**F138** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 4(2)

#### [<sup>F139</sup> Excluded transactions]

#### Textual Amendments

**F139** Sch. 6 Pt. II para 24 (renumbered): heading 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. 6(4), 213(2), Sch. 4 para. 4(5)

- [<sup>F140</sup>24(1)] In relation to a company’s accounts for a financial year, compliance with this Part is not required in the case of transactions of a kind mentioned in the following sub-paragraph which are made by the company or a subsidiary of it for a person who at any time during that financial year was a director of the company or of its holding company, or was connected with such a director, if the aggregate of the values of each transaction, arrangement or agreement so made for that director or any person connected with him, less the amount (if any) by which the liabilities of the person for whom the transaction or arrangement was made has been reduced, did not at any time during the financial year exceed £5,000.

- (2) The transactions in question are—
- (a) credit transactions,
  - (b) guarantees provided or securities entered into in connection with credit transactions,

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- (c) arrangements within subsection (6) or (7) of section 330 relating to credit transactions,
- (d) agreements to enter into credit transactions.

#### Textual Amendments

**F140** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 4(2)

- [<sup>F141</sup>25] In relation to a company’s accounts for a financial year, compliance with this Part is not required by virtue of paragraph 15(c) or 16(c) in the case of any transaction or arrangement with a company or any of its subsidiaries in which a director of the company or its holding company had, directly or indirectly, a material interest if—
- (a) the value of each transaction or arrangement within paragraph 15(c) or 16(c) (as the case may be) in which that director had (directly or indirectly) a material interest and which was made after the commencement of the financial year with the company or any of its subsidiaries, and
  - (b) the value of each such transaction or arrangement which was made before the commencement of the financial year less the amount (if any) by which the liabilities of the person for whom the transaction or arrangement was made have been reduced,
- did not at any time during the financial year exceed in the aggregate £1,000 or, if more, did not exceed [24]5,000 or 1 per cent. of the value of the net assets of the company preparing the accounts in question as at the end of the financial year, whichever is the less.

For this purpose a company’s net assets are the aggregate of its assets, less the aggregate of its liabilities (“liabilities” to include any provision for liabilities or charges within paragraph 89 of Schedule 4).

#### Textual Amendments

**F141** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 4(2)

- [<sup>F142</sup>26] Section 345 of this Act (power of Secretary of State to alter sums by statutory instrument subject to negative resolution in Parliament) applies as if the money sums specified in paragraph 24 or 25 above were specified in Part X.

#### Textual Amendments

**F142** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 4(2)

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### Interpretation

<sup>F144</sup> [27(1)] The following provisions of this Act apply for purposes of this Part of this Schedule—

- (a) section 331(2), . . . <sup>F145</sup> and (7), as regards the meaning of “guarantee”, . . . <sup>F145</sup> and “credit transaction”;
- (b) section 331(9), as to the interpretation of references to a transaction or arrangement being made “for” a person;
- (c) section 340, in assigning values to transactions and arrangements, and
- (d) section 346, as to the interpretation of references to a person being “connected with” a director of a company.

<sup>F146</sup> (2) In this Part of this Schedule “director” includes a shadow director.]

#### Textual Amendments

**F143** Sch. 6 Pt. II paras. 15–27 renumbered from 1–3 and 5–14 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) and internal cross-references in that Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), **Sch. 4 para. 4(2)**

**F144** Sch. 6 Pt. II para. 14 (old) renumbered as para. 27(1) by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), **Sch. 4 para. 5**

**F145** Words repealed by Banking Act 1987 (c. 22, SIF 10), s. 108(2), **Sch. 7 Pt. I**

**F146** Sch. 6 Pt. II para 27(2) inserted (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. 6(4), 213(2), **Sch. 4 para. 5**

### <sup>F147</sup> PART III

#### OTHER TRANSACTIONS, ARRANGEMENTS AND AGREEMENTS]

#### Textual Amendments

**F147** Sch. 6 Pt. III (renumbered from Pt. II): heading 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. 6(4), 213(2), **Sch. 4 para. 6(1)**

<sup>F148</sup> [28] This Part of this Schedule applies in relation to the following classes of transactions, arrangements and agreements—

- (a) loans, guarantees and securities relating to loans, arrangements of a kind described in subsection (6) or (7) of section 330 of this Act relating to loans and agreements to enter into any of the foregoing transactions and arrangements;
- (b) quasi-loans, guarantees and securities relating to quasi-loans arrangements of a kind described in either of those subsections relating to quasi-loans and agreements to enter into any of the foregoing transactions and arrangements;
- (c) credit transactions, guarantees and securities relating to credit transactions, arrangements of a kind described in either of those subsections relating

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to credit transactions and agreements to enter into any of the foregoing transactions and arrangements.

#### Textual Amendments

**F148** Sch. 6 Pt. III paras. 15–17 (old) renumbered as paras. 28 to 30 and internal cross-references in the present Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), s. 6(4), Sch. 4 para. 6(2) (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

- [<sup>F149</sup>29](1) To comply with this Part of this Schedule, the accounts must contain a statement, in relation to transactions, arrangements and agreements [<sup>F150</sup>made by the company or a subsidiary of it for persons who at any time during the financial year were officers of a company (but not directors or shadow directors)], of—
- (a) the aggregate amounts outstanding at the end of the financial year under transactions, arrangements and agreements within sub-paragraphs (a), (b) and (c) respectively of paragraph 28 above, and
  - (b) the numbers of officers for whom the transactions, arrangements and agreements falling within each of those sub-paragraphs were made.
- (2) This paragraph does not apply to transactions, arrangements and agreements made by the company or any of its subsidiaries for an officer of the company if the aggregate amount outstanding at the end of the financial year under the transactions, arrangements and agreements so made for that officer does not exceed £2,500.
- (3) Section 345 of this Act (power of Secretary of State to alter money sums by statutory instrument subject to negative resolution in Parliament) applies as if the money sum specified above in this paragraph were specified in Part X.

#### Textual Amendments

**F149** Sch. 6 Pt. III paras. 15–17 (old) renumbered as paras. 28 to 30 and internal cross-references in the present Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), s. 6(4), Sch. 4 para. 6(2) (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

**F150** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 213(2), Sch. 4 para. 6(3) (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

- [<sup>F151</sup>30] The following provisions of this Act apply for purposes of this Part—
- (a) section 331(2), (3), . . . <sup>F152</sup> and (7), as regards the meaning of “guarantee”, “quasi-loan”, . . . <sup>F152</sup> and “credit transaction”, and
  - (b) section 331(9), as to the interpretation of references to a transaction or arrangement being made “for” a person;
- and “amount outstanding” means the amount of the outstanding liabilities of the person for whom the transaction, arrangement or agreement was made or, in the case of a guarantee or security, the amount guaranteed or secured.

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#### Textual Amendments

- F151** Sch. 6 Pt. III paras. 15–17 (old) renumbered as paras. 28 to 30 and internal cross-references in the present Part renumbered accordingly by Companies Act 1989 (c. 40, SIF 27), s. 6(4), Sch. 4 para. 6(2) (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)
- F152** Words repealed by Banking Act 1987 (c. 22, SIF 10), s. 108(2), Sch. 7 Pt. I

F153

.....

18–21.

#### Textual Amendments

- F153** Sch. 6 Pt. III (old) (paras. 18–21) repealed and superseded by Companies Act 1989 (c. 40, SIF 27), ss. 6(4), 18(3)(4), 213(2), Sch. 4 para. 7, Sch. 7 Pt. IV (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

## SCHEDULE 7

Section 235.

### MATTERS TO BE DEALT WITH IN DIRECTORS' REPORT

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

- C17** Sch. 7 (except paras. 2, 7 and 8) applied with modifications by S.I. 1985/680, regs. 4–6, Sch.

## PART I

### MATTERS OF A GENERAL NATURE

#### *Asset values*

- 1 (1) If significant changes in the fixed assets of the company or of any of its [<sup>F154</sup> subsidiary undertakings] have occurred in the financial year, the report shall contain particulars of the changes.
- (2) If, in the case of such of those assets as consist in interests in land, their market value (as at the end of the financial year) differs substantially from the amount at which they are included in the balance sheet, and the difference is, in the directors' opinion, of such significance as to require that the attention of members of the company or of holders of its debentures should be drawn to it, the report shall indicate the difference with such degree of precision as is practicable.



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#### Textual Amendments

**F154** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 8(2), 213(2), [Sch. 5 para. 2\(1\)](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355](#), [arts. 6–9](#))

- [<sup>F155</sup>2 (1) The information required by paragraphs 2A and 2B shall be given in the directors' report, or by way of notes to the company's annual accounts, with respect to each person who at the end of the financial year was a director of the company.
- (2) In those paragraphs—
- (a) “the register” means the register of directors' interests kept by the company under section 325; and
  - (b) references to a body corporate being in the same group as the company are to its being a subsidiary or holding company, or another subsidiary of a holding company, of the company.]

#### Textual Amendments

**F155** [Sch. 7 paras. 2–2B](#) substituted for para. 2 (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. 8(2), 213(2), [Sch. 5 para. 3](#)

- 2A (1) It shall be stated with respect to each director whether, according to the register, he was at the end of the financial year interested in shares in or debentures of the company or any other body corporate in the same group.
- (2) If he was so interested, there shall be stated the number of shares in and amount of debentures of each body (specifying it) in which, according to the register, he was then interested.
- (3) If a director was interested at the end of the financial year in shares in or debentures of the company or any other body corporate in the same group—
- (a) it shall also be stated whether, according to the register, he was at the beginning of the financial year (or, if he was not then a director, when he became one) interested in shares in or debentures of the company or any other body corporate in the same group, and
  - (b) if he was so interested, there shall be stated the number of shares in and amount of debentures of each body (specifying it) in which, according to the register, he was then interested.
- (4) In this paragraph references to an interest in shares or debentures have the same meaning as in section 324; and references to the interest of a director include any interest falling to be treated as his for the purposes of that section.
- (5) The reference above to the time when a person became a director is, in the case of a person who became a director on more than one occasion, to the time when he first became a director.
- 2B (1) It shall be stated with respect to each director whether, according to the register, any right to subscribe for shares in or debentures of the company or another body

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corporate in the same group was during the financial year granted to, or exercised by, the director or a member of his immediate family.

- (2) If any such right was granted to, or exercised by, any such person during the financial year, there shall be stated the number of shares in and amount of debentures of each body (specifying it) in respect of which, according to the register, the right was granted or exercised.
- (3) A director's "immediate family" means his or her spouse and infant children; and for this purpose "children" includes step-children, and "infant", in relation to Scotland, means pupil or minor.
- (4) The reference above to a member of the director's immediate family does not include a person who is himself or herself a director of the company.

*Political and charitable gifts*

- 3
  - (1) The following applies if the company (not being the wholly-owned subsidiary of a company incorporated in Great Britain) has in the financial year given money for political purposes or charitable purposes or both.
  - (2) If the money given exceeded £200 in amount, there shall be contained in the directors' report for the year—
    - (a) in the case of each of the purposes for which money has been given, a statement of the amount of money given for that purpose, and
    - (b) in the case of political purposes for which money has been given, the following particulars (so far as applicable)—
      - (i) the name of each person to whom money has been given for those purposes exceeding £200 in amount and the amount of money given,
      - (ii) if money exceeding £200 in amount has been given by way of donation or subscription to a political party, the identity of the party and the amount of money given.
- 4
  - (1) Paragraph 3 does not apply to a company which, at the end of the financial year, has subsidiaries which have, in that year, given money as mentioned above, but is not itself the wholly-owned subsidiary of a company incorporated in Great Britain.
  - (2) But in such a case there shall (if the amount of money so given in that year by the company and the subsidiaries between them exceeds £200) be contained in the directors' report for the year—
    - (a) in the case of each of the purposes for which money has been given by the company and the subsidiaries between them, a statement of the amount of money given for that purpose, and
    - (b) in the case of political purposes for which money has been given, the like particulars (so far as applicable) as are required by paragraph 3.
- 5
  - (1) The following applies for the interpretation of paragraphs 3 and 4.
  - (2) A company is to be treated as giving money for political purposes if, directly or indirectly—

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- (a) it gives a donation or subscription to a political party of the United Kingdom or any part of it; or
  - (b) it gives a donation or subscription to a person who, to the company's knowledge, is carrying on, or proposing to carry on, any activities which can, at the time at which the donation or subscription was given, reasonably be regarded as likely to affect public support for such a political party as is mentioned above.
- (3) Money given for charitable purposes to a person who, when it was given, was ordinarily resident outside the United Kingdom is to be left out of account.
- (4) "Charitable purposes" means purposes which are exclusively charitable; and, as respects Scotland, "charitable" is to be construed as if it were contained in the Income Tax Acts.

*[<sup>F156</sup> Insurance effected for officers or auditors]*

**Textual Amendments**

**F156** Sch. 7 para. 5A and cross-heading preceding added (1.4.1990 for certain purposes as mentioned in S.I. 1990/355, art. 4(e) otherwise *prosp.*) by Companies Act 1989 (c. 40, SIF 27), s. 137(2) (subject to transitional provision in S.I. 1990/355, art. 13)

- <sup>F157</sup>5A Where in the financial year the company has purchased or maintained any such insurance as is mentioned in section 310(3)(a) (insurance of officers or auditors against liabilities in relation to the company), that fact shall be stated in the report.

**Textual Amendments**

**F157** Sch. 7 para. 5A and preceding cross-heading added (1.4.1990 for certain purposes as mentioned in S.I. 1990/355, art. 4(e) otherwise *prosp.*) by Companies Act 1989 (c. 40, SIF 27), s. 137(2) (subject to transitional provisions in S.I. 1990/355, art. 13)

*Miscellaneous*

- 6 The directors' report shall contain—
- (a) particulars of any important events affecting the company or any of its [<sup>F158</sup> subsidiary undertakings] which have occurred since the end of the financial year,
  - (b) an indication of likely future developments in the business of the company and of its [<sup>F158</sup> subsidiary undertakings], <sup>F159</sup> . . .
  - (c) an indication of the activities (if any) of the company and its [<sup>F158</sup> subsidiary undertakings] in the field of research and development [<sup>F160</sup> and
  - (d) (unless the company is an unlimited company) and indication of the existence of branches (as defined in section 698(2)) of the company outside the United Kingdom]

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#### Textual Amendments

- F158** Words 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. 8(2), 213(2), **Sch. 5 para. 2(2)**
- F159** Word in Sch. 7 para. 6(b) omitted (1.1.1993) by S.I. 1992/3178, **reg.3.**
- F160** Sch. 7 para. 6(d) and word "and" immediately preceding it inserted (1.1.1993) by S.I. 1992/3178, **reg.3.**

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

- C18** Sch. 7 para. 6 extended (with modifications) (19.12.1993) by S.I. 1993/3245, **reg.3**
- C19** Sch. 7 para. 6 applied (with modifications) (31.12.2004) by The Insurance Accounts Directive (Lloyd's Syndicate and Aggregate Accounts) Regulations 2004 (S.I. 2004/3219), **reg. 3(4)(c)**, Sch.

## PART II

### DISCLOSURE REQUIRED BY COMPANY ACQUIRING ITS OWN SHARES, ETC.

- 7 This Part of this Schedule applies where shares in a company—
- (a) are purchased by the company or are acquired by it by forfeiture or surrender in lieu of forfeiture, or in pursuance of section 143(3) of this Act (acquisition of own shares by company limited by shares), or
  - (b) are acquired by another person in circumstances where paragraph (c) or (d) of section 146(1) applies (acquisition by company's nominee, or by another with company financial assistance, the company having a beneficial interest), or
  - (c) are made subject to a lien or other charge taken (whether expressly or otherwise) by the company and permitted by section 150(2) or (4), or section 6(3) of the Consequential Provisions Act (exceptions from general rule against a company having a lien or charge on its own shares).
- 8 The directors' report with respect to a financial year shall state—
- (a) the number and nominal value of the shares so purchased, the aggregate amount of the consideration paid by the company for such shares and the reasons for their purchase;
  - (b) the number and nominal value of the shares so acquired by the company, acquired by another person in such circumstances and so charged respectively during the financial year;
  - (c) the maximum number and nominal value of shares which, having been so acquired by the company, acquired by another person in such circumstances or so charged (whether or not during that year) are held at any time by the company or that other person during that year;
  - (d) the number and nominal value of the shares so acquired by the company, acquired by another person in such circumstances or so charged (whether or not during that year) which are disposed of by the company or that other person or cancelled by the company during that year;
  - (e) where the number and nominal value of the shares of any particular description are stated in pursuance of any of the preceding sub-paragraphs,

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- the percentage of the called-up share capital which shares of that description represent;
- (f) where any of the shares have been so charged the amount of the charge in each case; and
  - (g) where any of the shares have been disposed of by the company or the person who acquired them in such circumstances for money or money's worth the amount or value of the consideration in each case.

### PART III

#### DISCLOSURE CONCERNING EMPLOYMENT, ETC, OF DISABLED PERSONS

- 9 (1) This Part of this Schedule applies to the directors' report where the average number of persons employed by the company in each week during the financial year exceeded 250.
- (2) That average number is the quotient derived by dividing, by the number of weeks in the financial year, the number derived by ascertaining, in relation to each of those weeks, the number of persons who, under contracts of service, were employed in the week (whether throughout it or not) by the company, and adding up the numbers ascertained.
- (3) The directors' report shall in that case contain a statement describing such policy as the company has applied during the financial year—
- (a) for giving full and fair consideration to applications for employment by the company made by disabled persons, having regard to their particular aptitudes and abilities,
  - (b) for continuing the employment of, and for arranging appropriate training for, employees of the company who have become disabled persons during the period when they were employed by the company, and
  - (c) otherwise for the training, career development and promotion of disabled persons employed by the company.
- (4) In this Part—
- (a) "employment" means employment other than employment to work wholly or mainly outside the United Kingdom, and "employed" and "employee" shall be construed accordingly; and
  - (b) "disabled person" means the same as in the <sup>M3</sup>Disabled Persons (Employment) Act 1944.

#### Marginal Citations

M3 1944 c. 10.

*Status: Point in time view as at 05/11/1993.*

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## PART IV

### HEALTH, SAFETY AND WELFARE AT WORK OF COMPANY'S EMPLOYEES

- 10 (1) In the case of companies of such classes as may be prescribed by regulations made by the Secretary of State, the directors' report shall contain such information as may be so prescribed about the arrangements in force in the financial year for securing the health, safety and welfare at work of employees of the company and its subsidiaries, and for protecting other persons against risks to health or safety arising out of or in connection with the activities at work of those employees.
- (2) Regulations under this Part may—
- (a) make different provision in relation to companies of different classes,
  - (b) enable any requirements of the regulations to be dispensed with or modified in particular cases by any specified person or by any person authorised in that behalf by a specified authority,
  - (c) contain such transitional provisions as the Secretary of State thinks necessary or expedient in connection with any provision made by the regulations.
- (3) The power to make regulations under this paragraph is exercisable by statutory instrument subject to annulment in pursuance of a resolution of either House of Parliament.
- (4) Any expression used in sub-paragraph (1) above and in Part I of the <sup>M4</sup>Health and Safety at Work etc. Act 1974 has the same meaning here as it has in that Part of that Act; section 1(3) of that Act applies for interpreting that sub-paragraph; and in sub-paragraph (2) "specified" means specified in regulations made under that sub-paragraph.

#### Marginal Citations

M4 1974 c. 37.

## PART V

### EMPLOYEE INVOLVEMENT

- 11 (1) This Part of this Schedule applies to the directors' report where the average number of persons employed by the company in each week during the financial year exceeded 250.
- (2) That average number is the quotient derived by dividing by the number of weeks in the financial year the number derived by ascertaining, in relation to each of those weeks, the number of persons who, under contracts of service, were employed in the week (whether throughout it or not) by the company, and adding up the numbers ascertained.
- (3) The directors' report shall in that case contain a statement describing the action that has been taken during the financial year to introduce, maintain or develop arrangements aimed at—

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- (a) providing employees systematically with information on matters of concern to them as employees,
  - (b) consulting employees or their representatives on a regular basis so that the views of employees can be taken into account in making decisions which are likely to affect their interests,
  - (c) encouraging the involvement of employees in the company's performance through an employees' share scheme or by some other means,
  - (d) achieving a common awareness on the part of all employees of the financial and economic factors affecting the performance of the company.
- (4) In sub-paragraph (3) "employee" does not include a person employed to work wholly or mainly outside the United Kingdom; and for the purposes of sub-paragraph (2) no regard is to be had to such a person.

VALID FROM 02/02/1996

## [<sup>F161</sup>PART VI

### POLICY ON THE PAYMENT OF CREDITORS]

#### Textual Amendments

**F161** Sch. 7 Pt. VI inserted (2.2.1996) by S.I. 1996/189, reg. 14(5) (with reg. 16)

- [<sup>F162</sup>12(1) This Part of this Schedule applies to a report by the directors of a company for a financial year if—
- (a) the company was at any time within the financial year a public company, or
  - (b) the company did not qualify as small or medium-sized in relation to the financial year by virtue of section 247 and was at any time within the year a member of a group of which the parent company was a public company.
- (2) The report shall, with respect to the financial year immediately following that covered by the report, state—
- (a) whether in respect of some or all of its suppliers it is the company's policy to follow any code or standard on payment practice and, if so, the name of the code or standard and the place where information about, and copies of, the code or standard can be obtained,
  - (b) whether in respect of some or all of its suppliers it is the company's policy—
    - (i) to settle the terms of payment with those suppliers when agreeing the terms of each transaction,
    - (ii) to ensure that those suppliers are made aware of the terms of payment, and
    - (iii) to abide by the terms of payment,
  - (c) where the company's policy is not as mentioned in paragraph (a) or (b) in respect of some or all of its suppliers, what its policy is with respect to the payment of those suppliers.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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)*

- (3) If the company's policy is different for different suppliers or classes of suppliers, the report shall identify the suppliers or classes of suppliers to which the different policies apply.
- (4) For the purposes of this Part of this Schedule a supplier is any person whose claim on the reporting company in respect of goods or services supplied would be included under "trade creditors" within "Creditors; amounts falling due within one year" in a balance sheet drawn up in accordance with balance sheet format 1 in Schedule 4.]

#### Textual Amendments

**F162** Sch. 7 Pt. VI inserted (2.2.1996) by S.I. 1996/189, reg. 14(5) (with reg. 16)

VALID FROM 06/04/2007

## PART 7

### DISCLOSURE REQUIRED BY CERTAIN PUBLICLY-TRADED COMPANIES

- 13 (1) This Part of this Schedule applies to the directors' report for a financial year if the company had securities carrying voting rights admitted to trading on a regulated market at the end of that year.
- (2) The report shall contain detailed information, by reference to the end of that year, on the following matters—
- (a) the structure of the company's capital, including in particular—
    - (i) the rights and obligations attaching to the shares or, as the case may be, to each class of shares in the company, and
    - (ii) where there are two or more such classes, the percentage of the total share capital represented by each class;
  - (b) any restrictions on the transfer of securities in the company, including in particular—
    - (i) limitations on the holding of securities, and
    - (ii) requirements to obtain the approval of the company, or of other holders of securities in the company, for a transfer of securities;
  - (c) in the case of each person with a significant direct or indirect holding of securities in the company, such details as are known to the company of—
    - (i) the identity of the person,
    - (ii) the size of the holding, and
    - (iii) the nature of the holding;
  - (d) in the case of each person who holds securities carrying special rights with regard to control of the company—
    - (i) the identity of the person, and
    - (ii) the nature of the rights;
  - (e) where—



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- (i) the company has an employees' share scheme, and
    - (ii) shares to which the scheme relates have rights with regard to control of the company that are not exercisable directly by the employees,  
how those rights are exercisable;
  - (f) any restrictions on voting rights, including in particular—
    - (i) limitations on voting rights of holders of a given percentage or number of votes,
    - (ii) deadlines for exercising voting rights, and
    - (iii) arrangements by which, with the company's co-operation, financial rights carried by securities are held by a person other than the holder of the securities;
  - (g) any agreements between holders of securities that are known to the company and may result in restrictions on the transfer of securities or on voting rights;
  - (h) any rules that the company has about—
    - (i) appointment and replacement of directors, or
    - (ii) amendment of the company's articles of association;
  - (i) the powers of the company's directors, including in particular any powers in relation to the issuing or buying back by the company of its shares;
  - (j) any significant agreements to which the company is a party that take effect, alter or terminate upon a change of control of the company following a takeover bid, and the effects of any such agreements;
  - (k) any agreements between the company and its directors or employees providing for compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that occurs because of a takeover bid.
- (3) For the purposes of sub-paragraph (2)(a) a company's capital includes any securities in the company that are not admitted to trading on a regulated market.
- (4) For the purposes of sub-paragraph (2)(c) a person has an indirect holding of securities if—
- (a) they are held on his behalf, or
  - (b) he is able to secure that rights carried by the securities are exercised in accordance with his wishes.
- (5) Sub-paragraph (2)(j) does not apply to an agreement if—
- (a) disclosure of the agreement would be seriously prejudicial to the company, and
  - (b) the company is not under any other obligation to disclose it.
- (6) In this paragraph—
- “securities” means shares or debentures;
  - “takeover bid” has the same meaning as in the Takeovers Directive;
  - “the Takeovers Directive” means Directive [2004/25/EC](#) of the European Parliament and of the Council;
  - “voting rights” means rights to vote at general meetings of the company in question, including rights that arise only in certain circumstances.

*Status: Point in time view as at 05/11/1993.*

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VALID FROM 22/03/2005

SCHEDULE 7ZA

OPERATING AND FINANCIAL REVIEW

.....

VALID FROM 01/08/2002

SCHEDULE 7A

Section 234B

DIRECTORS' REMUNERATION REPORT

.....

VALID FROM 06/04/2005

SCHEDULE 7B

Section 245G(3)

SPECIFIED PERSONS, DESCRIPTIONS OF DISCLOSURES  
ETC. FOR THE PURPOSES OF SECTION 245G

.....

[<sup>F163X15</sup>SCHEDULE 8

EXEMPTIONS FOR SMALL AND MEDIUM-SIZED COMPANIES]

**Editorial Information**

**X15** Sch. 8: the earliest available versions of Sch. 8 and its contents are those having effect on 16.11.1992

**Textual Amendments**

**F163** Sch. 8 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. 13(2), 213(2), Sch. 6

*Status: Point in time view as at 05/11/1993.*

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## [<sup>F164</sup>PART I

### EXEMPTIONS WITH RESPECT TO PREPARATION OF ANNUAL ACCOUNTS OF SMALL COMPANIES]

#### Textual Amendments

**F164** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2. (By virtue of Sch. para. 1(1) of that amending S.I. the pre-existing Pts. I, II and III of Sch. 8 have become respectively Sections A, B and C of new Pt. III).

## <sup>F165</sup>SECTION A

### INDIVIDUAL ACCOUNTS

#### Textual Amendments

**F165** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

<sup>F166</sup>1 The following provisions of this Section of this Part of this Schedule apply to the individual accounts of a small company.

#### Textual Amendments

**F166** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

## <sup>F167</sup>BALANCE SHEET

#### Textual Amendments

**F167** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

- <sup>F168</sup>2 (1) In preparing its balance sheet according to the balance sheet formats set out in Section B of Part I of Schedule 4, a small company may apply all or any of the modifications permitted by paragraphs 3 and 4 below.
- (2) Where any such modifications are applied by a small company, Schedule 4 shall be read as if the balance sheet formats were the formats as modified and references to the formats and the items in them shall be construed accordingly.
- (3) Subject to paragraph 5 below, the notes on the balance sheet formats shall continue to apply to items which have been renumbered or combined into other items by the modifications under paragraphs 3 or 4 below.

*Status: Point in time view as at 05/11/1993.*

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- (4) For the purposes of paragraph 3(3) and (4) of Schedule 4 (power to adapt or combine items), any new item which may be included in a balance sheet by virtue of paragraphs 3 or 4 below shall be treated as one to which an Arabic number is assigned.

#### Textual Amendments

**F168** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

#### *F169* FORMAT I

#### Textual Amendments

**F169** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

- F1703* (1) Format 1 may be modified as follows.
- (2) Of the items (development costs etc.) required to be shown as sub-items of item B.I (intangible assets) there need only be shown the item “goodwill” and the other items may be combined in a new item “other intangible assets”, to be shown after “goodwill”.
- (3) Of the items (land and buildings etc.) required to be shown as sub-items of item B.II (tangible assets) there need only be shown the item “land and buildings” and the other items may be combined in a new item “plant and machinery etc.”, to be shown after “land and buildings”.
- (4) The following items (required to be shown as sub-items of item B.III (investments)) may be combined as follows—
- (a) item B.III.1 (shares in group undertakings) may be combined with item B.III.3 (participating interests) in a new item under the heading “shares in group undertakings and participating interests”, to be shown as the first item under the heading “investments”,
  - (b) item B.III.2 (loans to group undertakings) may be combined with item B.III.4 (loans to undertakings in which the company has a participating interest) in a new item under the heading “loans to group undertakings and undertakings in which the company has a participating interest”, to be shown after the new item mentioned in paragraph (a), and
  - (c) item B.III.6 (other loans) may be combined with item B.III.7 (own shares) in a new item under the heading “others”, to be shown after item B.III.5 (other investments other than loans).
- (5) Of the items (raw materials and consumables etc.) required to be shown as sub-items of item C.I (stocks) there need only be shown the item “payments on account” and the other items may be combined in a new item “stocks”, to be shown before “payments on account”.

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- (6) The following items (required to be shown as sub-items of item C.II (debtors)) may be combined as follows—
- (a) item C.II.2 (amounts owed by group undertakings) may be combined with item C.II.3 (amounts owed by undertakings in which the company has a participating interest) in a new item under the heading “amounts owed by group undertakings and undertakings in which the company has a participating interest”, to be shown after item C.II.1 (trade debtors),
  - (b) item C.II.4 (other debtors) may be combined together with item C.II.5 (called up share capital not paid) and item C.II.6 (prepayments and accrued income) in a new item under the heading “others”, to be shown after the new item mentioned in paragraph (a).
- (7) Of the items (shares in group undertakings etc.) required to be shown as sub-items of item C.III (investments) there need only be shown the item “shares in group undertakings” and the other items may be combined in a new item “other investments”, to be shown after “shares in group undertakings”.
- (8) The following items (required to be shown as sub-items of item E (creditors: amounts falling due within one year)) may be combined as follows—
- (a) item E.6 (amounts owed to group undertakings) may be combined with item E.7 (amounts owed to undertakings in which the company has a participating interest) in a new item under the heading “amounts owed to group undertakings and undertakings in which the company has a participating interest”, to be shown after item E.2 (bank loans and overdrafts) and item E.4 (trade creditors), and
  - (b) item E.1 (debenture loans), item E.3 (payments received on account), item E.5 (bills of exchange payable), item E.8 (other creditors including taxation and social security) and item E.9 (accruals and deferred income) may be combined in a new item under the heading “other creditors”, to be shown after the new item mentioned in paragraph (a).
- (9) The following items (required to be shown as sub-items of item H (creditors: amounts falling due after more than one year)) may be combined as follows—
- (a) item H.6 (amounts owed to group undertakings) may be combined with item H.7 (amounts owed to undertakings in which the company has a participating interest) in a new item under the heading “amounts owed to group undertakings and undertakings in which the company has a participating interest”, to be shown after item H.2 (bank loans and overdrafts) and item H.4 (trade creditors), and
  - (b) item H.1 (debenture loans), item H.3 (payments received on account), item H.5 (bills of exchange payable), item H.8 (other creditors including taxation and social security) and item H.9 (accruals and deferred income) may be combined in a new item under the heading “other creditors”, to be shown after the new item mentioned in paragraph (a).
- (10) The items (pensions and similar obligations etc.) required to be shown as sub-items of item I (provisions for liabilities and charges) and the items (capital redemption reserve etc.) required to be shown as sub-items of item K.IV (other reserves) need not be shown.

*Status: Point in time view as at 05/11/1993.*

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### Textual Amendments

**F170** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

### <sup>F171</sup>FORMAT 2

### Textual Amendments

**F171** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

- <sup>F172</sup>4 (1) Format 2 may be modified as follows.
- (2) Of the items (development costs etc.) required to be shown as sub-items of item B.I (intangible assets) under the general heading “ASSETS” there need only be shown the item “goodwill” and the other items may be combined in a new item “other intangible assets”, to be shown after “goodwill”.
  - (3) Of the items (land and buildings etc.) required to be shown as sub-items of item B.II (tangible assets) under the general heading “ASSETS” there need only be shown the item “land and buildings” and the other items may be combined in a new item “plant and machinery etc.”, to be shown after “land and buildings”.
  - (4) The following items (required to be shown as sub-items of item B.III (investments) under the general heading “ASSETS”) may be combined as follows—
    - (a) item B.III.1 (shares in group undertakings) may be combined with item B.III.3 (participating interests) in a new item under the heading “shares in group undertakings and participating interests”, to be shown as the first item under the heading “investments”,
    - (b) item B.III.2 (loans to group undertakings) may be combined with item B.III.4 (loans to undertakings in which the company has a participating interest) in a new item under the heading “loans to group undertakings and undertakings in which the company has a participating interest”, to be shown after the new item mentioned in paragraph (a), and
    - (c) item B.III.6 (other loans) may be combined with item B.III.7 (own shares) in a new item under the heading “others”, to be shown after item B.III.5 (other investments other than loans).
  - (5) Of the items (raw materials and consumables etc.) required to be shown as sub-items of item C.I (stocks) under the general heading “ASSETS” there need only be shown the item “payments on account” and the other items may be combined in a new item “stocks”, to be shown before “payments on account”.
  - (6) The following items (required to be shown as sub-items of item C.II (debtors) under the general heading “ASSETS”) may be combined as follows—
    - (a) item C.II.2 (amounts owed by group undertakings) may be combined with item C.II.3 (amounts owed by undertakings in which the company has a participating interest) in a new item under the heading “amounts owed by group undertakings and undertakings in which the company has a participating interest”, to be shown after item C.II.1 (trade debtors),

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- (b) item C.II.4 (other debtors) may be combined together with item C.II.5 (called up share capital not paid) and item C.II.6 (prepayments and accrued income) in a new item under the heading “others”, to be shown after the new item mentioned in paragraph (a).
- (7) Of the items (shares in group undertakings etc.) required to be shown as sub-items of item C.III (investments) under the general heading “ASSETS” there need only be shown the item “shares in group undertakings” and the other items may be combined in a new item “other investments”, to be shown after “shares in group undertakings”.
- (8) The following items (required to be shown as sub-items of item C (creditors) under the general heading “LIABILITIES”) may be combined as follows—
  - (a) item C.6 (amounts owed to group undertakings) may be combined with item C.7 (amounts owed to undertakings in which the company has a participating interest) in a new item under the heading “amounts owed to group undertakings and undertakings in which the company has a participating interest”, to be shown after the items for “bank loans and overdrafts” and “trade creditors”, and
  - (b) item C.1 (debenture loans), item C.3 (payments received on account), item C.5 (bills of exchange payable), item C.8 (other creditors including taxation and social security) and item C.9 (accruals and deferred income) may be combined in a new item under the heading “other creditors”, to be shown after the new item mentioned in paragraph (a).
- (9) The items (pensions and similar obligations etc.) required to be shown as sub-items of item B (provisions for liabilities and charges) under the general heading “LIABILITIES” and the items (capital redemption reserve etc.) required to be shown as sub-items of item A.IV (other reserves) under the general heading “LIABILITIES” need not be shown.

**Textual Amendments**

**F172** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

*F173 THE NOTES ON THE BALANCE SHEET FORMATS*

**Textual Amendments**

**F173** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

**F1745** With regard to the notes on the balance sheet formats set out in Section B of Part I to Schedule 4, a small company—

- (a) in the case both of Format 1 and of Format 2, need not comply with the requirements of note (5) if it discloses in the notes to its accounts the aggregate amount included under “debtors” (item C.II in Format 1 and item C.II under the general heading “ASSETS” in Format 2) falling due after more than one year, and

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- (b) in the case of Format 2, need not comply with the requirements of note (13) if it discloses in the notes to its accounts the aggregate amount included under “creditors” (item C under the general heading “LIABILITIES”) falling due within one year and the aggregate amount falling due after one year.

#### Textual Amendments

**F174** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

#### *F175* THE NOTES TO THE ACCOUNTS

#### Textual Amendments

**F175** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

- F176* A small company need not set out in the notes to its accounts any information required by the following paragraphs of Schedule 4—
- 40 (contingent right to allotment of shares),
  - 41 (debentures),
  - 44 (land and buildings),
  - 47 (provision for taxation),
  - 48(2) (particulars of debts),
  - 48(4)(b) (nature of security given for debts),
  - 51(2) (loans provided by way of financial assistance for purchase of own shares),
  - 51(3) (dividend),
  - 53 (separate statement of certain items of income and expenditure),
  - 54 (particulars of tax),
  - 56 (particulars of staff).

#### Textual Amendments

**F176** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

- F177* Where any assets are included in the accounts of a small company at a value determined by the application of a method permitted by paragraph 27 of Schedule 4, the notes to the accounts need not disclose any information required by paragraph 27(3).

#### Textual Amendments

**F177** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2



*Status: Point in time view as at 05/11/1993.*

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- F178**<sup>8</sup> A small company may comply with paragraph 48(1) of Schedule 4 (disclosure of debts repayable in more than 5 years) as if that paragraph stated that the information required by it was to be given in aggregate for all items shown under “creditors” in the company’s balance sheet rather than in respect of each such item.

**Textual Amendments**

**F178** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

- F179**<sup>9</sup> (1) Subject to sub-paragraph (2) below, a small company need not give the information required by paragraph 55 of Schedule 4 (particulars of turnover).
- (2) If the company has supplied geographical markets outside the United Kingdom during the financial year in question, the notes to the accounts shall state the percentage of its turnover that, in the opinion of the company’s directors, is attributable to those markets.
- (3) Paragraph 55(3) of Schedule 4 shall apply for the purposes of sub-paragraph (2) above.

**Textual Amendments**

**F179** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

- F180**<sup>10</sup> A small company need not comply with paragraph 59 of Schedule 4 (dealings with or interests in group undertakings).

**Textual Amendments**

**F180** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

- F181**<sup>11</sup> A small company need not give the information required by paragraph 4 (financial years of subsidiary undertakings) or paragraph 5(2) (valuation of investment in subsidiary undertakings by equity method) of Schedule 5.

**Textual Amendments**

**F181** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

- F182**<sup>12</sup> A small company need not give the information required by paragraph 1(3) (breakdown of aggregate amount of directors’ emoluments), paragraphs 2 to 5 (details of chairman’s and directors’ emoluments) or paragraph 7 (pensions of directors and past directors) of Schedule 6.

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#### Textual Amendments

**F182** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

### <sup>F183</sup>SECTION B

#### GROUP ACCOUNTS

#### Textual Amendments

**F183** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

- <sup>F184</sup>13 (1) Subject to sub-paragraph (2), where a small company—
- (a) has prepared individual accounts for a financial year in accordance with any exemptions set out in Section A of this Part of this Schedule, and
  - (b) is preparing group accounts in respect of the same year,
- it may prepare those group accounts in accordance with the exemptions set out in Section A of this Part of this Schedule.
- (2) In preparing the consolidated balance sheet the company—
- (a) when using either balance sheet format set out in Section B of Part I of Schedule 4, shall not combine item B.III.1 (shares in group undertakings) with item B.III.3 (participating interests), and
  - (b) when applying the exemptions set out in paragraphs 3(4)(b) and 4(4)(b) of Section A of this Part of this Schedule, shall read the reference in each paragraph to the new item mentioned in paragraph (a) as a reference to the two items which will in each case replace item B.III.3 by virtue of paragraph 21 of Schedule 4A.
- (3) Paragraph 1(1) of Schedule 4A shall have effect subject to the exemptions in question.

#### Textual Amendments

**F184** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

### <sup>F185</sup>SECTION C

#### SUPPLEMENTARY PROVISIONS

#### Textual Amendments

**F185** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

*Status: Point in time view as at 05/11/1993.*

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- <sup>F186</sup>14 (1) This paragraph applies where a small company has prepared annual accounts in accordance with any exemptions set out in this Part of this Schedule.
- (2) The annual accounts of the company shall not be deemed, by reason only of the fact that advantage has been taken of any exemptions set out in this Part of this Schedule, not to give a true and fair view as required by this Act.
- (3) Where a company is entitled to, and has taken advantage of, any exemptions set out in this Part of this Schedule, section 235(2) only requires the auditors to state whether in their opinion the annual accounts have been properly prepared in accordance with the provisions of this Act applicable to small companies.

#### Textual Amendments

**F186** Sch. 8: New Pt. I (paras. 1-14) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(3), 2

## [<sup>F187</sup>PART II

### EXEMPTIONS WITH RESPECT TO DIRECTORS' REPORT]

#### Textual Amendments

**F187** Sch. 8: New Pt. II (para. 15) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(4), 3. (By virtue of Sch. para. 1(1) of that amending S.I. the pre-existing Pts. I, II and III of Sch. 8 have become respectively Sections A, B and C of new Pt. III).

- <sup>F188</sup>15 The directors' report of a small company need not give any of the information required by or under the following provisions:—
- (a) section 234(1)(a) and (b) (fair review of business, amount to be paid as dividend and amount to be carried to reserves),
  - (b) paragraph 1 of Schedule 7 (asset values),
  - (c) paragraph 5A of Schedule 7 (insurance effected for officers or auditors),
  - (d) paragraph 6 of Schedule 7 (miscellaneous disclosures),
  - (e) paragraph 10 of Schedule 7 (health, safety and welfare at work of company's employees),
  - (f) paragraph 11 of Schedule 7 (employee involvement).

#### Textual Amendments

**F188** Sch. 8: New Pt. II (para. 15) inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. paras. 1(4), 3

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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>F189</sup>PART III

#### EXEMPTIONS WITH RESPECT TO DELIVERY OF ACCOUNTS]

##### Textual Amendments

**F189** Sch. 8: New Pt. III heading and para. 16 inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. para. 1(5). (By virtue of Sch. para. 1(1)(2) of that amending S.I. the pre-existing Pts. I, II and III (comprising paras. 1-10) of Sch. 8 have become respectively Sections A, B and C (comprising paras. 17-26) of new Pt. III below).

<sup>F190</sup>16 In this Part of this Schedule—  
Section A relates to small companies,  
Section B relates to medium-sized companies, and  
Section C contains supplementary provisions.

##### Textual Amendments

**F190** Sch. 8: New Pt. III heading and para. 16 inserted (16.11.1992) by S.I. 1992/2452, reg. 4(3), Sch. para. 1(5)

### [<sup>F191</sup>SECTION A]

#### SMALL COMPANIES

##### Textual Amendments

**F191** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(1)(2), Pt. I of Sch. 8 (comprising paras. 1-4) has become (16.11.1992) Section A of Pt. III of Sch. 8 (comprising paras. 17-20)

#### <sup>X16</sup>Balance sheet

##### Editorial Information

**X16** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(1)(2), Pt. I of Sch. 8 (comprising paras. 1-4) has become (16.11.1992) Section A of Pt. III of Sch. 8 (comprising paras. 17-20).

[<sup>F192</sup>17(1) The company may deliver a copy of an abbreviated version of the full balance sheet, showing only those items to which a letter or Roman number is assigned in the balance sheet format adopted under Part I of Schedule 4, but in other respects corresponding to the full balance sheet.

(2) If a copy of an abbreviated balance sheet is delivered, there shall be disclosed in it or in a note to the company's accounts delivered—

*Status: Point in time view as at 05/11/1993.*

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- (a) the aggregate of the amounts required by note (5) of the notes on the balance sheet formats set out in Part I of Schedule 4 to be shown separately for each item included under debtors (amounts falling due after one year), and
  - (b) the aggregate of the amounts required by note (13) of those notes to be shown separately for each item included under creditors in Format 2 (amounts falling due within one year or after more than one year).
- (3) The provisions of section 233 as to the signing of the copy of the balance sheet delivered to the registrar apply to a copy of an abbreviated balance sheet delivered in accordance with this paragraph.

#### Textual Amendments

**F192** Sch. 8: para. 1 renumbered as para. 17 (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(2)

#### <sup>x17</sup>Profit and loss account

#### Editorial Information

**X17** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(1)(2), Pt. I of Sch. 8 (comprising paras. 1-4) has become (16.11.1992) Section A of Pt. III of Sch. 8 (comprising paras. 17-20).

[<sup>F193</sup>18] A copy of the company's profit and loss account need not be delivered.

#### Textual Amendments

**F193** Sch. 8: para. 2 renumbered as para. 18 (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(2)

#### <sup>x18</sup>Disclosure of information in notes to accounts

#### Editorial Information

**X18** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(1)(2), Pt. I of Sch. 8 (comprising paras. 1-4) has become (16.11.1992) Section A of Pt. III of Sch. 8 (comprising paras. 17-20).

[<sup>F194</sup>19(1)] Of the information required by Part III of Schedule 4 (information to be given in notes to accounts if not given in the accounts themselves) only the information required by the following provisions need be given—

- paragraph 36 (accounting policies),
- paragraph 38 (share capital),
- paragraph 39 (particulars of allotments),
- paragraph 42 (fixed assets), so far as it relates to those items to which a letter or Roman number is assigned in the balance sheet format adopted,
- [<sup>F195</sup>paragraph 48(1) and (4)(a)] (particulars of debts),
- paragraph 58(1) (basis of conversion of foreign currency amounts into sterling),

*Status: Point in time view as at 05/11/1993.*

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paragraph 58(2) (corresponding amounts for previous financial year), so far as it relates to amounts stated in a note to the company's accounts by virtue of a requirement of Schedule 4 or under any other provision of this Act.

- (2) Of the information required by Schedule 5 to be given in notes to the accounts, the information required by the following provisions need not be given—
- paragraph 4 (financial years of subsidiary undertakings),
  - paragraph 5 (additional information about subsidiary undertakings),
  - paragraph 6 (shares and debentures of company held by subsidiary undertakings),
  - paragraph 10 (arrangements attracting merger relief).
- (3) Of the information required by Schedule 6 to be given in notes to the accounts, the information required by Part I (directors' and chairman's emoluments, pensions and compensation for loss of office) need not be given.
- [<sup>F196</sup>(4) The information required by section 390A(3) (amount of auditors' remuneration) need not be given.]

#### Textual Amendments

**F194** Sch. 8: para. 3 renumbered as para. 19 (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 1(2)**

**F195** Words in Sch. 8 para. 19(1) substituted (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 4(2)**

**F196** Sch. 8 para. 19(4) inserted (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 4(3)**

#### <sup>X19</sup>Directors' report

#### Editorial Information

**X19** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 1(1)(2)**, Pt. I of Sch. 8 (comprising paras. 1-4) has become (16.11.1992) Section A of Pt. III of Sch. 8 (comprising paras. 17-20).

[<sup>F197</sup>20] A copy of the directors' report need not be delivered.

#### Textual Amendments

**F197** Sch. 8: para. 4 renumbered as para. 20 (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 1(2)**

#### [<sup>F198</sup>SECTION B]

#### MEDIUM-SIZED COMPANIES

#### Textual Amendments

**F198** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 1(1)(2)**, Pt. II of Sch. 8 (comprising paras. 5 and 6) has become (16.11.1992) Section B of Pt. III of Sch. 8 (comprising paras. 21 and 22)

*Status: Point in time view as at 05/11/1993.*

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### <sup>X20</sup>*Profit and loss account*

#### **Editorial Information**

**X20** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(1)(2), Pt. II of Sch. 8 (comprising paras. 5 and 6) has become (16.11.1992) Section B of Pt. III of Sch. 8 (comprising paras. 21 and 22)

[<sup>F199</sup>21] The company may deliver a profit and loss account in which the following items listed in the profit and loss account formats set out in Part I of Schedule 4 are combined as one item under the heading “gross profit or loss”—

Items 1, 2, 3 and 6 in Format 1;

Items 1 to 5 in Format 2;

Items A.1, B.1 and B.2 in Format 3;

Items A.1, A.2 and B.1 to B.4 in Format 4.

#### **Textual Amendments**

**F199** Sch. 8: para. 5 renumbered as para. 21 (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(2)

### <sup>X21</sup>*Disclosure of information in notes to accounts*

#### **Editorial Information**

**X21** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(1)(2), Pt. II of Sch. 8 (comprising paras. 5 and 6) has become (16.11.1992) Section B of Pt. III of Sch. 8 (comprising paras. 21 and 22)

[<sup>F200</sup>22] The information required by paragraph 55 of Schedule 4 (particulars of turnover) need not be given.

#### **Textual Amendments**

**F200** Sch. 8: para. 6 renumbered as para. 22 (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(2)

## [<sup>F201</sup>SECTION C]

### SUPPLEMENTARY PROVISIONS

#### **Textual Amendments**

**F201** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(1)(2), Pt. III of Sch. 8 (comprising paras. 7-10) has become (16.11.1992) Section C of Pt. III of Sch. 8 (comprising paras. 23-26)

*Status: Point in time view as at 05/11/1993.*

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### <sup>X22</sup>Statement that advantage taken of exemptions

#### Editorial Information

**X22** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 1(1)(2), Pt. III** of Sch. 8 (comprising paras. 7-10) has become (16.11.1992) Section C of Pt. III of Sch. 8 (comprising paras. 23-26)

- [<sup>F202</sup>23(1) Where the directors of a company take advantage of the exemptions conferred by [<sup>F203</sup>Section A or Section B of this Part] of this Schedule, the company's balance sheet shall contain—
- (a) a statement that advantage is taken of the exemptions conferred by [<sup>F204</sup>Section A or, as the case may be, Section B of this Part] of this Schedule, and
  - (b) a statement of the grounds on which, in the directors' opinion, the company is entitled to those exemptions.
- (2) The statements shall appear in the balance sheet immediately above the signature required by section 233 [<sup>F205</sup>or, where section 246(1A) applies, immediately above the statements required by that section].

#### Textual Amendments

- F202** Sch. 8: para. 7 renumbered as para. 23 (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 1(2)**
- F203** Words in Sch. 8 para. 23(1) substituted (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 4(4)**
- F204** Words in Sch. 8 para. 23(1)(a) substituted (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 4(5)**
- F205** Words in Sch. 8 para. 23(2) inserted (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 4(6)**

### <sup>X23</sup>Special auditors' report

#### Editorial Information

**X23** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 1(1)(2), Pt. III** of Sch. 8 (comprising paras. 7-10) has become (16.11.1992) Section C of Pt. III of Sch. 8 (comprising paras. 23-26)

- [<sup>F206</sup>24(1) If the directors of a company propose to take advantage of the exemptions conferred by [<sup>F207</sup>Section A or Section B of this Part] of this Schedule, it is the auditors' duty to provide them with a report stating whether in their opinion the company is entitled to those exemptions and whether the documents to be proposed to be delivered in accordance with this Schedule are properly prepared.
- (2) The accounts delivered shall be accompanied by a special report of the auditors stating that in their opinion—
- (a) the company is entitled to the exemptions claimed in the directors statement, and



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- (b) the accounts to be delivered are properly prepared in accordance with this Schedule.
- (3) In such a case a copy of the auditors' report under section 235 need not be delivered separately, but the full text of it shall be reproduced in the special report; and if the report under section 235 is qualified there shall be included in the special report any further material necessary to understand the qualification.
- (4) Section 236 (signature of auditors' report) applies to a special report under this paragraph as it applies to a report under section 235.

#### Textual Amendments

- F206** Sch. 8: para. 8 renumbered as para. 24 (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 1(2)**
- F207** Words in Sch. 8 para. 24(1) substituted (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 4(4)**

<sup>x24</sup>*Dormant companies*

#### Editorial Information

- X24** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 1(1)(2), Pt. III** of Sch. 8 (comprising paras. 7-10) has become (16.11.1992) Section C of Pt. III of Sch. 8 (comprising paras. 23-26)

[<sup>F208</sup>25] [<sup>F209</sup>Paragraphs 23 and 24] above do not apply where the company is exempt by virtue of section 250 (dormant companies) from the obligation to appoint auditors.

#### Textual Amendments

- F208** Sch. 8: para. 9 renumbered as para. 25 (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 1(2)**
- F209** Words in Sch. 8 para. 25 substituted (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), **Sch. para. 4(7)**

VALID FROM 11/08/1994

[<sup>F210</sup>*Other companies exempt from audit*]

#### Textual Amendments

- F210** Sch. 8 para. 25A and preceding cross-heading inserted (11.8.1994) by S.I. 1994/1935, reg. 4, **Sch. 1 Pt. I para. 5**

<sup>F211</sup>25A Paragraph 24 above does not apply where the company is exempt by virtue of section 249A (certain categories of small companies) from the obligation to appoint auditors.

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### Textual Amendments

**F211** Sch. 8 para. 25A inserted (11.8.1994) by S.I. 1994/1935, reg. 4, Sch. 1 Pt. I para. 5

### <sup>x25</sup>Requirements in connection with publication of accounts

### Editorial Information

**X25** Sch. 8: by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(1)(2), Pt. III of Sch. 8 (comprising paras. 7-10) has become (16.11.1992) Section C of Pt. III of Sch. 8 (comprising paras. 23-26)

[<sup>F212</sup>26(1) Where advantage is taken of the exemptions conferred by [<sup>F213</sup>Section A or Section B of this Part] of this Schedule, section 240 (requirements in connection with publication of accounts) has effect with the following adaptations.

- (2) Accounts delivered in accordance with [<sup>F214</sup>this Part of this Schedule] and accounts in the form in which they would be required to be delivered apart from [<sup>F214</sup>this Part of this Schedule] are both “statutory accounts” for the purposes of that section.
- (3) References in that section to the auditors’ report under section 235 shall be read, in relation to accounts delivered in accordance with [<sup>F214</sup>this Part of this Schedule], as references to the special report under paragraph 8 above.

### Textual Amendments

**F212** Sch. 8: para. 10 renumbered as para. 26 (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 1(2)

**F213** Words in Sch. 8 para. 26(1) substituted (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 4(4)

**F214** Words in Sch. 8 para. 26(2)(3) substituted (16.11.1992) by virtue of S.I. 1992/2452, reg. 4(3), Sch. para. 4(8)

VALID FROM 01/03/1997

## <sup>F215</sup>PART IV

### INTERPRETATION OF SCHEDULE

### Textual Amendments

**F215** Sch. 8 substituted (1.3.1997) by S.I. 1997/220, reg. 2(2), Sch. 1

*Status: Point in time view as at 05/11/1993.*

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VALID FROM 12/11/2004

*Financial instruments*

- 52A References to “derivatives” include commodity-based contracts that give either contracting party the right to settle in cash or in some other financial instrument, except when such contracts—
- (a) were entered into for the purpose of, and continue to meet, the company’s expected purchase, sale or usage requirements,
  - (b) were designated for such purpose at their inception, and
  - (c) are expected to be settled by delivery of the commodity.

VALID FROM 12/11/2004

- 52B (1) The expressions listed in sub-paragraph (2) have the same meaning as they have in Council Directive [78/660/EEC](#) on the annual accounts of certain types of companies, as amended. <sup>F216</sup>
- (2) Those expressions are “available for sale financial asset”, “business combination”, “commodity-based contracts”, “derivative”, “equity instrument”, “exchange difference”, “fair value hedge accounting system”, “financial fixed asset”, “financial instrument”, “foreign entity”, “hedge accounting”, “hedge accounting system”, “hedged items”, “hedging instrument”, “held for trading purposes”, “held to maturity”, “monetary item”, “receivables”, “reliable market” and “trading portfolio”

**Textual Amendments**

**F216** O.J. L222 of 14.8.1978, page 11, as amended in particular by Directive 2001/65/EEC (O.J. L238 of 27.12.2001, page 28).

*Historical cost accounting rules*

- <sup>F217</sup>53 References to the historical cost accounting rules shall be read in accordance with paragraph 29.

**Textual Amendments**

**F217** [Sch. 8](#) substituted (1.3.1997) by [S.I. 1997/220](#), reg. 2(2), [Sch. 1](#)

*Status: Point in time view as at 05/11/1993.*

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VALID FROM 12/11/2004

*Investment property*

53A “Investment property” means land held to earn rent or for capital appreciation.

*Listed investments*

F218 54 “Listed investment” means an investment as respects which there has been granted a listing on a recognised investment exchange other than an overseas investment exchange within the meaning of the Financial Services Act 1986 or on any stock exchange of repute outside Great Britain.

**Textual Amendments**

F218 Sch. 8 substituted (1.3.1997) by S.I. 1997/220, reg. 2(2), Sch. 1

*Loans*

F219 55 A loan is treated as falling due for repayment, and an instalment of a loan is treated as falling due for payment, on the earliest date on which the lender could require repayment or (as the case may be) payment, if he exercised all options and rights available to him.

**Textual Amendments**

F219 Sch. 8 substituted (1.3.1997) by S.I. 1997/220, reg. 2(2), Sch. 1

*Materiality*

F220 56 Amounts which in the particular context of any provision of this Schedule are not material may be disregarded for the purposes of that provision.

**Textual Amendments**

F220 Sch. 8 substituted (1.3.1997) by S.I. 1997/220, reg. 2(2), Sch. 1

*Provisions*

F221 57 (1) References to provisions for depreciation or diminution in value of assets are to any amount written off by way of providing for depreciation or diminution in value of assets.

*Status: Point in time view as at 05/11/1993.*

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- (2) Any reference in the profit and loss account formats set out in Part I of this Schedule to the depreciation of, or amounts written off, assets of any description is to any provision for depreciation or diminution in value of assets of that description.

**Textual Amendments**

**F221** Sch. 8 substituted (1.3.1997) by S.I. 1997/220, reg. 2(2), Sch. 1

- F222**<sup>58</sup> References to provisions for liabilities or charges are to any amount retained as reasonably necessary for the purpose of providing for any liability or loss which is either likely to be incurred, or certain to be incurred but uncertain as to amount or as to the date on which it will arise.

**Textual Amendments**

**F222** Sch. 8 substituted (1.3.1997) by S.I. 1997/220, reg. 2(2), Sch. 1

*Staff costs*

- F223**<sup>59</sup> (1) “Social security costs” means any contributions by the company to any state social security or pension scheme, fund or arrangement.
- (2) “Pension costs” includes any costs incurred by the company in respect of any pension scheme established for the purpose of providing pensions for persons currently or formerly employed by the company, any sums set aside for the future payment of pensions directly by the company to current or former employees and any pensions paid directly to such persons without having first been set aside.
- (3) Any amount stated in respect of the item “social security costs” or in respect of the item “wages and salaries” in the company’s profit and loss account shall be determined by reference to payments made or costs incurred in respect of all persons employed by the company during the financial year under contracts of service.

**Textual Amendments**

**F223** Sch. 8 substituted (1.3.1997) by S.I. 1997/220, reg. 2(2), Sch. 1

*Status: Point in time view as at 05/11/1993.*

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[<sup>F224</sup>SCHEDULE 8A

FORM AND CONTENT OF ABBREVIATED ACCOUNTS  
OF SMALL COMPANIES DELIVERED TO REGISTRAR]

**Textual Amendments**

**F224** Sch. 8A inserted (1.3.1997) by S.I. 1997/220, reg. 2(3), Sch. 2

[<sup>F237</sup>SCHEDULE 9

Section 258.

[<sup>F238</sup>SPECIAL PROVISIONS FOR BANKING COMPANIES AND GROUPS]

**Textual Amendments**

**F237** Sch. 9 Pts. I-V (paras. 2-36) renumbered as Part I by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)

**F238** Sch. 9: heading substituted (2.12.1991) by virtue of S.I. 1991/2705, regs. 5(3), 9

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

**C20** Sch. 9 (except para. 2(a)-(d), para. 3(c)-(e) and para. 10(1)(c)) applied with modifications by S.I. 1985/680, regs. 4-6, Sch.

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<sup>F239</sup><sub>1</sub>

**Textual Amendments**

**F239** Sch. 9: introductory paragraph preceding Part I, together with its heading repealed (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. 18(3)(4), 212, 213(2), Sch. 7, Sch. 24

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[<sup>F251</sup>PART I

INDIVIDUAL ACCOUNTS]

**Textual Amendments**

**F251** Sch. 9 Pt. I paras. 1-87 inserted (2.12.1991) by S.I. 1991/2705, regs. 5(4), 9, **Sch. 1**

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

**C21** Sch. 9 Pt. I modified (coming into force in accordance with s. 3 of the amending Act) by 1999 c. iv, ss. 3, 7(6)

**C22** Sch. 9 Pt. 1 extended (24.6.2003) by The Uncertificated Securities (Amendment) (Eligible Debt Securities) Regulations 2003 (S.I. 2003/1633), reg. 15, **Sch. 2 para. 2(e)**

**CHAPTER 1**

GENERAL RULES AND FORMATS

*SECTION A*

*GENERAL RULES*

- 1 (1) Subject to the following provisions of this Part of this Schedule:
    - (a) every balance sheet of a company shall show the items listed in the balance sheet format set out below in section B of this Chapter of this Schedule; and
    - (b) every profit and loss account of a company shall show the items listed in either of the profit and loss account formats so set out;

in either case in the order and under the headings and sub-headings given in the format adopted.
  - (2) Sub-paragraph (1) above is not to be read as requiring the heading or sub-heading for any item to be distinguished by any number or letter assigned to that item in the format adopted.
  - (3) Where the heading of an item in the format adopted contains any wording in square brackets, that wording may be omitted if not applicable to the company.
- 
- 2 (1) Where in accordance with paragraph 1 a company's profit and loss account for any financial year has been prepared by reference to one of the formats set out in section B below, the directors of the company shall adopt the same format in preparing the profit and loss account for subsequent financial years of the company unless in their opinion there are special reasons for a change.
  - (2) Particulars of any change in the format adopted in preparing a company's profit and loss account in accordance with paragraph 1 shall be disclosed, and the reasons for

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the change shall be explained, in a note to the accounts in which the new format is first adopted.

- 3 (1) Any item required in accordance with paragraph 1 to be shown in a company's balance sheet or profit and loss account may be shown in greater detail than so required.
- (2) A company's balance sheet or profit and loss account may include an item representing or covering the amount of any asset or liability, income or expenditure not specifically covered by any of the items listed in the balance sheet format provided or the profit and loss account format adopted, but the following shall not be treated as assets in any company's balance sheet:
- (i) preliminary expenses;
  - (ii) expenses of and commission on any issue of shares or debentures; and
  - (iii) costs of research.
- (3) Items to which lower case letters are assigned in any of the formats set out in section B below may be combined in a company's accounts for any financial year if either:
- (a) their individual amounts are not material for the purpose of giving a true and fair view; or
  - (b) the combination facilitates the assessment of the state of affairs or profit or loss of the company for that year;
- but in a case within paragraph (b) the individual amounts of any items so combined shall be disclosed in a note to the accounts and any notes required by this Schedule to the items so combined shall, notwithstanding the combination, be given.
- (4) Subject to paragraph 4(3) below, a heading or sub-heading corresponding to an item listed in the balance sheet format or the profit and loss account format adopted in preparing a company's balance sheet or profit and loss account shall not be included if there is no amount to be shown for that item in respect of the financial year to which the balance sheet or profit and loss account relates.
- 4 (1) In respect of every item shown in the balance sheet or profit and loss account, there shall be shown or stated the corresponding amount for the financial year immediately preceding that to which the accounts relate.
- (2) Where the corresponding amount is not comparable with the amount to be shown for the item in question in respect of the financial year to which the balance sheet or profit and loss account relates, the former amount shall be adjusted and particulars of the adjustment and the reasons for it shall be given in a note to the accounts.
- (3) Paragraph 3(4) does not apply in any case where an amount can be shown for the item in question in respect of the financial year immediately preceding that to which the balance sheet or profit and loss account relates, and that amount shall be shown under the heading or sub-heading required by paragraph 1 for that item.
- 5 (1) Subject to the following provisions of this paragraph and without prejudice to note (6) to the balance sheet format, amounts in respect of items representing assets or income may not be set off against amounts in respect of items representing liabilities or expenditure (as the case may be), or vice versa.



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- (2) Charges required to be included in profit and loss account format 1, items 11(a) and 11(b) or format 2, items A7(a) and A7(b) may however be set off against income required to be included in format 1, items 12(a) and 12(b) or format 2, items B5(a) and B5(b) and the resulting figure shown as a single item (in format 2 at position A7 if negative and at position B5 if positive).
- (3) Charges required to be included in profit and loss account format 1, item 13 or format 2, item A8 may also be set off against income required to be included in format 1, item 14 or format 2, item B6 and the resulting figure shown as a single item (in format 2 at position A8 if negative and at position B6 if positive).
- 6 (1) Assets shall be shown under the relevant balance sheet headings even where the company has pledged them as security for its own liabilities or for those of third parties or has otherwise assigned them as security to third parties.
- (2) A company shall not include in its balance sheet assets pledged or otherwise assigned to it as security unless such assets are in the form of cash in the hands of the company.
- 7 Assets acquired in the name of and on behalf of third parties shall not be shown in the balance sheet.
- 8 Every profit and loss account of a company shall show separately as additional items:
- (a) any amount set aside or proposed to be set aside to, or withdrawn or proposed to be withdrawn from, reserves; and
- (b) the aggregate amount of any dividends paid and proposed.

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- 8A The directors of a company must, in determining how amounts are presented within items in the profit and loss account and balance sheet, have regard to the substance of the reported transaction or arrangement, in accordance with generally accepted accounting principles or practice.

## SECTION B

### THE REQUIRED FORMATS FOR ACCOUNTS

#### Preliminary

- 9 (1) References in this Part of this Schedule to the balance sheet format or to profit and loss account formats are to the balance sheet format or profit and loss account formats set out below and references to the items listed in any of the formats are to those items read together with any of the notes following the formats which apply to any of those items.

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- (2) The requirement imposed by paragraph 1 of this Part of this Schedule to show the items listed in any such format in the order adopted in the format is subject to any provision in the notes following the formats for alternative positions for any particular items.

10 A number in brackets following any item in any of the formats set out below is a reference to the note of that number in the notes following the formats

### **Balance Sheet Format**

#### ASSETS

1. Cash and balances at central [or post office] banks(1)
2. Treasury bills and other eligible bills(20)
  - (a) Treasury bills and similar securities(2)
  - (b) Other eligible bills(3)
3. Loans and advances to banks(4),(20)
  - (a) Repayable on demand
  - (b) Other loans and advances
4. Loans and advances to customers(5),(20)
5. Debt securities [and other fixed income securities](6),(20)
  - (a) Issued by public bodies
  - (b) Issued by other issuers
7. Participation interests.
8. Shares in group undertakings.
9. Intangible fixed assets(7)
10. Tangible fixed assets(8)
11. Called up capital not paid(9)
12. Own shares(10)
13. Other assets.
14. Called up capital not paid(9)
15. Prepayments and accrued income

Total assets

#### LIABILITIES

1. Deposits by banks(11),(20)
  - (a) Repayable on demand
  - (b) With agreed maturity dates or periods of notice
2. Customer accounts (12) (20)
  - (a) Repayable on demand
  - (b) With agreed maturity dates or periods of notice
3. Debt securities in issue(13),(20)
  - (a) Bonds and medium term notes
  - (b) Others
4. Other liabilities
5. Accruals and deferred income

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6. Provisions for liabilities and charges
  - (a) Provisions for pensions and similar obligations
  - (b) Provisions for tax
  - (c) Other provisions
7. Subordinated(14),(20)
8. Called up sharer capital(15)
9. Share premium account
10. Reserves
  - (a) Capital redemption reserve
  - (b) Reserve for own shares
  - (c) Reserves provided for by the articles of association
  - (d) Other reserves
11. Revaluation reserve
12. Profit and loss account

Total liabilities

#### MEMORANDUM ITEMS

1. Contingent liabilities(16)
  - (1) Acceptances and endorsements
  - (2) Guarantees and assets pledged as collateral security (17)
  - (3) Other contingent liabilities
2. Commitments(18)
  - (1) Commitments arising out of sale and option to resell transactions (19)
  - (2) Other commitments

*Notes on the balance sheet format and memorandum items*

(1) *Cash and balances at central [or post office] banks*

(Assets item 1)

Cash shall comprise all currency including foreign notes and coins.

Only those balances which may be withdrawn without notice and which are deposited with central or post office banks of the country or countries in which the company is established shall be included in this item. All other claims on central or post office banks must be shown under Assets items 3 or 4.

(2) *Treasury bills and other eligible bills: Treasury bills and similar securities*

(Assets item 2(a))

Treasury bills and similar securities shall comprise treasury bills and similar debt instruments issued by public bodies which are eligible for refinancing with central banks of the country or countries in which the company is established. Any treasury bills or similar debt instruments not so eligible shall be included under Assets item 5, sub-item (a).

(3) *Treasury bills and other eligible bills: Other eligible bills*

(Assets item 2(b))

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Other eligible bills shall comprise all bills purchased to the extent that they are eligible, under national law, for refinancing with the central banks of the country or countries in which the company is established.

(4) *Loans and advances to banks*

(Assets item 3)

Loans and advances to banks shall comprise all loans and advances to domestic or foreign credit institutions made by the company arising out of banking transactions. However loans and advances to credit institutions represented by debt securities or other fixed income securities shall be included under Assets item 5 and not this item.

(5) *Loans and advances to customers*

(Assets item 4)

Loans and advances to customers shall comprise all types of assets in the form of claims on domestic and foreign customers other than credit institutions. However loans and advances represented by debt securities or other fixed income securities shall be included under Assets item 5 and not this item.

(6) *Debt securities [and other fixed income securities]*

(Assets item 5)

This item shall comprise transferable debt securities and any other transferable fixed income securities issued by credit institutions, other undertakings or public bodies. Debt securities and other fixed income securities issued by public bodies shall however only be included in this item if they may not be shown under Assets item 2.

Where a company holds its own debt securities these shall not be included under this item but shall be deducted from Liabilities item 3(a) or (b), as appropriate.

Securities bearing interest rates that vary in accordance with specific factors, for example the interest rate on the inter-bank market or on the Euromarket, shall also be regarded as fixed income securities to be included under this item.

(7) *Intangible fixed assets*

(Assets item 9)

This item shall comprise:

- (a) development costs;
- (b) concessions, patents, licences, trade marks and similar rights and assets;
- (c) goodwill; and
- (d) payments on account.

Amounts shall, however, be included in respect of (b) only if the assets were acquired for valuable consideration or the assets in question were created by the company itself.

Amounts representing goodwill shall only be included to the extent that the goodwill was acquired for valuable consideration.

There shall be disclosed, in a note to the accounts, the amount of any goodwill included in this item.

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(8) *Tangible fixed assets*

(Assets item 10)

This item shall comprise:

- land and buildings;
- plant and machinery;
- fixtures and fittings, tools and equipment; and
- payments on account and assets in the course of construction.

There shall be disclosed in a note to the accounts the amount included in this item with respect to land and buildings occupied by the company for its own activities.

(9) *Called up capital not paid*

(Assets items 11 and 14)

The two positions shown for this item are alternatives.

(10) *Own shares*

(Assets item 12)

The nominal value of the shares held shall be shown separately under this item.

(11) *Deposits by banks*

(Liabilities item 1)

Deposits by banks shall comprise all amounts arising out of banking transactions owed to other domestic or foreign credit institutions by the company. However liabilities in the form of debt securities and any liabilities for which transferable certificates have been issued shall be included under Liabilities item 3 and not this item.

(12) *Customer accounts*

(Liabilities item 2)

This item shall comprise all amounts owed to creditors that are not credit institutions. However liabilities in the form of debt securities and any liabilities for which transferable certificates have been issued shall be shown under Liabilities item 3 and not this item.

(13) *Debt securities in issue*

(Liabilities item 3)

This item shall include both debt securities and debts for which transferable certificates have been issued, including liabilities arising out of own acceptances and promissory notes. (Only acceptances which a company has issued for its own refinancing and in respect of which it is the first party liable shall be treated as own acceptances.)

(14) *Subordinated liabilities*

(Liabilities item 7)

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This item shall comprise all liabilities in respect of which there is a contractual obligation that, in the event of winding up or bankruptcy, they are to be repaid only after the claims of other creditors have been met.

This item shall include all subordinated liabilities, whether or not a ranking has been agreed between the subordinated creditors concerned.

(15) *Called up share capital*

(Liabilities item 8)

The amount of allotted share capital and the amount of called up share capital which has been paid up shall be shown separately.

(16) *Contingent liabilities*

(Memorandum item 1)

This item shall include all transactions whereby the company has underwritten the obligations of a third party.

Liabilities arising out of the endorsement of rediscounted bills shall be included in this item. Acceptances other than own acceptances shall also be included.

(17) *Contingent liabilities: Guarantees and assets pledged as collateral security*

(Memorandum item 1(2))

This item shall include all guarantee obligations incurred and assets pledged as collateral security on behalf of third parties, particularly in respect of sureties and irrevocable letters of credit.

(18) *Commitments*

(Memorandum item 2)

This item shall include every irrevocable commitment which could give rise to a credit risk.

(19) *Commitments: Commitments arising out of sale and option to resell transactions*

(Memorandum item 2(1))

This sub-item shall comprise commitments entered into by the company in the context of sale and option to resell transactions.

(20) *Claims on, and liabilities to, undertakings in which a participating interest is held or group undertakings*

(Assets items 2 to 5, Liabilities items 1 to 3 and 7)

The following information must be given either by way of subdivision of the relevant items or by way of notes to the accounts.

The amount of the following must be shown for each of Assets items 2 to 5:

- (a) claims on group undertakings included therein; and
- (b) claims on undertakings in which the company has a participating interest included therein.

The amount of the following must be shown for each of Liabilities items 1, 2, 3 and 7:

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- (i) liabilities to group undertakings included therein; and
- (ii) liabilities to undertakings in which the company has a participating interest included therein.

### **Special rules**

#### *Subordinated assets*

- 11 (1) The amount of any assets that are subordinated must be shown either as a subdivision of any relevant asset item or in the notes to the accounts; in the latter case disclosure shall be by reference to the relevant asset item or items in which the assets are included.
- (2) In the case of Assets items 2 to 5 in the balance sheet format, the amounts required to be shown by note (20) to the format as sub-items of those items shall be further subdivided so as to show the amount of any claims included therein that are subordinated.
- (3) For this purpose, assets are subordinated if there is a contractual obligation to the effect that, in the event of winding up or bankruptcy, they are to be repaid only after the claims of other creditors have been met, whether or not a ranking has been agreed between the subordinated creditors concerned.

#### *Syndicated loans*

- 12 (1) Where a company is a party to a syndicated loan transaction the company shall include only that part of the total loan which it itself has funded.
- (2) Where a company is a party to a syndicated loan transaction and has agreed to reimburse (in whole or in part) any other party to the syndicate any funds advanced by that party or any interest thereon upon the occurrence of any event, including the default of the borrower, any additional liability by reason of such a guarantee shall be included as a contingent liability in Memorandum item 1, sub-item (2).

#### *Sale and repurchase transactions*

- 13 (1) The following rules apply where a company is a party to a sale and repurchase transaction.
- (2) Where the company is the transferor of the assets under the transaction:
- (a) the assets transferred shall, notwithstanding the transfer, be included in its balance sheet;
  - (b) the purchase price received by it shall be included in its balance sheet as an amount owed to the transferee; and
  - (c) the value of the assets transferred shall be disclosed in a note to its accounts.
- (3) Where the company is the transferee of the assets under the transaction it shall not include the assets transferred in its balance sheet but the purchase price paid by it to the transferor shall be so included as an amount owed by the transferor.

#### *Sale and option to resell transactions*

- 14 (1) The following rules apply where a company is a party to a sale and option to resell transaction.

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- (2) Where the company is the transferor of the assets under the transaction it shall not include in its balance sheet the assets transferred but it shall enter under Memorandum item 2 an amount equal to the price agreed in the event of repurchase.
- (3) Where the company is the transferee of the assets under the transaction it shall include those assets in its balance sheet.

### *Managed funds*

- 15 (1) For the purposes of this paragraph “managed funds” are funds which the company administers in its own name but on behalf of others and to which it has legal title.
- (2) The company shall, in any case where claims and obligations arising in respect of managed funds fall to be treated as claims and obligations of the company, adopt the following accounting treatment: claims and obligations representing managed funds are to be included in the company’s balance sheet, with the notes to the accounts disclosing the total amount included with respect to such assets and liabilities in the balance sheet and showing the amount included under each relevant balance sheet item in respect of such assets or (as the case may be) liabilities.

### **Profit and Loss Account Formats**

#### FORMAT 1

##### *Vertical layout*

#### 1. Interest receivable(1)

- (1) Interest receivable and similar income arising from debt securities [and other fixed income securities]
- (2) Other interest receivable and similar income

#### 2. Interest payable(2)

#### 3. Dividend income

- (a) Income from equity shares [and other variable-yield securities]
- (b) Income from participating interests
- (c) Income from shares in group undertakings

#### 4. Fees and commissions receivable(3)

#### 5. Fees and commissions payable(4)

#### 6. Dealing [profits][losses](5)

#### 7. Other operating income

#### 8. Administrative expenses

- (a) Staff costs
  - (i) Wages and salaries
  - (ii) Social security costs
  - (iii) Other pension costs
- (b) Other administrative expenses

#### 9. Depreciation and amortisation(6)

#### 10. Other operating charges

#### 11. Provisions

- (a) Provisions for bad and doubtful debts(7)
- (b) Provisions for contingent liabilities and commitments(8)



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12. Adjustments to provisions
  - (a) Adjustments to provisions for bad and doubtful debts(9)
  - (b) Adjustments to provisions for contingent liabilities and commitments(10)
13. Amounts written off fixed asset investments(11)
14. Adjustments to amounts written off fixed asset investments(12)
15. [Profit] [loss] on ordinary activities before tax
16. Tax on [profit] [loss] on ordinary activities
- 17 [Profit] [loss] on ordinary activities after tax
- 18 Extraordinary income
19. Extraordinary charges
20. Extraordinary [profit] [loss]
21. Tax on extraordinary [profit] [loss]
22. Extraordinary [profit] [loss] after tax
- 23 Other taxes not shown under the preceding items
24. [Profit] [loss] for the financial yearSchedule 1Part I  
FORMAT 2  
*Horizontal layout*

1. Interest payable(2 )
  - 2.. Fees and commissions payable(4)
  3. Dealing losses(5)
  4. Administrative expenses
    - (a) Staff costs
      - (i) Wages and salaries
      - (ii) Social security costs
      - (iii) Other pension costs
    - (b) Other administrative expenses
  5. Depreciation and amortisation(6)
  6. Other operating charges
  7. Provisions
    - (a) Provisions for bad and doubtful debts(7)
    - (b) Provisions for contingent liabilities and commitments(8)
  8. Amounts written off fixed asset investments(11)
  9. Profit on ordinary activities before tax
  10. Tax on [profit] [loss] on ordinary activities
  11. Profit on ordinary activities after tax
  12. Extraordinary charges
  13. Tax on extraordinary [profit] [loss]
  14. Extraordinary loss after tax
  15. Other taxes not shown under the preceding items
  16. Profit for the financial year
- A. Charges
1. Interest payable(2 )
  - 2.. Fees and commissions payable(4)

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3. Dealing losses(5)
4. Administrative expenses
  - (a) Staff costs
    - (i) Wages and salaries
    - (ii) Social security costs
    - (iii) Other pension costs
  - (b) Other administrative expenses
5. Depreciation and amortisation(6)
6. Other operating charges
7. Provisions
  - (a) Provisions for bad and doubtful debts(7)
  - (b) Provisions for contingent liabilities and commitments(8)
8. Amounts written off fixed asset investments(11)
9. Profit on ordinary activities before tax
10. Tax on [profit] [loss] on ordinary activities
11. Profit on ordinary activities after tax
12. Extraordinary charges
13. Tax on extraordinary [profit] [loss]
14. Extraordinary loss after tax
15. Other taxes not shown under the preceding items
16. Profit for the financial year
- B. Income
  - 1 Interest receivable(1)
    - (1) Interest receivable and similar income arising from debt securities [and other fixed income securities]
    - (2) Other interest receivable and similar income
      2. Dividend income
        - (a) Income from equity shares [and other variable-yield securities]
        - (b) Income from participating interests
        - (c) Income from shares in group undertakings
      3. Fees and commissions receivable(3)
      4. Dealing profits(5)
      5. Adjustments to provisions
        - (a) Adjustments to provisions for bad and doubtful debts(9)
        - (b) Adjustments to provisions for contingent liabilities and commitments(10)
      6. Adjustments to amounts written off fixed asset investments(12)
      7. Other operating income
      8. Loss on ordinary activities before tax
      9. Loss on ordinary activities after tax

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10. Extraordinary income

11. Extraordinary profit after tax

12. Loss for the financial year

### **Notes on the profit and loss account formats**

#### *(1) Interest receivable*

(Format 1, item 1; Format 2, item B1)

This item shall include all income arising out of banking activities, including:

- (a) income from assets included in Assets items 1 to 5 in the balance sheet format, however calculated;
- (b) income resulting from covered forward contracts spread over the actual duration of the contract and similar in nature to interest; and
- (c) fees and commissions receivable similar in nature to interest and calculated on a time basis or by reference to the amount of the claim (but not other fees and commissions receivable).

#### *(2) Interest payable*

(Format 1, item 2; Format 2, item A1)

This item shall include all expenditure arising out of banking activities, including:

- (a) charges arising out of liabilities included in Liabilities items 1, 2, 3 and 7 in the balance sheet format, however calculated;
- (b) charges resulting from covered forward contracts, spread over the actual duration of the contract and similar in nature to interest; and
- (c) fees and commissions payable similar in nature to interest and calculated on a time basis or by reference to the amount of the liability (but not other fees and commissions payable).

#### *(3) Fees and commissions receivable*

(Format 1, item 4; Format 2, item B3)

Fees and commissions receivable shall comprise income in respect of all services supplied by the company to third parties, but not fees or commissions required to be included under interest receivable (Format 1, item 1; Format 2, item B1).

In particular the following fees and commissions receivable must be included (unless required to be included under interest receivable):

- fees and commissions for guarantees, loan administration on behalf of other lenders and securities transactions;
- fees, commissions and other income in respect of payment transactions, account administration charges and commissions for the safe custody and administration of securities;
- fees and commissions for foreign currency transactions and for the sale and purchase of coin and precious metals; and
- fees and commissions charged for brokerage services in connection with savings and insurance contracts and loans.

#### *(4) Fees and commissions payable*

(Format 1, item 5; Format 2, item A2)

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Fees and commissions payable shall comprise charges for all services rendered to the company by third parties but not fees or commissions required to be included under interest payable (Format 1, item 2; Format 2, item A1).

In particular the following fees and commissions payable must be included (unless required to be included under interest payable):

- fees and commissions for guarantees, loan administration and securities transactions;
- fees, commissions and other charges in respect of payment transactions, account administration charges and commissions for the safe custody and administration of securities;
- fees and commissions for foreign currency transactions and for the sale and purchase of coin and precious metals; and
- fees and commissions for brokerage services in connection with savings and insurance contracts and loans.

(5) *Dealing [profits] [losses]*

(Format 1, item 6; Format 2, items B4 and A3)

This item shall comprise:

- (a) the net profit or net loss on transactions in securities which are not held as financial fixed assets together with amounts written off or written back with respect to such securities, including amounts written off or written back as a result of the application of paragraph 34(1) below;
- (b) the net profit or loss on exchange activities, save in so far as the profit or loss is included in interest receivable or interest payable (Format 1, items 1 or 2; Format 2, items B1 or A1); and
- (c) the net profits and losses on other dealing operations involving financial instruments, including precious metals.

(6) *Depreciation and amortisation*

(Format 1, item 9; Format 2, item A5)

This item shall comprise depreciation and other amounts written off in respect of balance sheet Assets items 9 and 10.

(7) *Provisions: Provisions for bad and doubtful debts*

(Format 1, item 11(a); Format 2, item A7(a))

Provisions for bad and doubtful debts shall comprise charges for amounts written off and for provisions made in respect of loans and advances shown under balance sheet Assets items 3 and 4.

(8) *Provisions: Provisions for contingent liabilities and commitments*

(Format 1, item 11(b); Format 2, item A7(b))

This item shall comprise charges for provisions for contingent liabilities and commitments of a type which would, if not provided for, be shown under Memorandum items 1 and 2.

(9) *Adjustments to provisions: Adjustments to provisions for bad and doubtful debts*

(Format 1, item 12(a); Format 2, item B5(a))

This item shall include credits from the recovery of loans that have been written off, from other advances written back following earlier write offs and from the reduction of provisions previously made with respect to loans and advances.

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(10) *Adjustments to provisions: Adjustments to provisions for contingent liabilities and commitments*

(Format 1, item 12(b); Format 2, item B5(b))

This item comprises credits from the reduction of provisions previously made with respect to contingent liabilities and commitments.

(11) *Amounts written off fixed asset investments*

(Format 1, item 13; Format 2, item A8)

Amounts written off fixed asset investments shall comprise amounts written off in respect of assets which are transferable securities held as financial fixed assets, participating interests and shares in group undertakings and which are included in Assets items 5 to 8 in the balance sheet format.

(12) *Adjustments to amounts written off fixed asset investments*

(Format 1, item 14; Format 2, item B6)

Adjustments to amounts written off fixed asset investments shall include amounts written back following earlier write offs and provisions in respect of assets which are transferable securities held as financial fixed assets, participating interests and group undertakings and which are included in Assets items 5 to 8 in the balance sheet format.

## CHAPTER II

### ACCOUNTING PRINCIPLES AND RULES

#### SECTION A

#### ACCOUNTING PRINCIPLES

16 Subject to paragraph 22 below, the amounts to be included in respect of all items shown in a company's accounts shall be determined in accordance with the principles set out in paragraphs 17 to 21.

Accounting principles

17 The company shall be presumed to be carrying on business as a going concern.

18 Accounting policies shall be applied consistently within the same accounts and from one financial year to the next.

19 The amount of any item shall be determined on a prudent basis, and in particular:

- (a) only profits realised at the balance sheet date shall be included in the profit and loss account; and
- (b) all liabilities and losses which have arisen or are likely to arise in respect of the financial year to which the accounts relate or a previous financial year shall be taken into account, including those which only become apparent

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between the balance sheet date and the date on which it is signed on behalf of the board of directors in pursuance of section 233 of this Act.

- 20 All income and charges relating to the financial year to which the accounts relate shall be taken into account, without regard to the date of receipt or payment.
- 21 In determining the aggregate amount of any item the amount of each individual asset or liability that falls to be taken into account shall be determined separately.

**Departure from the accounting principles**

- 22 If it appears to the directors of a company that there are special reasons for departing from any of the principles stated above in preparing the company's accounts in respect of any financial year they may do so, but particulars of the departure, the reasons for it and its effect shall be given in a note to the accounts.

*SECTION B*

*VALUATION RULES*

*HISTORICAL COST ACCOUNTING RULES*

*Preliminary*

- 23 Subject to paragraphs 39 to 44 of this Part of this Schedule, the amounts to be included in respect of all items shown in a company's accounts shall be determined in accordance with the rules set out in paragraphs 24 to 38 of this Part of this Schedule.

*Fixed assets*

*General rules*

- 24 Subject to any provision for depreciation or diminution in value made in accordance with paragraph 25 or 26 the amount to be included in respect of any fixed asset shall be its cost.
- 25 In the case of any fixed asset which has a limited useful economic life, the amount of:
- (a) its cost; or
  - (b) where it is estimated that any such asset will have a residual value at the end of the period of its useful economic life, its cost less that estimated residual value;

shall be reduced by provisions for depreciation calculated to write off that amount systematically over the period of the asset's useful economic life.

- 26 (1) Where a fixed asset investment of a description falling to be included under Assets items 7 (Participating interests) or 8 (Shares in group undertakings) in the balance sheet format, or any other holding of securities held as a financial fixed asset, has

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diminished in value, provisions for diminution in value may be made in respect of it and the amount to be included in respect of it may be reduced accordingly; and any such provisions which are not shown in the profit and loss account shall be disclosed (either separately or in aggregate) in a note to the accounts.

- (2) Provisions for diminution in value shall be made in respect of any fixed asset which has diminished in value if the reduction in its value is expected to be permanent (whether its useful economic life is limited or not), and the amount to be included in respect of it shall be reduced accordingly; and any such provisions which are not shown in the profit and loss account shall be disclosed (either separately or in aggregate) in a note to the accounts.
- (3) Where the reasons for which any provision was made in accordance with sub-paragraph (1) or (2) have ceased to apply to any extent, that provision shall be written back to the extent that it is no longer necessary; and any amounts written back in accordance with this sub-paragraph which are not shown in the profit and loss account shall be disclosed (either separately or in aggregate) in a note to the accounts.

#### *Development costs*

- 27 (1) Notwithstanding that amounts representing “development costs” may be included under Assets item 9 in the balance sheet format, an amount may only be included in a company’s balance sheet in respect of development costs in special circumstances.
- (2) If any amount is included in a company’s balance sheet in respect of development costs the following information shall be given in a note to the accounts:
  - (a) the period over which the amount of those costs originally capitalised is being or is to be written off; and
  - (b) the reasons for capitalising the development costs in question.

#### *Goodwill*

- 28 (1) The application of paragraphs 24 to 26 in relation to goodwill (in any case where goodwill is treated as an asset) is subject to the following provisions of this paragraph.
- (2) Subject to sub-paragraph (3) below the amount of the consideration for any goodwill acquired by a company shall be reduced by provisions for depreciation calculated to write off that amount systematically over a period chosen by the directors of the company.
- (3) The period chosen shall not exceed the useful economic life of the goodwill in question.
- (4) In any case where any goodwill acquired by a company is included as an asset in the company’s balance sheet the period chosen for writing off the consideration for that goodwill and the reasons for choosing that period shall be disclosed in a note to the accounts.

#### *Intangible and tangible fixed assets*

- 29 Assets included in Assets items 9 (Intangible fixed assets) and 10 (Tangible fixed assets) in the balance sheet format shall be valued as fixed assets.

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#### *Other fixed assets*

- 30 Other assets falling to be included in the balance sheet shall be valued as fixed assets where they are intended for use on a continuing basis in the company's activities.

#### *Financial fixed assets*

- 31 (1) Debt securities, including fixed income securities, held as financial fixed assets shall be included in the balance sheet at an amount equal to their maturity value plus any premium, or less any discount, on their purchase, subject to the following provisions of this paragraph.
- (2) The amount included in the balance sheet with respect to such securities purchased at a premium shall be reduced each financial year on a systematic basis so as to write the premium off over the period to the maturity date of the security and the amounts so written off shall be charged to the profit and loss account for the relevant financial years.
- (3) The amount included in the balance sheet with respect to such securities purchased at a discount shall be increased each financial year on a systematic basis so as to extinguish the discount over the period to the maturity date of the security and the amounts by which the amount is increased shall be credited to the profit and loss account for the relevant years.
- (4) The notes to the accounts shall disclose the amount of any unamortised premium or discount not extinguished which is included in the balance sheet by virtue of sub-paragraph (1).
- (5) For the purposes of this paragraph "premium" means any excess of the amount paid for a security over its maturity value and "discount" means any deficit of the amount paid for a security over its maturity value.

#### *Current assets*

- 32 The amount to be included in respect of loans and advances, debt or other fixed income securities and equity shares or other variable yield securities not held as financial fixed assets shall be their cost, subject to paragraphs 33 and 34 below.
- 33 (1) If the net realisable value of any asset referred to in paragraph 32 is lower than its cost the amount to be included in respect of that asset shall be the net realisable value.
- (2) Where the reasons for which any provision for diminution in value was made in accordance with sub-paragraph (1) have ceased to apply to any extent, that provision shall be written back to the extent that it is no longer necessary.
- 34 (1) Subject to paragraph 33 above, the amount to be included in the balance sheet in respect of transferable securities not held as financial fixed assets may be the higher of their cost or their market value at the balance sheet date.
- (2) The difference between the cost of any securities included in the balance sheet at a valuation under sub-paragraph (1) and their market value shall be shown (in aggregate) in the notes to the accounts.

#### *Miscellaneous and supplementary provisions*



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*Excess of money owed over value received as an asset item*

- 35 (1) Where the amount repayable on any debt owed by a company is greater than the value of the consideration received in the transaction giving rise to the debt, the amount of the difference may be treated as an asset. Schedule 1 Part I
- (2) Where any such amount is so treated:
- (a) it shall be written off by reasonable amounts each year and must be completely written off before repayment of the debt; and
  - (b) if the current amount is not shown as a separate item in the company's balance sheet it must be disclosed in a note to the accounts.

*Determination of cost*

- 36 (1) The cost of an asset that has been acquired by the company shall be determined by adding to the actual price paid any expenses incidental to its acquisition.
- (2) The cost of an asset constructed by the company shall be determined by adding to the purchase price of the raw materials and consumables used the amount of the costs incurred by the company which are directly attributable to the construction of that asset.
- (3) In addition, there may be included in the cost of an asset constructed by the company:
- (a) a reasonable proportion of the costs incurred by the company which are only indirectly attributable to the construction of that asset, but only to the extent that they relate to the period of construction; and
  - (b) interest on capital borrowed to finance the construction of that asset, to the extent that it accrues in respect of the period of construction; provided, however, in a case within sub-paragraph (b) above, that the inclusion of the interest in determining the cost of that asset and the amount of the interest so included is disclosed in a note to the accounts.
- 37 (1) Subject to the qualification mentioned below, the cost of any assets which are fungible assets (including investments) may be determined by the application of any of the methods mentioned in sub-paragraph (2) below in relation to any such assets of the same class. The method chosen must be one which appears to the directors to be appropriate in the circumstances of the company.
- (2) Those methods are:
- (a) the method known as "first in, first out" (FIFO);
  - (b) the method known as "last in, first out" (LIFO);
  - (c) a weighted average price; and
  - (d) any other method similar to any of the methods mentioned above.
- (3) Where in the case of any company:
- (a) the cost of assets falling to be included under any item shown in the company's balance sheet has been determined by the application of any method permitted by this paragraph; and
  - (b) the amount shown in respect of that item differs materially from the relevant alternative amount given below in this paragraph; the amount of that difference shall be disclosed in a note to the accounts.

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- (4) Subject to sub-paragraph (5) below, for the purposes of sub-paragraph (3)(b) above, the relevant alternative amount, in relation to any item shown in a company's balance sheet, is the amount which would have been shown in respect of that item if assets of any class included under that item at an amount determined by any method permitted by this paragraph had instead been included at their replacement cost as at the balance sheet date.
- (5) The relevant alternative amount may be determined by reference to the most recent actual purchase price before the balance sheet date of assets of any class included under the item in question instead of by reference to their replacement cost as at that date, but only if the former appears to the directors of the company to constitute the more appropriate standard of comparison in the case of assets of that class.

*Substitution of original amount where price or cost unknown*

- 38 Where there is no record of the purchase price of any asset acquired by a company or of any price, expenses or costs relevant for determining its cost in accordance with paragraph 36, or any such record cannot be obtained without unreasonable expense or delay, its cost shall be taken for the purposes of paragraphs 24 to 34 to be the value ascribed to it in the earliest available record of its value made on or after its acquisition by the company.

*ALTERNATIVE ACCOUNTING RULES*

Preliminary

- 39 (1) The rules set out in paragraphs 24 to 38 are referred to below in this Schedule as the historical cost accounting rules.
- (2) Paragraphs 24 to 27 and 31 to 35 are referred to below in this section of this Part of this Schedule as the depreciation rules; and references below in this Schedule to the historical cost accounting rules do not include the depreciation rules as they apply by virtue of paragraph 42.

- 40 Subject to paragraphs 42 to 44, the amounts to be included in respect of assets of any description mentioned in paragraph 41 may be determined on any basis so mentioned.

Alternative accounting rules

- 41 (1) Intangible fixed assets, other than goodwill, may be included at their current cost.
- (2) Tangible fixed assets may be included at a market value determined as at the date of their last valuation or at their current cost.
- (3) Investments of any description falling to be included under Assets items 7 (Participating interests) or 8 (Shares in group undertakings) of the balance sheet format and any other securities held as financial fixed assets may be included either:
- (a) at a market value determined as at the date of their last valuation; or
  - (b) at a value determined on any basis which appears to the directors to be appropriate in the circumstances of the company;

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but in the latter case particulars of the method of valuation adopted and of the reasons for adopting it shall be disclosed in a note to the accounts.

- (4) Securities of any description not held as financial fixed assets (if not valued in accordance with paragraph 34 above) may be included at their current cost.

#### Application of the depreciation rules

- 42 (1) Where the value of any asset of a company is determined in accordance with paragraph 41, that value shall be, or (as the case may require) be the starting point for determining, the amount to be included in respect of that asset in the company's accounts, instead of its cost or any value previously so determined for that asset; and the depreciation rules shall apply accordingly in relation to any such asset with the substitution for any reference to its cost of a reference to the value most recently determined for that asset in accordance with paragraph 41.
- (2) The amount of any provision for depreciation required in the case of any fixed asset by paragraph 25 or 26 as it applies by virtue of sub-paragraph (1) is referred to below in this paragraph as the "adjusted amount", and the amount of any provision which would be required by that paragraph in the case of that asset according to the historical cost accounting rules is referred to as the "historical cost amount".
- (3) Where sub-paragraph (1) applies in the case of any fixed asset the amount of any provision for depreciation in respect of that asset included in any item shown in the profit and loss account in respect of amounts written off assets of the description in question may be the historical cost amount instead of the adjusted amount, provided that the amount of any difference between the two is shown separately in the profit and loss account or in a note to the accounts.

#### **Additional information to be provided in case of departure from historical cost accounting rules**

- 43 (1) This paragraph applies where the amounts to be included in respect of assets covered by any items shown in a company's accounts have been determined in accordance with paragraph 41.
- (2) The items affected and the basis of valuation adopted in determining the amounts of the assets in question in the case of each such item shall be disclosed in a note to the accounts.
- (3) In the case of each balance sheet item affected either:
- (a) the comparable amounts determined according to the historical cost accounting rules; or
  - (b) the differences between those amounts and the corresponding amounts actually shown in the balance sheet in respect of that item;
- shall be shown separately in the balance sheet or in a note to the accounts.
- (4) In sub-paragraph (3) above, references in relation to any item to the comparable amounts determined as there mentioned are references to:
- (a) the aggregate amount which would be required to be shown in respect of that item if the amounts to be included in respect of all the assets covered by that item were determined according to the historical cost accounting rules; and

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- (b) the aggregate amount of the cumulative provisions for depreciation or diminution in value which would be permitted or required in determining those amounts according to those rules.

### Revaluation reserve

- 44 (1) With respect to any determination of the value of an asset of a company in accordance with paragraph 41, the amount of any profit or loss arising from that determination (after allowing, where appropriate, for any provisions for depreciation or diminution in value made otherwise than by reference to the value so determined and any adjustments of any such provisions made in the light of that determination) shall be credited or (as the case may be) debited to a separate reserve (“the revaluation reserve”).
- (2) The amount of the revaluation reserve shall be shown in the company’s balance sheet under Liabilities item 11 in the balance sheet format, but need not be shown under that name.
- (3) An amount may be transferred from the revaluation reserve:
- (a) to the profit and loss account, if the amount was previously charged to that account or represents realised profit, or
  - (b) on capitalisation;
- and the revaluation reserve shall be reduced to the extent that the amounts transferred to it are no longer necessary for the purposes of the valuation method used.
- (4) In sub-paragraph (3)(b) “capitalisation”, in relation to an amount standing to the credit of the revaluation reserve, means applying it in wholly or partly paying up unissued shares in the company to be allotted to members of the company as fully or partly paid shares.
- (5) The revaluation reserve shall not be reduced except as mentioned in this paragraph.
- (6) The treatment for taxation purposes of amounts credited or debited to the revaluation reserve shall be disclosed in a note to the accounts.

VALID FROM 12/11/2004

### FAIR VALUE ACCOUNTING

#### Inclusion of financial instruments at fair value

- 44A (1) Subject to sub-paragraphs (2) to (4), financial instruments (including derivatives) may be included at fair value.
- (2) Sub-paragraph (1) does not apply to financial instruments which constitute liabilities unless—
- (a) they are held as part of a trading portfolio, or
  - (b) they are derivatives.
- (3) Sub-paragraph (1) does not apply to—
- (a) financial instruments (other than derivatives) held to maturity;

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- (b) loans and receivables originated by the company and not held for trading purposes;
- (c) interests in subsidiary undertakings, associated undertakings and joint ventures;
- (d) equity instruments issued by the company;
- (e) contracts for contingent consideration in a business combination;
- (f) other financial instruments with such special characteristics that the instruments, according to generally accepted accounting principles or practice, should be accounted for differently from other financial instruments.

(4) If the fair value of a financial instrument cannot be determined reliably in accordance with paragraph 44B, sub-paragraph (1) does not apply to that financial instrument.

(5) In this paragraph–

“associated undertaking” has the meaning given by paragraph 20 of Schedule 4A; and

“joint venture” has the meaning given by paragraph 19 of that Schedule.

Determination of fair value

44B (1) The fair value of a financial instrument is determined in accordance with this paragraph.

(2) If a reliable market can readily be identified for the financial instrument, its fair value is determined by reference to its market value.

(3) If a reliable market cannot readily be identified for the financial instrument but can be identified for its components or for a similar instrument, its fair value is determined by reference to the market value of its components or of the similar instrument.

(4) If neither sub-paragraph (2) nor (3) applies, the fair value of the financial instrument is a value resulting from generally accepted valuation models and techniques.

(5) Any valuation models and techniques used for the purposes of sub-paragraph (4) must ensure a reasonable approximation of the market value.

Inclusion of hedged items at fair value

44C A company may include any assets and liabilities that qualify as hedged items under a fair value hedge accounting system, or identified portions of such assets or liabilities, at the amount required under that system.

Other assets that may be included at fair value

44D (1) This paragraph applies to–

- (a) investment property, and
- (b) living animals and plants,

that, under international accounting standards, may be included in accounts at fair value.

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- (2) Such investment property and such living animals and plants may be included at fair value, provided that all such investment property or, as the case may be, all such living animals and plants are so included where their fair value can reliably be determined.
- (3) In this paragraph, “fair value” means fair value determined in accordance with relevant international accounting standards.
- Accounting for changes in value
- 44E (1) This paragraph applies where a financial instrument is valued in accordance with paragraph 44A or 44C or an asset is valued in accordance with paragraph 44D.
- (2) Notwithstanding paragraph 19 of this Schedule, and subject to sub-paragraphs (3) and (4) below, a change in the value of the financial instrument or of the investment property or living animal or plant must be included in the profit and loss account.
- (3) Where—
- (a) the financial instrument accounted for is a hedging instrument under a hedge accounting system that allows some or all of the change in value not to be shown in the profit and loss account, or
  - (b) the change in value relates to an exchange difference arising on a monetary item that forms part of a company’s net investment in a foreign entity,
- the amount of the change in value must be credited to or (as the case may be) debited from a separate reserve (“the fair value reserve”).
- (4) Where the instrument accounted for—
- (a) is an available for sale financial asset, and
  - (b) is not a derivative,
- the change in value may be credited to or (as the case may be) debited from the fair value reserve.
- The fair value reserve
- 44F (1) The fair value reserve must be adjusted to the extent that the amounts shown in it are no longer necessary for the purposes of paragraph 44E(3) or (4).
- (2) The treatment for taxation purposes of amounts credited or debited to the fair value reserve shall be disclosed in a note to the accounts.

#### *ASSETS AND LIABILITIES DENOMINATED IN FOREIGN CURRENCIES*

- 45 (1) Subject to the following sub-paragraphs, amounts to be included in respect of assets and liabilities denominated in foreign currencies shall be in sterling (or the currency in which the accounts are drawn up) after translation at an appropriate spot rate of exchange prevailing at the balance sheet date.
- (2) An appropriate rate of exchange prevailing on the date of purchase may however be used for assets held as financial fixed assets and assets to be included under Assets items 9 (Intangible fixed assets) and 10 (Tangible fixed assets) in the balance sheet

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format, if they are not covered or not specifically covered in either the spot or forward currency markets.

- (3) An appropriate spot rate of exchange prevailing at the balance sheet date shall be used for translating uncompleted spot exchange transactions.
  - (4) An appropriate forward rate of exchange prevailing at the balance sheet date shall be used for translating uncompleted forward exchange transactions.
  - (5) This paragraph does not apply to any assets or liabilities held, or any transactions entered into, for hedging purposes or to any assets or liabilities which are themselves hedged.
- 46
- (1) Subject to sub-paragraph (2), any difference between the amount to be included in respect of an asset or liability under paragraph 45 and the book value, after translation into sterling (or the currency in which the accounts are drawn up) at an appropriate rate, of that asset or liability shall be credited or, as the case may be, debited to the profit and loss account.
  - (2) In the case, however, of assets held as financial fixed assets, of assets to be included under Assets items 9 (Intangible fixed assets) and 10 (Tangible fixed assets) in the balance sheet format and of transactions undertaken to cover such assets, any such difference may be deducted from or credited to any non-distributable reserve available for the purpose.

### CHAPTER III

#### NOTES TO THE ACCOUNTS

##### Preliminary

- 47
- (1) Any information required in the case of a company by the following provisions of this Part of this Schedule shall be given by way of a note to the accounts, unless otherwise provided.
  - (2) Subject to the next sub-paragraph, in respect of every item stated in a note to the accounts the corresponding amount for the financial year immediately preceding that to which the accounts relate shall also be stated and where the corresponding amount is not comparable, it shall be adjusted and particulars of the adjustment and the reasons for it shall be given.
  - (3) The last sub-paragraph does not apply to:
    - (a) paragraphs 55 and 59 of this Part of this Schedule;
    - (b) paragraph 13 of Schedule 4A;
    - (c) paragraphs 2, 8(3), 16, 21(1)(d), 22(4) and (5), 24(3) and (4) and 27(3) and (4) of Schedule 5; and
    - (d) Parts II and III of Schedule 6 as modified by Part IV of this Schedule (loans and other dealings in favour of directors).

##### General

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### *Disclosure of accounting policies*

- 48 The accounting policies adopted by the company in determining the amounts to be included in respect of items shown in the balance sheet and in determining the profit or loss of the company shall be stated (including such policies with respect to the depreciation and diminution in value of assets).
- 49 It shall be stated whether the accounts have been prepared in accordance with applicable accounting standards and particulars of any material departure from those standards and the reasons for it shall be given.

### *Sums denominated in foreign currencies*

- 50 Where any sums originally denominated in foreign currencies have been brought into account under any items shown in the balance sheet format or the profit and loss account formats, the basis on which those sums have been translated into sterling (or the currency in which the accounts are drawn up) shall be stated.

VALID FROM 12/11/2004

### *Reserves and dividends*

- 50A There must be stated—
- (a) any amount set aside or proposed to be set aside to, or withdrawn or proposed to be withdrawn from, reserves,
  - (b) the aggregate amount of dividends paid in the financial year (other than those for which a liability existed at the immediately preceding balance sheet date),
  - (c) the aggregate amount of dividends that the company is liable to pay at the balance sheet date, and
  - (d) the aggregate amount of dividends that are proposed before the date of approval of the accounts, and not otherwise disclosed under paragraph (b) or (c).

### *Information supplementing the balance sheet*

### *Share capital and debentures*

- 51 (1) The following information shall be given with respect to the company's share capital:
- (a) the authorised share capital; and
  - (b) where shares of more than one class have been allotted, the number and aggregate nominal value of shares of each class allotted.
- (2) In the case of any part of the allotted share capital that consists of redeemable shares, the following information shall be given:
- (a) the earliest and latest dates on which the company has power to redeem those shares;
  - (b) whether those shares must be redeemed in any event or are liable to be redeemed at the option of the company or of the shareholder; and
  - (c) whether any (and, if so, what) premium is payable on redemption.



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- 52 If the company has allotted any shares during the financial year, the following information shall be given:
- (a) the reason for making the allotment;
  - (b) the classes of shares allotted; and
  - (c) as respects each class of shares, the number allotted, their aggregate nominal value and the consideration received by the company for the allotment.
- 53 (1) With respect to any contingent right to the allotment of shares in the company the following particulars shall be given:
- (a) the number, description and amount of the shares in relation to which the right is exercisable;
  - (b) the period during which it is exercisable; and
  - (c) the price to be paid for the shares allotted.
- (2) In sub-paragraph (1) above “contingent right to the allotment of shares” means any option to subscribe for shares and any other right to require the allotment of shares to any person whether arising on the conversion into shares of securities of any other description or otherwise.
- 54 (1) If the company has issued any debentures during the financial year to which the accounts relate, the following information shall be given:
- (a) the reason for making the issue;
  - (b) the classes of debentures issued; and
  - (c) as respects each class of debentures, the amount issued and the consideration received by the company for the issue.
- (2) Particulars of any redeemed debentures which the company has power to reissue shall also be given.
- (3) Where any of the company’s debentures are held by a nominee of or trustee for the company, the nominal amount of the debentures and the amount at which they are stated in the accounting records kept by the company in accordance with section 221 of this Act shall be stated.

#### *Fixed assets*

- 55 (1) In respect of any fixed assets of the company included in any assets item in the company’s balance sheet the following information shall be given by reference to each such item:
- (a) the appropriate amounts in respect of those assets included in the item as at the date of the beginning of the financial year and as at the balance sheet date respectively;
  - (b) the effect on any amount included in the item in respect of those assets of:
    - (i) any determination during that year of the value to be ascribed to any of those assets in accordance with paragraph 41 above;
    - (ii) acquisitions during that year of any fixed assets;
    - (iii) disposals during that year of any fixed assets; and

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- (iv) any transfers of fixed assets of the company to and from the item during that year.
- (2) The reference in sub-paragraph (1)(a) to the appropriate amounts in respect of any fixed assets (included in an assets item) as at any date there mentioned is a reference to amounts representing the aggregate amounts determined, as at that date, in respect of fixed assets falling to be included under the item on either of the following bases, that is to say:
- (a) on the basis of cost (determined in accordance with paragraphs 36 and 37); or
  - (b) on any basis permitted by paragraph 41;
- (leaving out of account in either case any provisions for depreciation or diminution in value).
- (3) In addition, in respect of any fixed assets of the company included in any assets item in the company's balance sheet, there shall be stated (by reference to each such item):
- (a) the cumulative amount of provisions for depreciation or diminution in value of those assets included under the item as at each date mentioned in sub-paragraph (1)(a);
  - (b) the amount of any such provisions made in respect of the financial year;
  - (c) the amount of any adjustments made in respect of any such provisions during that year in consequence of the disposal of any of those assets; and
  - (d) the amount of any other adjustments made in respect of any such provisions during that year.
- (4) The requirements of this paragraph need not be complied with to the extent that a company takes advantage of the option of setting off charges and income afforded by paragraph 5(3) of this Part of this Schedule.
- 56 Where any fixed assets of the company (other than listed investments) are included under any item shown in the company's balance sheet at an amount determined in accordance with paragraph 41, the following information shall be given:
- (a) the years (so far as they are known to the directors) in which the assets were severally valued and the several values; and
  - (b) in the case of assets that have been valued during the financial year, the names of the persons who valued them or particulars of their qualifications for doing so and (whichever is stated) the bases of valuation used by them.
- 57 In relation to any amount which is included under Assets item 10 in the balance sheet format (Tangible fixed assets) with respect to land and buildings there shall be stated:
- (a) how much of that amount is ascribable to land of freehold tenure and how much to land of leasehold tenure; and
  - (b) how much of the amount ascribable to land of leasehold tenure is ascribable to land held on long lease and how much to land held on short lease.
- 58 There shall be disclosed separately the amount of:
- (a) any participating interests; and
  - (b) any shares in group undertakings that are held in credit institutions.

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*Information about fair value of assets and liabilities*

- 58A (1) This paragraph applies where financial instruments have been valued in accordance with paragraph 44A or 44C.
- (2) There must be stated–
- (a) where the fair value of the instruments has been determined in accordance with paragraph 44B(4), the significant assumptions underlying the valuation models and techniques used,
  - (b) for each category of financial instrument, the fair value of the instruments in that category and the changes in value–
    - (i) included in the profit and loss account, and
    - (ii) credited to or (as the case may be) debited from the fair value reserve,in respect of those instruments, and
  - (c) for each class of derivatives, the extent and nature of the instruments, including significant terms and conditions that may affect the amount, timing and certainty of future cash flows.
- (3) Where any amount is transferred to or from the fair value reserve during the financial year, there must be stated in tabular form–
- (a) the amount of the reserve as at the date of the beginning of the financial year and as at the balance sheet date respectively;
  - (b) the amount transferred to or from the reserve during that year; and
  - (c) the source and application respectively of the amounts so transferred.

VALID FROM 12/11/2004

- 58B Where the company has derivatives that it has not included at fair value, there must be stated for each class of such derivatives–
- (a) the fair value of the derivatives in that class, if such a value can be determined in accordance with paragraph 44B, and
  - (b) the extent and nature of the derivatives.

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- 58C (1) Sub-paragraph (2) applies if–
- (a) the company has financial fixed assets that could be included at fair value by virtue of paragraph 44A,
  - (b) the amount at which those assets are included under any item in the company's accounts is in excess of their fair value, and
  - (c) the company has not made provision for diminution in value of those assets in accordance with paragraph 26(1) of this Part of this Schedule.

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- (2) There must be stated—
- (a) the amount at which either the individual assets or appropriate groupings of those individual assets are included in the company's accounts,
  - (b) the fair value of those assets or groupings, and
  - (c) the reasons for not making a provision for diminution in value of those assets, including the nature of the evidence that provides the basis for the belief that the amount at which they are stated in the accounts will be recovered.

VALID FROM 12/11/2004

*Information where investment property and living animals and plants included at fair value*

- 58D (1) This paragraph applies where the amounts to be included in a company's accounts in respect of investment property or living animals and plants have been determined in accordance with paragraph 44D.
- (2) The balance sheet items affected and the basis of valuation adopted in determining the amounts of the assets in question in the case of each such item must be disclosed in a note to the accounts.
- (3) In the case of investment property, for each balance sheet item affected there must be shown, either separately in the balance sheet or in a note to the accounts—
- (a) the comparable amounts determined according to the historical cost accounting rules; or
  - (b) the differences between those amounts and the corresponding amounts actually shown in the balance sheet in respect of that item.
- (4) In sub-paragraph (3) above, references in relation to any item to the comparable amounts determined in accordance with that sub-paragraph are references to—
- (a) the aggregate amount which would be required to be shown in respect of that item if the amounts to be included in respect of all the assets covered by that item were determined according to the historical cost accounting rules; and
  - (b) the aggregate amount of the cumulative provisions for depreciation or diminution in value which would be permitted or required in determining those amounts according to those rules.

*Reserves and provisions*

- 59 (1) Where any amount is transferred:
- (a) to or from any reserves;
  - (b) to any provisions for liabilities and charges; or
  - (c) from any provision for liabilities and charges otherwise than for the purpose for which the provision was established;
- and the reserves or provisions are or would but for paragraph 3(3) of this Part of this Schedule be shown as separate items in the company's balance sheet, the information mentioned in the following sub-paragraph shall be given in respect of the aggregate of reserves or provisions included in the same item.

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- (2) That information is:
- (a) the amount of the reserves or provisions as at the date of the beginning of the financial year and as at the balance sheet date respectively;
  - (b) any amounts transferred to or from the reserve or provisions during that year; and
  - (c) the source and application respectively of any amounts so transferred.
- (3) Particulars shall be given of each provision included in Liabilities item 6(c) (Other provisions) in the company's balance sheet in any case where the amount of that provision is material.

#### *Provision for taxation*

- 60 The amount of any provision for deferred taxation shall be stated separately from the amount of any provision for other taxation.

#### *Maturity analysis*

- 61 (1) A company shall disclose separately for each of Assets items 3(b) and 4 and Liabilities items 1(b), 2(b) and 3(b) the aggregate amount of the loans and advances and liabilities included in those items broken down into the following categories:
- (a) those repayable in not more than three months
  - (b) those repayable in more than three months but not more than one year
  - (c) those repayable in more than one year but not more than five years
  - (d) those repayable in more than five years from the balance sheet date.
- (2) A company shall also disclose the aggregate amounts of all loans and advances falling within Assets item 4 (Loans and advances to customers) which are:
- (a) repayable on demand; or
  - (b) are for an indeterminate period, being repayable upon short notice.
- (3) For the purposes of sub-paragraph (1), where a loan or advance or liability is repayable by instalments, each such instalment is to be treated as a separate loan or advance or liability.

#### *Debt and other fixed income securities*

- 62 A company shall disclose the amount of debt and fixed income securities included in Assets item 5 (Debt securities [and other fixed income securities]) and the amount of such securities included in Liabilities item 3(a) (Bonds and medium term notes) that (in each case) will become due within one year of the balance sheet date.

#### *Subordinated liabilities*

- 63 (1) The following information must be disclosed in relation to any borrowing included in Liabilities item 7 (Subordinated liabilities) that exceeds 10 per cent. of the total for that item:
- (a) its amount;
  - (b) the currency in which it is denominated;
  - (c) the rate of interest and the maturity date (or the fact that it is perpetual);
  - (d) the circumstances in which early repayment may be demanded;

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- (e) the terms of the subordination; and
  - (f) the existence of any provisions whereby it may be converted into capital or some other form of liability and the terms of any such provisions.
- (2) The general terms of any other borrowings included in Liabilities item 7 shall also be stated.

*Fixed cumulative dividends*

- 64 If any fixed cumulative dividends on the company's shares are in arrear, there shall be stated:
- (a) the amount of the arrears; and
  - (b) the period for which the dividends or, if there is more than one class, each class of them are in arrear.

*Details of assets charged*

- 65 (1) There shall be disclosed, in relation to each liabilities and memorandum item of the balance sheet format, the aggregate amount of any assets of the company which have been charged to secure any liability or potential liability included thereunder, the aggregate amount of the liabilities or potential liabilities so secured and an indication of the nature of the security given.
- (2) Particulars shall also be given of any other charge on the assets of the company to secure the liabilities of any other person, including, where practicable, the amount secured.

*Guarantees and other financial commitments*

- 66 (1) There shall be stated, where practicable:
- (a) the aggregate amount or estimated amount of contracts for capital expenditure, so far as not provided for; and
  - (b) the aggregate amount or estimated amount of capital expenditure authorised by the directors which has not been contracted for.
- (2) Particulars shall be given of:
- (a) any pension commitments included under any provision shown in the company's balance sheet; and
  - (b) any such commitments for which no provision has been made;
- and where any such commitment relates wholly or partly to pensions payable to past directors of the company separate particulars shall be given of that commitment so far as it relates to such pensions.
- (3) Particulars shall also be given of any other financial commitments, including any contingent liabilities, which:
- (a) have not been provided for;
  - (b) have not been included in the memorandum items in the balance sheet format; and
  - (c) are relevant to assessing the company's state of affairs.
- (4) Commitments within any of the preceding sub-paragraphs undertaken on behalf of or for the benefit of:

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- (a) any parent company or fellow subsidiary undertaking of the company; or
- (b) any subsidiary undertaking of the company;

shall be stated separately from the other commitments within that sub-paragraph (and commitments within paragraph (a) shall be stated separately from those within paragraph (b)).

- (5) There shall be disclosed the nature and amount of any contingent liabilities and commitments included in Memorandum items 1 and 2 which are material in relation to the company's activities.

*Memorandum items: Group undertakings*

- 67 (1) With respect to contingent liabilities required to be included under Memorandum item 1 in the balance sheet format, there shall be stated in a note to the accounts the amount of such contingent liabilities incurred on behalf of or for the benefit of:

- (a) any parent undertaking or fellow subsidiary undertaking; or
- (b) any subsidiary undertaking

of the company; in addition the amount incurred in respect of the undertakings referred to in paragraph (a) shall be stated separately from the amount incurred in respect of the undertakings referred to in paragraph (b).

- (2) With respect to commitments required to be included under Memorandum item 2 in the balance sheet format, there shall be stated in a note to the accounts the amount of such commitments undertaken on behalf of or for the benefit of:

- (a) any parent undertaking or fellow subsidiary undertaking; or
- (b) any subsidiary undertaking

of the company; in addition the amount incurred in respect of the undertakings referred to in paragraph (a) shall be stated separately from the amount incurred in respect of the undertakings referred to in paragraph (b).

*Transferable securities*

- 68 (1) There shall be disclosed for each of Assets items 5 to 8 in the balance sheet format the amount of transferable securities included under those items:

- (a) that are listed and the amount of those that are unlisted; and
- (b) that are listed on a recognised investment exchange other than an overseas investment exchange within the meaning of the Financial Services Act 1986 and the amount of those listed on other exchanges.

- (2) In the case of each amount shown in respect of listed securities under sub-paragraph (1)(a) above, there shall also be disclosed the aggregate market value of those securities, if different from the amount shown.

- (3) There shall also be disclosed for each of Assets items 5 and 6 the amount of transferable securities included under those items that are held as financial fixed assets and the amount of those that are not so held, together with the criterion used by the directors to distinguish those held as financial fixed assets.

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### *Leasing transactions*

- 69 The aggregate amount of all property (other than land) leased by the company to other persons shall be disclosed, broken down so as to show the aggregate amount included in each relevant balance sheet item.

### *Assets and liabilities denominated in a currency other than sterling (or the currency in which the accounts are drawn up)*

- 70 (1) The aggregate amount, in sterling (or the currency in which the accounts are drawn up), of all assets denominated in a currency other than sterling (or the currency used), together with the aggregate amount, in sterling (or the currency used), of all liabilities so denominated, is to be disclosed.
- (2) For the purposes of this paragraph an appropriate rate of exchange prevailing at the balance sheet date shall be used to determine the amounts concerned.

### *Sundry assets and liabilities*

- 71 Where any amount shown under either of the following items is material, particulars shall be given of each type of asset or liability included therein, including an explanation of the nature of the asset or liability and the amount included with respect to assets or liabilities of that type:
- (a) Assets item 13 (Other assets)
  - (b) Liabilities item 4 (Other liabilities).

### *Unmatured forward transactions*

- 72 (1) The following shall be disclosed with respect to unmatured forward transactions outstanding at the balance sheet date:
- (a) the categories of such transactions, by reference to an appropriate system of classification;
  - (b) whether, in the case of each such category, they have been made, to any material extent, for the purpose of hedging the effects of fluctuations in interest rates, exchange rates and market prices or whether they have been made, to any material extent, for dealing purposes.
- (2) Transactions falling within sub-paragraph (1) shall include all those in relation to which income or expenditure is to be included in:
- (a) format 1, item 6 or format 2, items B4 or A3 (Dealing [profits] [losses]),
  - (b) format 1, items 1 or 2, or format 2, items B1 or A1, by virtue of notes (1)(b) and (2)(b) to the profit and loss account formats (forward contracts, spread over the actual duration of the contract and similar in nature to interest).

### *Miscellaneous matters*

- 73 (1) Particulars shall be given of any case where the cost of any asset is for the first time determined under paragraph 38 of this Part of this Schedule.
- (2) Where any outstanding loans made under the authority of section 153(4)(b), (bb) or (c) or section 155 of this Act (various cases of financial assistance by a company for purchase of its own shares) are included under any item shown in the company's



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balance sheet, the aggregate amount of those loans shall be disclosed for each item in question.

- (3) The aggregate amount which is recommended for distribution by way of dividend shall be stated.

### **Information supplementing the profit and loss account**

#### *Separate statement of certain items of income and expenditure*

- 74 (1) The amount respectively set aside for redemption of share capital and for redemption of loans shall be stated.
- (2) The amount of income from listed investments shall be stated.
- (3) The amount charged to revenue in respect of sums payable in respect of the hire of plant and machinery shall be stated.

#### *Particulars of tax*

- 75 (1) The basis on which the charge for United Kingdom corporation tax and United Kingdom income tax is computed shall be stated.
- (2) Particulars shall be given of any special circumstances which affect liability in respect of taxation of profits, income or capital gains for the financial year or liability in respect of taxation of profits, income or capital gains for succeeding financial years.
- (3) The following amounts shall be stated:
- (a) the amount of the charge for United Kingdom corporation tax;
  - (b) if that amount would have been greater but for relief from double taxation, the amount which it would have been but for such relief;
  - (c) the amount of the charge for United Kingdom income tax; and
  - (d) the amount of the charge for taxation imposed outside the United Kingdom of profits, income and (so far as charged to revenue) capital gains.

These amounts shall be stated separately in respect of each of the amounts which is shown under the following items in the profit and loss account, that is to say format 1 item 16, format 2 item A10 (Tax on [profit] [loss] on ordinary activities) and format 1 item 21, format 2 item A13 (Tax on extraordinary [profit] [loss]).

#### *Particulars of income*

- 76 (1) A company shall disclose, with respect to income included in the following items in the profit and loss account formats, the amount of that income attributable to each of the geographical markets in which the company has operated during the financial year:
- (a) format 1 item 1, format 2 item B1 (Interest receivable);
  - (b) format 1 item 3, format 2 item B2 (Dividend income);
  - (c) format 1 item 4, format 2 item B3 (Fees and commissions receivable);
  - (d) format 1 item 6, format 2 item B4 (Dealing profits); and
  - (e) format 1 item 7, format 2 item B7 (Other operating income).
- (2) In analysing for the purposes of this paragraph the source of any income, the directors shall have regard to the manner in which the company's activities are organised.

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- (3) For the purposes of this paragraph, markets which do not differ substantially from each other shall be treated as one market.
- (4) Where in the opinion of the directors the disclosure of any information required by this paragraph would be seriously prejudicial to the interests of the company, that information need not be disclosed, but the fact that any such information has not been disclosed must be stated.

#### *Particulars of staff*

- 77 (1) The following information shall be given with respect to the employees of the company:
- (a) the average number of persons employed by the company in the financial year; and
  - (b) the average number of persons so employed within each category of persons employed by the company.
- (2) The average number required by sub-paragraph (1)(a) or (b) shall be determined by dividing the relevant annual number by the number of weeks in the financial year.
- (3) The relevant annual number shall be determined by ascertaining for each week in the financial year:
- (a) for the purposes of sub-paragraph (1)(a), the number of persons employed under contracts of service by the company in that week (whether throughout the week or not); and
  - (b) for the purposes of sub-paragraph (1)(b), the number of persons in the category in question of persons so employed;
- and, in either case, adding together all the weekly numbers.
- (4) In respect of all persons employed by the company during the financial year who are taken into account in determining the relevant annual number for the purposes of sub-paragraph (1)(a) there shall also be stated the aggregate amounts respectively of:
- (a) wages and salaries paid or payable in respect of that year to those persons;
  - (b) social security costs incurred by the company on their behalf; and
  - (c) other pension costs so incurred,
- save in so far as those amounts or any of them are stated in the profit and loss account.
- (5) The categories of persons employed by the company by reference to which the number required to be disclosed by sub-paragraph (1)(b) is to be determined shall be such as the directors may select, having regard to the manner in which the company's activities are organised.

#### *Management and agency services*

- 78 A company providing any management and agency services to customers shall disclose that fact, if the scale of such services provided is material in the context of its business as a whole.

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*Status:* Point in time view as at 05/11/1993.

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### *Subordinated liabilities*

- 79 Any amounts charged to the profit and loss account representing charges incurred during the year with respect to subordinated liabilities shall be disclosed.

### *Sundry income and charges*

- 80 Where any amount to be included in any of the following items is material, particulars shall be given of each individual component of the figure, including an explanation of their nature and amount:
- (a) In format 1:
    - (i) Items 7 and 10 (Other operating income and charges)
    - (ii) Items 18 and 19 (Extraordinary income and charges);
  - (b) In format 2:
    - (i) Items A6 and B7 (Other operating charges and income)
    - (ii) Items A12 and B10 (Extraordinary charges and income).

### *Miscellaneous matters*

- 81 (1) Where any amount relating to any preceding financial year is included in any item in the profit and loss account, the effect shall be stated.
- (2) The effect shall be stated of any transactions that are exceptional by virtue of size or incidence though they fall within the ordinary activities of the company.

## CHAPTER IV

### INTERPRETATION OF PART I

#### *General*

- 82 The following definitions apply for the purposes of this Part of this Schedule and its interpretation:

“Banking activities” means activities forming part of a deposit-taking business within the meaning of the Banking Act 1987 <sup>F252</sup>;

“Banking transactions” means transactions entered into in the normal course of a deposit-taking business within the meaning of the Banking Act 1987;

“Financial fixed assets” means loans and advances and securities held as fixed assets; participating interests and shareholdings in group undertakings shall be regarded as financial fixed assets;

“Fungible assets” means assets of any description which are substantially indistinguishable one from another;

“Lease” includes an agreement for a lease;

“Listed security” means a security listed on a recognised stock exchange, or on any stock exchange of repute outside Great Britain and the expression “unlisted security” shall be construed accordingly;

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“Long lease” means a lease in the case of which the portion of the term for which it was granted remaining unexpired at the end of the financial year is not less than 50 years;

“Repayable on demand”, in connection with deposits, loans or advances, means those amounts which can at any time be withdrawn or demanded without notice or for which a maturity or period of notice of not more than 24 hours or one working day has been agreed;

“Sale and repurchase transaction” means a transaction which involves the transfer by a credit institution or customer (“the transferor”) to another credit institution or customer (“the transferee”) of assets subject to an agreement that the same assets, or (in the case of fungible assets) equivalent assets, will subsequently be transferred back to the transferor at a specified price on a date specified or to be specified by the transferor; but the following shall not be regarded as sale and repurchase transactions: forward exchange transactions, options, transactions involving the issue of debt securities with a commitment to repurchase all or part of the issue before maturity or any similar transactions;

“Sale and option to resell transaction” means a transaction which involves the transfer by a credit institution or customer (“the transferor”) to another credit institution or customer (“the transferee”) of assets subject to an agreement that the transferee is entitled to require the subsequent transfer of the same assets, or (in the case of fungible assets) equivalent assets, back to the transferor at the purchase price or another price agreed in advance on a date specified or to be specified; and

“Short lease” means a lease which is not a long lease.

#### Textual Amendments

F252 1987 c.22.

VALID FROM 12/11/2004

#### *Financial instruments*

- 82A For the purposes of this Part of this Schedule, references to “derivatives” include commodity-based contracts that give either contracting party the right to settle in cash or in some other financial instrument, except when such contracts—
- (a) were entered into for the purpose of, and continue to meet, the company’s expected purchase, sale or usage requirements,
  - (b) were designated for such purpose at their inception, and
  - (c) are expected to be settled by delivery of the commodity.

VALID FROM 12/11/2004

- 82B (1) The expressions listed in sub-paragraph (2) have the same meaning in paragraphs 44A to 44F, 58A to 58C and 82A of this Part of this Schedule as they have in Council

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Directives [78/660/EEC](#) on the annual accounts of certain types of companies and [86/635/EEC](#) on the annual accounts and consolidated accounts of banks and other financial institutions, as amended. <sup>F253</sup>

- (2) Those expressions are “available for sale financial asset”, “business combination”, “commodity-based contracts”, “derivative”, “equity instrument”, “exchange difference”, “fair value hedge accounting system”, “financial fixed asset”, “financial instrument”, “foreign entity”, “hedge accounting”, “hedge accounting system”, “hedged items”, “hedging instrument”, “held for trading purposes”, “held to maturity”, “monetary item”, “receivables”, “reliable market” and “trading portfolio”.

#### Textual Amendments

**F253** O.J. L222 of 14.8.1978, page 11, and O.J. L372 of 31.12.1986, page 1, as amended in particular by Directive 2001/65/EEC (O.J. L238 of 27.12.2001, page 28).

#### Loans

- 83 For the purposes of this Part of this Schedule a loan or advance (including a liability comprising a loan or advance) is treated as falling due for repayment, and an instalment of a loan or advance is treated as falling due for payment, on the earliest date on which the lender could require repayment or (as the case may be) payment, if he exercised all options and rights available to him.

#### Materiality

- 84 For the purposes of this Part of this Schedule amounts which in the particular context of any provision of this Part are not material may be disregarded for the purposes of that provision.

#### Provisions

- 85 For the purposes of this Part of this Schedule and its interpretation:
- (a) references in this Part to provisions for depreciation or diminution in value of assets are to any amount written off by way of providing for depreciation or diminution in value of assets;
  - (b) any reference in the profit and loss account formats or the notes thereto set out in Section B of this Part to the depreciation of, or amounts written off, assets of any description is to any provision for depreciation or diminution in value of assets of that description; and
  - (c) references in this Part to provisions for liabilities or charges are to any amount retained as reasonably necessary for the purpose of providing for any liability or loss which is either likely to be incurred, or certain to be incurred but uncertain as to amount or as to the date on which it will arise.

#### Scots land tenure

- 86 In the application of this Part of this Schedule to Scotland, “land of freehold tenure” means land in respect of which the company is the proprietor of the dominium utile or, in the case of land not held on feudal tenure, is the owner; “land of leasehold

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tenure” means land of which the company is the tenant under a lease; and the reference to ground-rents, rates and other outgoings includes feu-duty and ground annual.

### *Staff costs*

- 87 For the purposes of this Part of this Schedule and its interpretation:
- (a) “Social security costs” means any contributions by the company to any state social security or pension scheme, fund or arrangement;
  - (b) “Pension costs” includes any other contributions by the company for the purposes of any pension scheme established for the purpose of providing pensions for persons employed by the company, any sums set aside for that purpose and any amounts paid by the company in respect of pensions without first being so set aside; and
  - (c) any amount stated in respect of either of the above items or in respect of the item “wages and salaries” in the company’s profit and loss account shall be determined by reference to payments made or costs incurred in respect of all persons employed by the company during the financial year who are taken into account in determining the relevant annual number for the purposes of paragraph 77(1)(a).

## [<sup>F254</sup>PART II

### CONSOLIDATED ACCOUNTS]

#### Textual Amendments

**F254** Sch. 9 Pt. II paras. 1-7 inserted (2.12.1991) by S.I. 1991/2705, regs. 5(4), 9, Sch. 1

### *Undertakings to be included in consolidation*

- 1 (1) An undertaking (other than a credit institution) whose activities are a direct extension of or ancillary to banking business shall not be excluded from consolidation under section 229(4) (exclusion of undertakings whose activities are different from those of the undertakings consolidated).
- (2) For the purposes of this paragraph “banking” means the carrying on of a deposit taking business within the meaning of the Banking Act 1987.

### *General application of provisions applicable to individual accounts*

- 2 (1) In paragraph 1 of Schedule 4A (application to group accounts of provisions applicable to Schedule 1Part IIindividual accounts), the reference in sub-paragraph (1) to the provisions of Schedule 4 shall be construed as a reference to the provisions of Part I of this Schedule; and accordingly:
  - (a) the reference in sub-paragraph (2) to paragraph 59 of Schedule 4 shall be construed as a reference to note (20) on the balance sheet format set out in Section B of Chapter I of Part I of this Schedule and paragraphs 66(4) and 67 of Part I of this Schedule; and
  - (b) sub-paragraph (3) shall be omitted.

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- (2) The general application of the provisions of Part I of this Schedule in place of those of Schedule 4 is subject to the following provisions.

*Minority interests and associated undertakings*

- 3 (1) The provisions of this paragraph shall have effect so as to adapt paragraphs 17 and 21 of Schedule 4A (which require items in respect of “Minority interests” and associated undertakings to be added to the formats set out in Schedule 4) to the formats prescribed by Part 1 of this Schedule.
- (2) The item required to be added to the balance sheet format by paragraph 17(2) shall be added either between Liabilities items 7 and 8 or after Liabilities item 12.
- (3) The item required to be added to the profit and loss account format by paragraph 17(3) shall be added:
- (a) in the case of format 1, between items 17 and 18; or
  - (b) in the case of format 2, between items A11 and A12 or between items B9 and B10.
- (4) The item required to be added to the profit and loss account format by paragraph 17(4) shall be added:
- (a) in the case of format 1, between items 22 and 23; or
  - (b) in the case of format 2, between items A14 and A15 or between items B11 and B12.
- (5) Paragraph 17(5) shall not apply but for the purposes of paragraph 3(3) of Part I of this Schedule (power to combine items) the additional items required by the foregoing provisions of this paragraph shall be treated as items to which a letter is assigned.
- (6) Paragraph 21(2) shall apply with respect to a balance sheet prepared under this Schedule as if it required Assets item 7 (Participating interests) in the balance sheet format to be replaced by the two replacement items referred to in that paragraph.
- (7) Paragraph 21(3) shall not apply, but the following items in the profit and loss account formats, namely:
- (a) format 1 item 3(b) (Income from participating interests)
  - (b) format 2 item B2(b) (Income from participating interests),
- shall be replaced by the following two replacement items:
- (i) “ Income from participating interests other than associated undertakings ”, which shall be shown at position 3(b) in format 1 and position B2(b) in format 2; and
  - (ii) “ Income from associated undertakings ”, which shall be shown at an appropriate position.
- 4 Paragraphs 18 and 22(1) of Schedule 4A shall apply as if, in substitution for the references therein to paragraphs 17 to 19 and 21 of Schedule 4, they referred to paragraphs 24 to 26 and 28 of Part I of this Schedule.

*Foreign currency translation*

- 5 Any difference between:

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- (a) the amount included in the consolidated accounts for the previous financial year with respect to any undertaking included in the consolidation or the group's interest in any associated undertaking, together with the amount of any transactions undertaken to cover any such interest; and
- (b) the opening amount for the financial year in respect of those undertakings and in respect of any such transactions

arising as a result of the application of paragraph 45 of Part I of this Schedule may be credited to (where (a) is less than (b)), or deducted from (where (a) is greater than (b)), (as the case may be) consolidated reserves.

- 6 Any income and expenditure of undertakings included in the consolidation and associated undertakings in a foreign currency may be translated for the purposes of the consolidated accounts at the average rates of exchange prevailing during the financial year.

*Information as to undertaking in which shares held as a result of financial assistance operation*

- 7 (1) The following provisions apply where the parent company of a banking group has a subsidiary undertaking which:
- (a) is a credit institution of which shares are held as a result of a financial assistance operation with a view to its reorganisation or rescue; and
  - (b) is excluded from consolidation under section 229(3)(c) (interest held with a view to resale).
- (2) Information as to the nature and terms of the operations shall be given in a note to the group accounts and there shall be appended to the copy of the group accounts delivered to the registrar in accordance with section 242 a copy of the undertaking's latest individual accounts and, if it is a parent undertaking, its latest group accounts.
- If the accounts appended are required by law to be audited, a copy of the auditors' report shall also be appended.
- (3) [<sup>F255</sup>Subject to section 255E (delivery of accounting documents in Welsh only), ] If any document required to be appended is in a language other than English, the directors shall annex a translation of it into English, certified in the prescribed manner to be a correct translation.
- (4) The above requirements are subject to the following qualifications:
- (a) an undertaking is not required to prepare for the purposes of this paragraph accounts which would not otherwise be prepared, and if no accounts satisfying the above requirements are prepared none need be appended;
  - (b) the accounts of an undertaking need not be appended if they would not otherwise be required to be published, or made available for public inspection, anywhere in the world, but in that case the reason for not appending the accounts shall be stated in a note to the consolidated accounts.
- (5) Where a copy of an undertaking's accounts is required to be appended to the copy of the group accounts delivered to the registrar, that fact shall be stated in a note to the group accounts.



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- (6) Sub-sections (2) to (4) of section 242 (penalties, c. in case of default) apply in relation to the requirements of this paragraph as regards the delivery of documents to the registrar as they apply in relation to the requirements of sub-section (1) of that section.

**Textual Amendments**

**F255** Words in [Sch. 9 Pt. II para. 7\(3\)](#) inserted (1.6.1992) by [S.I. 1992/1083](#), [reg. 2\(5\)](#)

**<sup>F256</sup>PART III**

**Textual Amendments**

**F256** [Sch. 9 Pt. III](#) repealed (2.12.1991) by [S.I. 1991/2705](#), [regs. 5\(2\), 9](#)

**[<sup>F257</sup>PART III**

**ADDITIONAL DISCLOSURE: RELATED UNDERTAKINGS]**

**Textual Amendments**

**F257** [Sch. 9 Pt. III](#) inserted (2.12.1991) by [S.I. 1991/2705](#), [regs. 5\(4\), 9](#), [Sch. 1](#)

- 1 (1) Where accounts are prepared in accordance with the special provisions of this Schedule relating to banking companies or groups:
- (a) the information required by paragraphs 8 and 24 of Schedule 5 (information about significant holdings of the company in undertakings other than subsidiary undertakings) need only be given in respect of undertakings (otherwise falling within the class of undertakings in respect of which disclosure is required) in which the company has a significant holding amounting to 20 per cent. or more of the nominal value of the shares in the undertaking; and
  - (b) the information required by paragraph 27 of Schedule 5 (information about significant holdings of the group in undertakings other than subsidiary undertakings) need only be given in respect of undertakings (otherwise falling within the class of undertakings in respect of which disclosure is required) in which the group has a significant holding amounting to 20 per cent. or more of the nominal value of the shares in the undertaking.
- In addition any information required by those paragraphs may be omitted if it is not material.
- (2) Paragraph 13(3) and (4) of Schedule 5 shall apply mutatis mutandis for the purposes of subparagraph (1)(a) above and paragraph 32(3) and (4) of that Schedule shall apply mutatis mutandis for the purposes of subparagraph (1)(b) above.

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## [<sup>F258</sup>PART IV

### ADDITIONAL DISCLOSURE: EMOLUMENTS AND OTHER BENEFITS OF DIRECTORS AND OTHERS]

#### Textual Amendments

**F258** Sch. 9 Pts. II–IV added by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) (Sch. 7 of the 1989 Act providing that the provisions have effect as Pts. II to IV of Sch. 9)

- 1 The provisions of this Part of this Schedule have effect with respect to the application of Schedule 6 (additional disclosure: emoluments and other benefits of directors and others) to a banking company or the holding company of such a company.

#### *Loans, quasi-loans and other dealings*

- 2 Part II of Schedule 6 (loans, quasi-loans and other dealings) does not apply for the purposes of accounts prepared by a banking company, or a company which is the holding company of a banking company, in relation to a transaction or arrangement of a kind mentioned in section 330, or an agreement to enter into such a transaction or arrangement, to which that banking company is a party.

#### *Other transactions, arrangements and agreements*

- 3 Part III of Schedule 6 (other transactions, arrangements and agreements) applies for the purposes of accounts prepared by a banking company, or a company which is the holding company of a banking company, only in relation to a transaction, arrangement or agreement made by that banking company for—
- (a) a person who was a director of the company preparing the accounts, or who was connected with such a director, or
  - (b) a person who was a chief executive or manager (within the meaning of the Banking Act <sup>M5</sup>1987) of that company or its holding company.
- (2) References in that Part to officers of the company shall be construed accordingly as including references to such persons.
- (3) In this paragraph “director” includes a shadow director.
- (4) For the purposes of that Part as it applies by virtue of this paragraph, a company which a person does not control shall not be treated as connected with him.
- (5) Section 346 of this Act applies for the purposes of this paragraph as regards the interpretation of references to a person being connected with a director or controlling a company.

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#### Marginal Citations

M5 1987 c.22 (10).

## [<sup>F259</sup><sup>F260</sup>SCHEDULE 9A

### SPECIAL PROVISIONS FOR INSURANCE COMPANIES AND GROUPS]

#### Textual Amendments

**F259** Sch. 9A substituted (19.12.1993) by virtue of S.I. 1993/3246, regs. 4, 6, 7, Sch. 1

**F260** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

## <sup>F261</sup>PART I

### [<sup>F262</sup>FORM AND CONTENT OF ACCOUNTS]

#### Textual Amendments

**F261** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

**F262** Sch. 9 Pt. I: descriptive Part heading before paragraph 2 substituted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)

## <sup>F263</sup>Balance sheet

#### Textual Amendments

**F263** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

- <sup>F264</sup><sub>2</sub> The authorised share capital, issued share capital, liabilities and assets shall be summarised, with such particulars as are necessary to disclose the general nature of the assets and liabilities, and there shall be specified—
- (a) any part of the issued capital that consists of redeemable shares, the earliest and latest dates on which the company has power to redeem those shares, whether those shares must be redeemed in any event or are liable to be redeemed at the option of the company or of the shareholder and whether any (and, if so, what) premium is payable on redemption;
  - (b) so far as the information is not given in the profit and loss account, any share capital on which interest has been paid out of capital during the financial year, and the rate at which interest has been so paid;

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- (c) the amount of the share premium account;
- (d) particulars of any redeemed debentures which the company has power to re-issue.

#### Textual Amendments

**F264** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

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

**C23** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

- F265**<sup>3</sup> There shall be stated under separate headings, so far as they are not written off,—
- (a) the preliminary expenses;
  - (b) any expenses incurred in connection with any issue of share capital or debentures;
  - (c) any sums paid by way of commission in respect of any shares or debentures;
  - (d) any sums allowed by way of discount in respect of any debentures; and
  - (e) the amount of the discount allowed on any issue of shares at a discount.

#### Textual Amendments

**F265** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

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

**C24** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

- F266**<sup>4</sup> (1) The reserves, provisions, liabilities and assets shall be classified under headings appropriate to the company's business:
- Provided that—
- (a) where the amount of any class is not material, it may be included under the same heading as some other class; and
  - (b) where any assets of one class are not separable from assets of another class, those assets may be included under the same heading.
- (2) Fixed assets, current assets and assets that are neither fixed nor current shall be separately identified.
- (3) The method or methods used to arrive at the amount of the fixed assets under each heading shall be stated.

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#### Textual Amendments

**F266** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

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

**C25** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

- <sup>F2675</sup> (1) The method of arriving at the amount of any fixed asset shall, subject to the next following sub-paragraph, be to take the difference between—
- (a) its cost or, if it stands in the company's books at a valuation, the amount of the valuation; and
  - (b) the aggregate amount provided or written off since the date of acquisition or valuation, as the case may be, for depreciation or diminution in value;
- and for the purposes of this paragraph the net amount at which any assets stood in the company's books on 1st July 1948 (after deduction of the amounts previously provided or written off for depreciation or diminution in value) shall, if the figures relating to the period before that date cannot be obtained without unreasonable expense or delay, be treated as if it were the amount of a valuation of those assets made at that date and, where any of those assets are sold, the said net amount less the amount of the sales shall be treated as if it were the amount of a valuation so made of the remaining assets.
- (2) The foregoing sub-paragraph shall not apply—
- (a) to assets for which the figures relating to the period beginning with 1st July 1948 cannot be obtained without unreasonable expense or delay; or
  - (b) to assets the replacement of which is provided for wholly or partly—
    - (i) by making provision for renewals and charging the cost of replacement against the provision so made; or
    - (ii) by charging the cost of replacement direct to revenue; or
  - (c) to any listed investments or to any unlisted investments of which the value as estimated by the directors is shown either as the amount of the investments or by way of note; or
  - (d) to goodwill, patents or trade marks.
- (3) For the assets under each heading whose amount is arrived at in accordance with sub-paragraph (1) of this paragraph, there shall be shown—
- (a) the aggregate of the amounts referred to in paragraph (a) of that sub-paragraph; and
  - (b) the aggregate of the amounts referred to in paragraph (b) thereof.
- (4) As respects the assets under each heading whose amount is not arrived at in accordance with the said sub-paragraph (1) because their replacement is provided for as mentioned in sub-paragraph (2)(b) of this paragraph, there shall be stated—
- (a) the means by which their replacement is provided for; and
  - (b) the aggregate amount of the provision (if any) made for renewals and not used.

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#### Textual Amendments

**F267** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

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

**C26** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

- F268**<sup>6</sup> In the case of unlisted investments consisting in equity share capital of other bodies corporate (other than any whose values as estimated by the directors are separately shown, either individually or collectively or as to some individually and as to the rest collectively, and are so shown either as the amount thereof, or by way of note), the matters referred to in the following heads shall, if not otherwise shown, be stated by way of note or in a statement or report annexed:—
- (a) the aggregate amount of the company's income for the financial year that is ascribable to the investments;
  - (b) the amount of the company's share before taxation, and the amount of that share after taxation, of the net aggregate amount of the profits of the bodies in which the investments are held, being profits for the several periods to which accounts sent by them during the financial year to the company related, after deducting those bodies' losses for those periods (or vice versa);
  - (c) the amount of the company's share of the net aggregate amount of the undistributed profits accumulated by the bodies in which the investments are held since the time when the investments were acquired after deducting the losses accumulated by them since that time (or vice versa);
  - (d) the manner in which any losses incurred by the said bodies have been dealt with in the company's accounts.

#### Textual Amendments

**F268** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

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

**C27** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

- F269**<sup>7</sup> The aggregate amounts respectively of reserves and provisions (other than provisions for depreciation, renewals or diminution in value of assets) shall be stated under separate headings;
- Provided that—
- (a) this paragraph shall not require a separate statement of either of the said amounts which is not material; and
  - (b) the Secretary of State may direct that a separate statement shall not be required of the amount of provisions where he is satisfied that that is not

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required in the public interest and would prejudice the company, but subject to the condition that any heading stating an amount arrived at after taking into account a provision (other than as aforesaid) shall be so framed or marked as to indicate that fact.

**Textual Amendments**

**F269** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

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

**C28** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

- <sup>F270</sup>g (1) There shall also be shown (unless it is shown in the profit and loss account or a statement or report annexed thereto, or the amount involved is not material)—
- (a) where the amount of the reserves or of the provisions (other than provisions for depreciation, renewals or diminution in value of assets) shows an increase as compared with the amount at the end of the immediately preceding financial year, the source from which the amount of the increase has been derived; and
  - (b) where—
    - (i) the amount of the reserves shows a decrease as compared with the amount at the end of the immediately preceding financial year; or
    - (ii) the amount at the end of the immediately preceding financial year of the provisions (other than provisions for depreciation, renewals or diminution in value of assets) exceeded the aggregate of the sums since applied and amounts still retained for the purposes thereof;the application of the amounts derived from the difference.
- (2) Where the heading showing the reserves or any of the provisions aforesaid is divided into sub-headings, this paragraph shall apply to each of the separate amounts shown in the sub-headings instead of applying to the aggregate amount thereof.

**Textual Amendments**

**F270** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

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

**C29** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

- <sup>F271</sup>g If an amount is set aside for the purpose of its being used to prevent undue fluctuations in charges for taxation, it shall be stated.

*Status: Point in time view as at 05/11/1993.*

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#### Textual Amendments

**F271** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

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

**C30** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

- <sup>F272</sup>10 (1) There shall be shown under separate headings—
- (a) the aggregate amounts respectively of the company's listed investments and unlisted investments;
  - (b) if the amount of the goodwill and of any patents and trade marks or part of that amount is shown as a separate item in or is otherwise ascertainable from the books of the company, or from any contract for the sale or purchase of any property to be acquired by the company, or from any documents in the possession of the company relating to the stamp duty payable in respect of any such contract or the conveyance of any such property, the said amount so shown or ascertained as far as not written off or, as the case may be, the said amount so far as it is so shown or ascertainable and as so shown or ascertained, as the case may be;
  - (c) the aggregate amount of any outstanding loans made under the authority of section 153(4)(b) [<sup>F273</sup>, (bb)] or (c) or 155 of this Act;
  - (d) the aggregate amount of bank loans and overdrafts and the aggregate amount of loans made to the company which—
    - (i) are repayable otherwise than by instalments and fall due for repayment after the expiration of the period of five years beginning with the day next following the expiration of the financial year; or
    - (ii) are repayable by instalments any of which fall due for payment after the expiration of that period;
 not being, in either case, bank loans or overdrafts;
  - (e) the aggregate amount which is recommended for distribution by way of dividend.
- (2) Nothing in head (b) of the foregoing sub-paragraph shall be taken as requiring the amount of the goodwill, patents and trade marks to be stated otherwise than as a single item.
- (3) The heading showing the amount of the listed investments shall be subdivided, where necessary, to distinguish the investments as respects which there has, and those as respects which there has not, been granted a listing on a [<sup>F274</sup> recognised investment exchange other than an overseas investment exchange within the meaning of the Financial Services Act 1986].
- (4) In relation to each loan falling within head (d) of sub-paragraph (1) of this paragraph (other than a bank loan or overdraft), there shall be stated by way of note (if not otherwise stated) the terms on which it is repayable and the rate at which interest is payable thereon:



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Provided that if the number of loans is such that, in the opinion of the directors, compliance with the foregoing requirement would result in a statement of excessive length, it shall be sufficient to give a general indication of the terms on which the loans are repayable and the rates at which interest is payable thereon.

#### Textual Amendments

**F272** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

**F273** Words "(bb)" inserted (subject to the saving, and transitional provisions in S.I. 1990/355, arts. 6-9, Sch. 2) by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I, para. 1

**F274** Words substituted by Financial Services Act 1986 (c. 60, SIF 69), s. 212(2), Sch. 16 para. 24

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

**C31** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

<sup>F275</sup>11 Where any liability of the company is secured otherwise than by operation of law on any assets of the company, the fact that that liability is so secured shall be stated, but it shall not be necessary to specify the assets on which the liability is secured.

#### Textual Amendments

**F275** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

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

**C32** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

<sup>F276</sup>12 Where any of the company's debentures are held by a nominee of or trustee for the company, the nominal amount of the debentures and the amount at which they are stated in the books of the company shall be stated.

#### Textual Amendments

**F276** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

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

**C33** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

<sup>F277</sup>13 (1) The matters referred to in the following sub-paragraphs shall be stated by way of note, or in a statement or report annexed, if not otherwise shown.

*Status: Point in time view as at 05/11/1993.*

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- (2) The number, description and amount of any shares in the company which any person has an option to subscribe for, together with the following particulars of the option, that is to say—
- (a) the period during which it is exercisable;
  - (b) the price to be paid for shares subscribed for under it.
- (3) ..... F278
- (4) Any distribution made by an investment company within the meaning of Part VIII of this Act which reduces the amount of its net assets to less than the aggregate of its called-up share capital and undistributable reserves.
- For purposes of this sub-paragraph, a company's net assets are the aggregate of its assets less the aggregate of its liabilities; and "undistributable reserves" has the meaning given by section 264(3).
- (5) The amount of any arrears of fixed cumulative dividends on the company's shares and the period for which the dividends or, if there is more than one class, each class of them are in arrear.
- (6) Particulars of any charge on the assets of the company to secure the liabilities of any other person, including, where practicable, the amount secured.
- (7) The general nature of any other contingent liabilities not provided for and, where practicable, the aggregate amount or estimated amount of those liabilities, if it is material.
- (8) Where practicable the aggregate amount or estimated amount, if it is material, of contracts for capital expenditure, so far as not provided for and, where practicable, the aggregate amount or estimated amount, if it is material, of capital expenditure authorised by the directors which has not been contracted for.
- (9) In the case of fixed assets under any heading whose amount is required to be arrived at in accordance with paragraph 5(1) of this Schedule (other than unlisted investments) and is so arrived at by reference to a valuation, the years (so far as they are known to the directors) in which the assets were severally valued and the several values, and, in the case of assets that have been valued during the financial year, the names of the persons who valued them or particulars of their qualifications for doing so and (whichever is stated) the bases of valuation used by them.
- (10) If there are included amongst fixed assets under any heading (other than investments) assets that have been acquired during the financial year, the aggregate amount of the assets acquired as determined for the purpose of making up the balance sheet, and if during that year any fixed assets included under a heading in the balance sheet made up with respect to the immediately preceding financial year (other than investments) have been disposed of or destroyed, the aggregate amount thereof as determined for the purpose of making up that balance sheet.
- (11) Of the amount of fixed assets consisting of land, how much is ascribable to land of freehold tenure and how much to land of leasehold nature, and, of the latter, how much is ascribable to land held on long lease and how much to land held on short lease.

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- (12) If in the opinion of the directors any of the current assets have not a value, on realisation in the ordinary course of the company's business, at least equal to the amount at which they are stated, the fact that the directors are of that opinion.
- (13) The aggregate market value of the company's listed investments where it differs from the amount of the investments as stated and the stock exchange value of any investments of which the market value is shown (whether separately or not) and is taken as being higher than their stock exchange value.
- (14) If a sum set aside for the purpose of its being used to prevent undue fluctuations in charges for taxation has been used during the financial year for another purpose, the amount thereof and the fact that it has been so used.
- (15) If the amount carried forward for stock in trade or work in progress is material for the appreciation by its members of the company's state of affairs or of its profit or loss for the financial year, the manner in which that amount has been computed.
- (16) The basis on which foreign currencies have been converted into sterling, where the amount of the assets or liabilities affected is material.
- (17) The basis on which the amount, if any, set aside for United Kingdom corporation tax is computed.
- (18) ..... <sup>F279</sup>

**Textual Amendments**

- F277** Sch. 9: by virtue of S.I. 1991/2705, **regs. 5(1), 9, Pts. I** and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.
- F278** Sch. 9 Pt. I para. 13(3) repealed (subject to the saving and transitional provisions mentioned in S.I. 1990/355, arts. 5-9, **Sch. 2**) by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 212, 213(2), Sch. 7 Pt. 1 para. 2, **Sch. 24**
- F279** Sch. 9 Pt. I para. 13(18) repealed (subject to the saving and transitional provisions mentioned in S.I. 1990/355, **art. 5**) by Companies Act 1989 (c. 40, SIF 27) ss. 212, 213(2), Sch. 24

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

- C34** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, **Sch. 2 para. 1(2)(k)(ii)**

<sup>F280</sup>*Profit and loss account*

**Textual Amendments**

- F280** Sch. 9: by virtue of S.I. 1991/2705, **regs. 5(1), 9, Pts. I** and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

<sup>F281</sup>14 (1) There shall be shown—

- (a) the amount charged to revenue by way of provision for depreciation, renewals or diminution in value of fixed assets;

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- (b) the amount of the interest on loans of the following kinds made to the company (whether on the security of debentures or not), namely, bank loans, overdrafts and loans which, not being bank loans or overdrafts,—
- (i) are repayable otherwise than by instalments and fall due for repayment before the expiration of the period of five years beginning with the day next following the expiration of the financial year; or
  - (ii) are repayable by instalments the last of which falls due for payment before the expiration of that period;
- and the amount of the interest on loans of other kinds so made (whether on the security of debentures or not);
- (c) the amount of the charge to revenue for United Kingdom corporation tax and, if that amount would have been greater but for relief from double taxation, the amount which it would have been but for such relief, the amount of the charge for United Kingdom income tax, and the amount of the charge for taxation imposed outside the United Kingdom of profits, income and (so far as charged to revenue) capital gains;
- (d) the amounts respectively set aside for redemption of share capital and for redemption of loans;
- (e) the amount, if material, set aside or proposed to be set aside to, or withdrawn from, reserves;
- (f) subject to sub-paragraph (2) of this paragraph, the amount, if material, set aside to provisions other than provisions for depreciation, renewals, or diminution in value of assets or, as the case may be, the amount, if material, withdrawn from such provisions and not applied for the purposes thereof;
- (g) the amounts respectively of income from listed investments and income from unlisted investments;
- (h) if a substantial part of the company's revenue for the financial year consists in rents from land, the amount thereof (after deduction of ground-rents, rates and other outgoings);
- (j) the amount, if material, charged to revenue in respect of sums payable in respect of the hire of plant and machinery;
- (k) the aggregate amount of the dividends paid and proposed.
- (2) The Secretary of State may direct that a company shall not be obliged to show an amount set aside to provisions in accordance with sub-paragraph (1)(f) of this paragraph, if he is satisfied that that is not required in the public interest and would prejudice the company, but subject to the condition that any heading stating an amount arrived at after taking into account the amount set aside as aforesaid shall be so framed or marked as to indicate that fact.
- (3) If, in the case of any assets in whose case an amount is charged to revenue by way of provision for depreciation or diminution in value, an amount is also so charged by way of provision for renewal thereof, the last-mentioned amount shall be shown separately.
- (4) If the amount charged to revenue by way of provision for depreciation or diminution in value of any fixed assets (other than investments) has been determined otherwise than by reference to the amount of those assets as determined for the purpose of making up the balance sheet, that fact shall be stated.

*Status: Point in time view as at 05/11/1993.*

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**Textual Amendments**

**F281** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

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

**C35** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

**F282** 15 The amount of any charge arising in consequence of the occurrence of an event in a preceding financial year and of any credit so arising shall, if not included in a heading relating to other matters, be stated under a separate heading.

**Textual Amendments**

**F282** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

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

**C36** Sch. 9 paras. 2-18 extended by Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)

**F283**

.....

**F284** 16

**Textual Amendments**

**F283** Sch. 9 Pt. I para. 16 repealed (subject to the saving and transition provisions mentioned in S.I. 1990/355, art. 5) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24

**F284** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

**F285** 17 (1) The following matters shall be stated by way of note, if not otherwise shown.

(2) The turnover for the financial year, except in so far as it is attributable to the business of banking or discounting or to business of such other class as may be prescribed for the purposes of this sub-paragraph.

(3) If some or all of the turnover is omitted by reason of its being attributable as aforesaid, the fact that it is so omitted.

(4) The method by which turnover stated is arrived at.

(5) A company shall not be subject to the requirements of this paragraph if it is [F286 neither a parent company nor a subsidiary undertaking] and the turnover which, apart from this sub-paragraph, would be required to be stated does not exceed £1 million.

*Status: Point in time view as at 05/11/1993.*

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#### Textual Amendments

- F285** Sch. 9: by virtue of S.I. 1991/2705, **regs. 5(1), 9, Pts. I and II** of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.
- F286** Words substituted by **Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. 1 para. 3** (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9, **Sch. 2**)

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

- C37** Sch. 9 paras. 2-18 extended by **Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)**

- <sup>F287</sup>18 (1) The following matters shall be stated by way of note, if not otherwise shown.
- (2) If depreciation or replacement of fixed assets is provided for by some method other than a depreciation charge or provision for renewals, or is not provided for, the method by which it is provided for or the fact that it is not provided for, as the case may be.
  - (3) The basis on which the charge for United Kingdom corporation tax and United Kingdom income tax is computed.
  - (4) Any special circumstances which affect liability in respect of taxation of profits, income or capital gains for the financial year or liability in respect of taxation of profits, income or capital gains for succeeding financial years.
  - (5) ..... <sup>F288</sup>
  - (6) Any material respects in which items shown in the profit and loss account are affected—
    - (a) by transactions of a sort not usually undertaken by the company or otherwise by circumstances of an exceptional or non-recurrent nature; or
    - (b) by any change in the basis of accounting.

#### Textual Amendments

- F287** Sch. 9: by virtue of S.I. 1991/2705, **regs. 5(1), 9, Pts. I and II** of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.
- F288** Sch. 9 Pt. I para. 18(5) repealed (subject to the saving and transitional provisions mentioned in S.I. 1990/355, **art. 5**) by **Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24**

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

- C38** Sch. 9 paras. 2-18 extended by **Patents Designs and Marks Act 1986 (c. 39, SIF 67A), s. 2, Sch. 2 para. 1(2)(k)(ii)**

*Status: Point in time view as at 05/11/1993.*

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*[<sup>F289F290</sup>Supplementary provisions]*

**Textual Amendments**

**F289** Sch. 9 Pt. I paras. 18A-18C inserted (subject to the saving and transitional provisions mentioned in S.I. 1990/355, arts. 6-9, Sch 2) by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 4

**F290** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

<sup>F291</sup>18A(1) Accounting policies shall be applied consistently within the same accounts and from one financial year to the next.

(2) If it appears to the directors of a company that there are special reasons for departing from the principle stated in sub-paragraph (1) in preparing the company's accounts in respect of any financial year, they may do so; but particulars of the departure, the reasons for it and its effect shall be given in a note to the accounts.

**Textual Amendments**

**F291** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

<sup>F292</sup>18B It shall be stated whether the accounts have been prepared in accordance with applicable accounting standards, and particulars of any material departure from those standards and the reasons for it shall be given.

**Textual Amendments**

**F292** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

<sup>F293</sup>18C(1) In respect of every item shown in the balance sheet or profit and loss account, or stated in a note to the accounts, there shall be shown or stated the corresponding amount for the financial year immediately preceding that to which the accounts relate, subject to sub-paragraph (3).

(2) Where the corresponding amount is not comparable, it shall be adjusted and particulars of the adjustment and the reasons for it shall be given in a note to the accounts.

(3) Sub-paragraph (1) does not apply in relation to an amount shown—  
(a) as an amount the source or application of which is required by paragraph 8 above (reserves and provisions),  
(b) in pursuance of paragraph 13(10) above (acquisitions and disposals of fixed assets),  
(c) by virtue of paragraph 13 of Schedule 4A (details of accounting treatment of acquisitions),

*Status: Point in time view as at 05/11/1993.*

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- (d) by virtue of paragraph 2, 8(3), 16, 21(1)(d), 22(4) or (5), 24(3) or (4) or 27(3) or (4) of Schedule 5 (shareholdings in other undertakings), or
- (e) by virtue of Part II or III of Schedule 6 (loans and other dealings in favour of directors and others).

**Textual Amendments**

**F293** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

*[<sup>F294F295</sup>Provisions where company is parent company or subsidiary undertaking]*

**Textual Amendments**

**F294** Sch. 9: heading before para. 19 inserted by Companies Act 1989 (c. 40, SIF 27), s. 18(3)(4), Sch. 7 Pt. I para. 5(1) (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)

**F295** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

<sup>F296</sup>19 (1) This paragraph applies where the company [<sup>F297</sup>is a parent company].

(2) The aggregate amount of assets consisting of shares in, or amounts owing (whether on account of a loan or otherwise) from, the company’s [<sup>F298</sup>subsidiary undertakings], distinguishing shares from indebtedness, shall be set out in the balance sheet separately from all the other assets of the company, and the aggregate amount of indebtedness (whether on account of a loan or otherwise) to the company’s [<sup>F299</sup>subsidiary undertakings] shall be so set out separately from all its other liabilities and—

- (a) the references in [<sup>F300</sup>paragraphs 5, 6, 10, 13 and 14] of this Schedule to the company’s investments (except those in paragraphs 13(10) and 14(4)) shall not include investments in its [<sup>F301</sup>subsidiary undertakings] required by this paragraph to be separately set out; and
- (b) paragraph 5, sub-paragraph (1)(a) of paragraph 14, and sub-paragraph (2) of paragraph 18 of this Schedule shall not apply in relation to fixed assets consisting of interests in the company’s [<sup>F302</sup>subsidiary undertakings].

(3) ..... <sup>F303</sup>

**Textual Amendments**

**F296** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

**F297** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 5(2) (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)

**F298** Word substituted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 5(3)(a) (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)

**F299** Word substituted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 5(3)(a) (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)



*Status: Point in time view as at 05/11/1993.*

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- F300** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 18(3)(4), 213(2), [Sch. 7 Pt. I para. 5\(3\)\(b\)](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355](#), [arts. 6-9](#))
- F301** Word substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 18(3)(4), 213(2), [Sch. 7 Pt. I para. 5\(3\)\(a\)](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355](#), [arts. 6-9](#))
- F302** Word substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 18(3)(4), 213(2), [Sch. 7 Pt. I para. 5\(3\)\(a\)](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355](#), [arts. 6-9](#))
- F303** [Sch. 9 para. 19\(3\)-\(7\)](#) repealed (subject to the transitional and saving provision mentioned in [S.I. 1990/355](#), [arts. 5-9](#), [Sch. 2](#)) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 18(3)(4), 212, 213(2), [Sch. 7, Pt. I para. 5\(4\)](#), [Sch. 24](#)

<sup>F304</sup>~~F305~~ (1) This paragraph applies where the company is a subsidiary undertaking.

- (2) The balance sheet of the company shall show—
- (a) the aggregate amount of its indebtedness to undertakings of which it is a subsidiary undertaking or which are fellow subsidiary undertakings, and
  - (b) the aggregate amount of the indebtedness of all such undertakings to it, distinguishing in each case between indebtedness in respect of debentures and otherwise.
- (3) The balance sheet shall also show the aggregate amount of assets consisting of shares in fellow subsidiary undertakings.]

#### Textual Amendments

- F304** [Sch. 9 para. 20](#) substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 18(3)(4), 213(2), [Sch. 7 Pt. I para. 6](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355](#), [arts. 6-9](#))
- F305** [Sch. 9](#): by virtue of [S.I. 1991/2705](#), [regs. 5\(1\), 9](#), [Pts. I and II](#) of [Sch. 9](#) have formed (2.12.1991) a new Schedule numbered Schedule 9A.

#### <sup>F306</sup> Consolidated accounts of holding company and subsidiaries

#### Textual Amendments

- F306** [Sch. 9](#): by virtue of [S.I. 1991/2705](#), [regs. 5\(1\), 9](#), [Pts. I and II](#) of [Sch. 9](#) have formed (2.12.1991) a new Schedule numbered Schedule 9A.

<sup>F307</sup> .....

<sup>F308</sup> 21—

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#### Textual Amendments

- F307** [Sch. 9 paras. 21-26](#) repealed (subject to the transitional and saving provisions mentioned in [S.I. 1990/355](#), [arts. 5-9](#), [Sch. 2](#)) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 18(3)(4), 212, 213(2), [Sch. 7 Pt. I para. 7](#), [Sch. 24](#)
- F308** [Sch. 9](#): by virtue of [S.I. 1991/2705](#), [regs. 5\(1\), 9](#), [Pts. I and II](#) of [Sch. 9](#) have formed (2.12.1991) a new Schedule numbered Schedule 9A.

*Status: Point in time view as at 05/11/1993.*

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### <sup>F309F310</sup>Exceptions for certain companies]

#### Textual Amendments

- F309** Sch. 9: heading before para. 27 inserted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 8(1) (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)
- F310** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

- <sup>F311</sup>27 (1) The following applies to a banking company (if not subject to the <sup>M6</sup>Banking Companies (Accounts) Regulations 1970) which satisfies the Secretary of State that it ought to have the benefit of this paragraph.
- (2) The company shall not be subject to the requirements of [<sup>F312</sup>paragraphs 2 to 18 of this Schedule] other than—
- as respects its balance sheet, those of paragraphs 2 and 3, paragraph 4 (so far as it relates to assets), paragraph 10 (except sub-paragraphs (1)(d) and (4)), paragraphs 11 and 12 and paragraph 13 (except sub-paragraphs (9), (10), (11), (13) and (14)); and
  - as respects its profit and loss account, those of sub-paragraph (1)(h) and (k) of paragraph 14, [<sup>F313</sup>and paragraph 15].
- (3) But, where in the company's balance sheet reserves or provisions (other than provisions for depreciation, renewals or diminution in value of assets) are not stated separately, any heading stating an amount arrived at after taking into account a reserve or such a provision shall be so framed or marked as to indicate that fact, and its profit and loss account shall indicate by appropriate words the manner in which the amount stated for the company's profit or loss has been arrived at.
- (4) The company's accounts shall not be deemed, by reason only of the fact that they do not comply with any requirements . . . <sup>F314</sup> from which the company is exempt by virtue of this paragraph, not to give the true and fair view required by this Act.

#### Textual Amendments

- F311** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.
- F312** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 8(2) (a) (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)
- F313** Words substituted by Companies Act 1989 (c. 40, SIF 27), s. 18(3)(4), Sch. 7 Pt. I para. 8(2)(b) (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)
- F314** Words repealed (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 5-9, Sch. 2) by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 212, 213(2), Sch. 7 Pt. I para. 8(3), Sch. 24

#### Marginal Citations

- M6** S.I. 1970/327.

- <sup>F315</sup>28 (1) An insurance company . . . <sup>F316</sup> shall not be subject to the following requirements of [<sup>F317</sup>paragraphs 2 to 18] of this Schedule, that is to say—

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- (a) as respects its balance sheet, those of paragraphs 4 to 8 (both inclusive), sub-paragraphs (1)(a) and (3) of paragraph 10 and sub-paragraphs (6), (7) and (9) to (13) (both inclusive) of paragraph 13;
- (b) as respects its profit and loss account, those of paragraph 14 (except sub-paragraph (1)(b), (c), (d) and (k)) and paragraph 18(2);

but, where in its balance sheet reserves or provisions (other than provisions for depreciation, renewals or diminution in value of assets) are not stated separately, any heading stating an amount arrived at after taking into account a reserve or such a provision shall be so framed or marked as to indicate that fact, and its profit and loss account shall indicate by appropriate words the manner in which the amount stated for the company's profit or loss has been arrived at:

Provided that the Secretary of State may direct that any such insurance company whose business includes to a substantial extent business other than insurance business shall comply with all the requirements of the said [F318 paragraphs 2 to 18] or such of them as may be specified in the direction and shall comply therewith as respects either the whole of its business or such part thereof as may be so specified.

- (2) The accounts of a company shall not be deemed, by reason only of the fact that they do not comply with any requirement of [F319 paragraphs 2 to 18] of this Schedule from which the company is exempt by virtue of this paragraph, not to give the true and fair view required by this Act.

#### Textual Amendments

- F315** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.
- F316** Words repealed (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 5-9, Sch. 2) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24
- F317** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 9 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)
- F318** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 9 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)
- F319** Words "paragraphs 2 to 18" substituted for "Part I" by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 9 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)

[F320F321] 28A Where a company is entitled to, and has availed itself of, any of the provisions of paragraph 27 or 28 of this Schedule, section 235(2) only requires the auditors to state whether in their opinion the accounts have been properly prepared in accordance with this Act.]

#### Textual Amendments

- F320** Sch. 9 para. 28A inserted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 10 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)
- F321** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

*Status: Point in time view as at 05/11/1993.*

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F322 .....

F323 29—  
30.

#### Textual Amendments

**F322** Sch. 9 paras. 29-30 repealed (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 5-9, **Sch. 2**) by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 212, 213(2), Sch. 7 Pt. I para. 11, **Sch. 24**

**F323** Sch. 9: by virtue of S.I. 1991/2705, **regs. 5(1), 9, Pts. I and II** of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

F324 .....

F325 31

#### Textual Amendments

**F324** Sch. 9 para. 31 and Part heading before para. 31 repealed (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 5-9, **Sch. 2**) by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 212, 213(2), Sch. 7 Pt. I para. 11, **Sch. 24**

**F325** Sch. 9: by virtue of S.I. 1991/2705, **regs. 5(1), 9, Pts. I and II** of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

#### [<sup>F326F327</sup> Interpretation]

#### Textual Amendments

**F326** Sch. 9: heading before para. 32 inserted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), **Sch. 7 Pt. I para. 12** (subject to the transitional and saving provisions mentioned in S.I. 1990/355, **arts. 6-9**)

**F327** Sch. 9: by virtue of S.I. 1991/2705, **regs. 5(1), 9, Pts. I and II** of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

<sup>F328</sup>32 (1) For the purposes of [<sup>F329</sup>this Part of this Schedule], unless the context otherwise requires,—

- (a) the expression “provision” shall, subject to sub-paragraph (2) of this paragraph, mean any amount written off or retained by way of providing for depreciation, renewals or diminution in value of assets or retained by way of providing for any known liability of which the amount cannot be determined with substantial accuracy;
- (b) the expression “reserve” shall not, subject as aforesaid, include any amount written off or retained by way of providing for depreciation, renewals or diminution in value of assets or retained by way of providing for any known liability or any sum set aside for the purpose of its being used to prevent undue fluctuations in charges for taxation;

and in this paragraph the expression “liability” shall include all liabilities in respect of expenditure contracted for and all disputed or contingent liabilities.

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- (2) Where—
- (a) any amount written off or retained by way of providing for depreciation, renewals or diminution in value of assets; or
  - (b) any amount retained by way of providing for any known liability;
- is in excess of that which in the opinion of the directors is reasonably necessary for the purpose, the excess shall be treated for the purposes of [<sup>F330</sup>this Part of this Schedule] as a reserve and not as a provision.

#### Textual Amendments

**F328** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

**F329** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 12 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)

**F330** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 12 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)

- <sup>F331</sup>33 For the purposes aforesaid, the expression “listed investment” means an investment as respects which there has been granted a listing on a [<sup>F332</sup>recognised investment exchange other than an overseas investment exchange within the meaning of the Financial Services Act 1986], or on any stock exchange of repute outside Great Britain and the expression “unlisted investment” shall be construed accordingly.

#### Textual Amendments

**F331** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

**F332** Words substituted by Financial Services Act 1986 (c. 60, SIF 69), s. 212(2), Sch. 16 para. 24

- <sup>F333</sup>34 For the purposes aforesaid, the expression “long lease” means a lease in the case of which the portion of the term for which it was granted remaining unexpired at the end of the financial year is not less than fifty years, the expression “short lease” means a lease which is not a long lease and the expression “lease” includes an agreement for a lease.

#### Textual Amendments

**F333** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

- <sup>F334</sup>35 For the purposes aforesaid, a loan shall be deemed to fall due for repayment, and an instalment of a loan shall be deemed to fall due for payment, on the earliest date on which the lender could require repayment or, as the case may be, payment if he exercised all options and rights available to him.

*Status: Point in time view as at 05/11/1993.*

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#### Textual Amendments

**F334** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

<sup>F335</sup>36 In the application of [<sup>F336</sup>this Part of this Schedule] to Scotland, “land of freehold tenure” means land in respect of which the company is the proprietor of the *dominium utile* or, in the case of land not held on feudal tenure, is the owner; “land of leasehold tenure” means land of which the company is the tenant under a lease; and the reference to ground-rents, rates and other outgoings includes a reference to feu-duty and ground annual.

#### Textual Amendments

**F335** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

**F336** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 Pt. I para. 13 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9)

### [<sup>F337</sup><sup>F338</sup>PART II

#### ACCOUNTS OF BANKING OR INSURANCE GROUP]

#### Textual Amendments

**F337** Sch. 9 Pts. II-IV added by Companies Act 1989 (c. 40, SIF 27), ss. 18(3)(4), 213(2), Sch. 7 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6-9) (Sch. 7 of the 1989 Act providing that the provisions have effect as Pts. II to IV of Sch. 9)

**F338** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

#### <sup>F339</sup> Undertakings to be included in consolidation

#### Textual Amendments

**F339** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

<sup>F340</sup>1 The following descriptions of undertaking shall not be excluded from consolidation under section 229(4) (exclusion of undertakings whose activities are different from those of the undertakings consolidated)—

- (a) in the case of a banking group, an undertaking (other than a credit institution) whose activities are a direct extension of or ancillary to banking business;

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- (b) in the case of an insurance group, an undertaking (other than one carrying on insurance business) whose activities are a direct extension of or ancillary to insurance business.

For the purposes of paragraph (a) “banking” means the carrying on of a deposit-taking business within the meaning of the Banking Act <sup>F341</sup>1987.

#### Textual Amendments

**F340** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

**F341** 1987 c.22 (10).

#### <sup>F342</sup> *General application of provisions applicable to individual accounts*

#### Textual Amendments

**F342** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

<sup>F343</sup>2 (1) In paragraph 1 of Schedule 4A (application to group accounts of provisions applicable to individual accounts), the reference in sub-paragraph (1) to the provisions of Schedule 4 shall be construed as a reference to the provisions of Part I of this Schedule; and accordingly—

- (a) the reference in sub-paragraph (2) to paragraph 59 of Schedule 4 shall be construed as a reference to paragraphs 19(2) and 20 of Part I of this Schedule; and
- (b) sub-paragraph (3) shall be omitted.

(2) The general application of the provisions of Part I of this Schedule in place of those of Schedule 4 is subject to the following provisions.

#### Textual Amendments

**F343** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

#### <sup>F344</sup> *Treatment of goodwill*

#### Textual Amendments

**F344** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

<sup>F345</sup>3 (1) The rules in paragraph 21 of Schedule 4 relating to the treatment of goodwill, and the rules in paragraphs 17 to 19 of that Schedule (valuation of fixed assets) so far as

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they relate to goodwill, apply for the purpose of dealing with any goodwill arising on consolidation.

- (2) Goodwill shall be shown as a separate item in the balance sheet under an appropriate heading; and this applies notwithstanding anything in paragraph 10(1)(b) or (2) of Part I of this Schedule (under which goodwill, patents and trade marks may be stated in the company's individual accounts as a single item).

#### Textual Amendments

**F345** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

#### *F346* Minority interests and associated undertakings

#### Textual Amendments

**F346** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

- F347**<sup>4</sup> The information required by paragraphs 17 and 20 to 22 of Schedule 4A (minority interests and associated undertakings) to be shown under separate items in the formats set out in Part I of Schedule 4 shall be shown separately in the balance sheet and profit and loss account under appropriate headings.

#### Textual Amendments

**F347** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

#### *F348* Companies entitled to benefit of exemptions

#### Textual Amendments

**F348** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

- F349**<sup>5</sup> (1) Where a banking or insurance company is entitled to the exemptions conferred by paragraph 27 or 28 of Part I of this Schedule, a group headed by that company is similarly entitled.
- (2) Paragraphs 27(4), 28(2) and 28A (accounts not to be taken to be other than true and fair; duty of auditors) apply accordingly where advantage is taken of those exemptions in relation to group accounts.



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#### Textual Amendments

**F349** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

#### <sup>F350</sup> *Information as to undertaking in which shares held as result of financial assistance operation*

#### Textual Amendments

**F350** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

- <sup>F351</sup>6 (1) The following provisions apply where the parent company of a banking group has a subsidiary undertaking which—
- (a) is a credit institution of which shares are held as a result of a financial assistance operation with a view to its reorganisation or rescue, and
  - (b) is excluded from consolidation under section 229(3)(c) (interest held with a view to resale).
- (2) Information as to the nature and terms of the operation shall be given in a note to the group accounts and there shall be appended to the copy of the group accounts delivered to the registrar in accordance with section 242 a copy of the undertaking's latest individual accounts and, if it is a parent undertaking, its latest group accounts.
- If the accounts appended are required by law to be audited, a copy of the auditors' report shall also be appended.
- (3) If any document required to be appended is in a language other than English, the directors shall annex to the copy of that document delivered a translation of it into English, certified in the prescribed manner to be a correct translation.
- (4) The above requirements are subject to the following qualifications—
- (a) an undertaking is not required to prepare for the purposes of this paragraph accounts which would not otherwise be prepared, and if no accounts satisfying the above requirements are prepared none need be appended;
  - (b) the accounts of an undertaking need not be appended if they would not otherwise be required to be published, or made available for public inspection, anywhere in the world, but in that case the reason for not appending the accounts shall be stated in a note to the consolidated accounts.
- (5) Where a copy of an undertaking's accounts is required to be appended to the copy of the group accounts delivered to the registrar, that fact shall be stated in a note to the group accounts.
- (6) Subsections (2) to (4) of section 242 (penalties, &c. in case of default) apply in relation to the requirements of this paragraph as regards the delivery of documents to the registrar as they apply in relation to the requirements of subsection (1) of that section.

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#### Textual Amendments

**F351** Sch. 9: by virtue of S.I. 1991/2705, regs. 5(1), 9, Pts. I and II of Sch. 9 have formed (2.12.1991) a new Schedule numbered Schedule 9A.

## [<sup>F352X26</sup>SCHEDULE 10

### DIRECTORS' REPORT WHERE ACCOUNTS PREPARED IN ACCORDANCE WITH SPECIAL PROVISIONS FOR <sup>F353</sup> . . . INSURANCE COMPANIES OR GROUPS]

#### Editorial Information

**X26** Sch. 10: the earliest available versions of Sch. 10 and its contents are those having effect on 2.12.1991

#### Textual Amendments

**F352** Sch. 10 substituted by Companies Act 1989 (c. 40, SIF 27), ss. 18(5), 213(2), Sch. 8 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

**F353** Words in Sch. 10 heading repealed (2.12.1991) by S.I. 1991/2705, regs. 6, 9, Sch. 2, para. 5(a).

#### *Recent issues*

- 1 (1) This paragraph applies where a company prepares individual accounts in accordance with the special provisions of this Part relating to <sup>F354</sup> . . . insurance companies.
- (2) If in the financial year to which the accounts relate the company has issued any shares or debentures, the directors' report shall state the reason for making the issue, the classes of shares or debentures issued and, as respects each class, the number of shares or amount of debentures issued and the consideration received by the company for the issue.

#### Textual Amendments

**F354** Words in Sch. 10 para. 1(1) repealed (2.12.1991) by S.I. 1991/2705, regs. 6, 9, Sch. 2, para. 5(a).

## [<sup>F355</sup> Turnover and profitability]

#### Textual Amendments

**F355** Sch. 10 substituted by Companies Act 1989 (c. 40, SIF 27), ss. 18(5), 213(2), Sch. 8 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

- 2 (1) This paragraph applies where a company prepares group accounts in accordance with the special provisions of this Part relating to <sup>F356</sup> . . . insurance groups.

*Status: Point in time view as at 05/11/1993.*

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- (2) If in the course of the financial year to which the accounts relate the group carried on business of two or more classes <sup>F357</sup> . . . that in the opinion of the directors differ substantially from each other, there shall be contained in the directors’ report a statement of—
  - (a) the proportions in which the turnover for the financial year (so far as stated in the consolidated accounts) is divided amongst those classes (describing them), and
  - (b) as regards business of each class, the extent or approximate extent (expressed in money terms) to which, in the opinion of the directors, the carrying on of business of that class contributed to or restricted the profit or loss of the group for that year (before taxation).
- (3) In sub-paragraph (2) “the group” means the undertakings included in the consolidation.
- (4) For the purposes of this paragraph classes of business which in the opinion of the directors do not differ substantially from each other shall be treated as one class.

#### Textual Amendments

**F356** Words in [Sch. 10 para. 2\(1\)](#) repealed (2.12.1991) by [S.I. 1991/2705](#), regs. 6, 9, [Sch. 2](#), para. 5(a).

**F357** Words in [Sch. 10 para. 2\(2\)](#) repealed (2.12.1991) by [S.I. 1991/2705](#), regs. 6, 9, [Sch. 2](#), para. 5(b).

*[<sup>F358</sup> Labour force and wages paid]*

#### Textual Amendments

**F358** [Sch. 10](#) substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 18(5), 213(2), [Sch. 8](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355](#), [arts. 6–9](#))

- 3 (1) This paragraph applies where a company prepares individual or group accounts in accordance with the special provisions of this Part relating to <sup>F359</sup> . . . insurance companies or groups.
- (2) There shall be stated in the directors’ report—
  - (a) the average number of persons employed by the company or, if the company prepares group accounts, by the company and its subsidiary undertakings, and
  - (b) the aggregate amount of the remuneration paid or payable to persons so employed.
- (3) The average number of persons employed shall be determined by adding together the number of persons employed (whether throughout the week or not) in each week of the financial year and dividing that total by the number of weeks in the financial year.
- (4) The aggregate amount of the remuneration paid or payable means the total amount of remuneration paid or payable in respect of the financial year; and for this purpose remuneration means gross remuneration and includes bonuses, whether payable under contract or not.

*Status: Point in time view as at 05/11/1993.*

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- (5) The information required by this paragraph need not be given if the average number of persons employed is less than 100.
- (6) No account shall be taken for the purposes of this paragraph of persons who worked wholly or mainly outside the United Kingdom.
- (7) This paragraph does not apply to a company which is a wholly-owned subsidiary of a company incorporated in Great Britain.

#### Textual Amendments

**F359** Words in [Sch. 10 para. 3\(1\)](#) repealed (2.12.1991) by [S.I. 1991/2705](#), regs. 6, 9, [Sch. 2](#), para. 5(a).

## [<sup>F360</sup>SCHEDULE 10A

### PARENT AND SUBSIDIARY UNDERTAKINGS: SUPPLEMENTARY PROVISIONS]

#### Textual Amendments

**F360** [Sch. 10A](#) added by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 21(2), 213(2), [Sch. 9](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355](#), [arts. 6–9](#))

#### *Introduction*

- 1 The provisions of this Schedule explain expressions used in section 258 (parent and subsidiary undertakings) and otherwise supplement that section.

#### [<sup>F361</sup> *Voting rights in an undertaking*]

#### Textual Amendments

**F361** [Sch. 10A](#) added by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 21(2), 213(2), [Sch. 9](#) (subject to the transitional and saving provisions mentioned in [S.I. 1990/355](#), [arts. 6–9](#))

- 2
  - (1) In section 258(2)(a) and (d) the references to the voting rights in an undertaking are to the rights conferred on shareholders in respect of their shares or, in the case of an undertaking not having a share capital, on members, to vote at general meetings of the undertaking on all, or substantially all, matters.
  - (2) In relation to an undertaking which does not have general meetings at which matters are decided by the exercise of voting rights, the references to holding a majority of the voting rights in the undertaking shall be construed as references to having the right under the constitution of the undertaking to direct the overall policy of the undertaking or to alter the terms of its constitution.

*Status: Point in time view as at 05/11/1993.*

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*[<sup>F362</sup> Right to appoint or remove a majority of the directors]*

**Textual Amendments**

**F362** Sch. 10A added by Companies Act 1989 (c. 40, SIF 27), ss. 21(2), 213(2), Sch. 9 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

- 3
- (1) In section 258(2)(b) the reference to the right to appoint or remove a majority of the board of directors is to the right to appoint or remove directors holding a majority of the voting rights at meetings of the board on all, or substantially all, matters.
  - (2) An undertaking shall be treated as having the right to appoint to a directorship if—
    - (a) a person's appointment to it follows necessarily from his appointment as director of the undertaking, or
    - (b) the directorship is held by the undertaking itself.
  - (3) A right to appoint or remove which is exercisable only with the consent or concurrence of another person shall be left out of account unless no other person has a right to appoint or, as the case may be, remove in relation to that directorship.

*[<sup>F363</sup> Right to exercise dominant influence]*

**Textual Amendments**

**F363** Sch. 10A added by Companies Act 1989 (c. 40, SIF 27), ss. 21(2), 213(2), Sch. 9 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

- 4
- (1) For the purposes of section 258(2)(c) an undertaking shall not be regarded as having the right to exercise a dominant influence over another undertaking unless it has a right to give directions with respect to the operating and financial policies of that other undertaking which its directors are obliged to comply with whether or not they are for the benefit of that other undertaking.
  - (2) A “control contract” means a contract in writing conferring such a right which—
    - (a) is of a kind authorised by the memorandum or articles of the undertaking in relation to which the right is exercisable, and
    - (b) is permitted by the law under which that undertaking is established.
  - (3) This paragraph shall not be read as affecting the construction of the expression “actually exercises a dominant influence” in section 258(4)(a).

*[<sup>F364</sup> Rights exercisable only in certain circumstances or temporarily incapable of exercise]*

**Textual Amendments**

**F364** Sch. 10A added by Companies Act 1989 (c. 40, SIF 27), ss. 21(2), 213(2), Sch. 9 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

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- 5 (1) Rights which are exercisable only in certain circumstances shall be taken into account only—
- (a) when the circumstances have arisen, and for so long as they continue to obtain, or
  - (b) when the circumstances are within the control of the person having the rights.
- (2) Rights which are normally exercisable but are temporarily incapable of exercise shall continue to be taken into account.

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

**C39** Sch. 10A paras. 5–11 applied by Companies Act 1989 (c. 40, SIF 27), ss. 30(5), 213(2), Sch. 11 para. 5(6)

*[<sup>F365</sup> Rights held by one person on behalf of another]*

**Textual Amendments**

**F365** Sch. 10A added by Companies Act 1989 (c. 40, SIF 27), ss. 21(2), 213(2), Sch. 9 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

- 6 Rights held by a person in a fiduciary capacity shall be treated as not held by him.

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

**C40** Sch. 10A paras. 5–11 applied by Companies Act 1989 (c. 40, SIF 27), ss. 30(5), 213(2), Sch. 11 para. 5(6)

- 7 (1) Rights held by a person as nominee for another shall be treated as held by the other.
- (2) Rights shall be regarded as held as nominee for another if they are exercisable only on his instructions or with his consent or concurrence.

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

**C41** Sch. 10A paras. 5–11 applied by Companies Act 1989 (c. 40, SIF 27), ss. 30(5), 213(2), Sch. 11 para. 5(6)

*[<sup>F366</sup> Rights attached to shares held by way of security]*

**Textual Amendments**

**F366** Sch. 10A added by Companies Act 1989 (c. 40, SIF 27), ss. 21(2), 213(2), Sch. 9 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)

- 8 Rights attached to shares held by way of security shall be treated as held by the person providing the security—

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- (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 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 are exercisable only in his interests.

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

**C42** Sch. 10A paras. 5–11 applied by Companies Act 1989 (c. 40, SIF 27), ss. 30(5), 213(2), **Sch. 11 para. 5(6)**

*[<sup>F367</sup> Rights attributed to parent undertaking]*

**Textual Amendments**

**F367** Sch. 10A added by Companies Act 1989 (c. 40, SIF 27), ss. 21(2), 213(2), **Sch. 9** (subject to the transitional and saving provisions mentioned in S.I. 1990/355, **arts. 6–9**)

- 9 (1) Rights shall be treated as held by a parent undertaking if they are held by any of its subsidiary undertakings.
- (2) Nothing in paragraph 7 or 8 shall be construed as requiring rights held by a parent undertaking to be treated as held by any of its subsidiary undertakings.
- (3) For the purposes of paragraph 8 rights shall be treated as being exercisable in accordance with the instructions or in the interests of an undertaking if they are exercisable in accordance with the instructions of or, as the case may be, in the interests of any group undertaking.

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

**C43** Sch. 10A paras. 5–11 applied by Companies Act 1989 (c. 40, SIF 27), ss. 30(5), 213(2), **Sch. 11 para. 5(6)**

*[<sup>F368</sup> Disregard of certain rights]*

**Textual Amendments**

**F368** Sch. 10A added by Companies Act 1989 (c. 40, SIF 27), ss. 21(2), 213(2), **Sch. 9** (subject to the transitional and saving provisions mentioned in S.I. 1990/355, **arts. 6–9**)

- 10 The voting rights in an undertaking shall be reduced by any rights held by the undertaking itself.

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

**C44** Sch. 10A paras. 5–11 applied by Companies Act 1989 (c. 40, SIF 27), ss. 30(5), 213(2), **Sch. 11 para. 5(6)**

[<sup>F369</sup> *Supplementary*]

**Textual Amendments**

**F369** Sch. 10A added by Companies Act 1989 (c. 40, SIF 27), ss. 21(2), 213(2), **Sch. 9** (subject to the transitional and saving provisions mentioned in S.I. 1990/355, **arts. 6–9**)

- 11           References in any provision of paragraphs 6 to 10 to rights held by a person include rights falling to be treated as held by him by virtue of any other provision of those paragraphs but not rights which by virtue of any such provision are to be treated as not held by him.

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

**C45** Sch. 10A paras. 5–11 applied by Companies Act 1989 (c. 40, SIF 27), ss. 30(5), 213(2), **Sch. 11 para. 5(6)**

SCHEDULE 11

Section 279.

[<sup>F370</sup> MODIFICATIONS OF PART VIII WHERE COMPANY'S ACCOUNTS PREPARED IN  
 ACCORDANCE WITH SPECIAL PROVISIONS FOR BANKING OR INSURANCE COMPANIES]

**Textual Amendments**

**F370** Sch. 11 : heading substituted (subject to the transitional and savings provisions in S.I. 1990/355, arts. 6–9, **Sch. 3 para. 1**) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 21(2)**

- [<sup>F371</sup> Paragraphs 2 to 6 below apply where a company has prepared accounts in accordance with the special provisions of Part VII relating to banking companies and paragraphs 7 to 13 below apply where a company has prepared accounts in accordance with the special provisions of Part VII relating to insurance companies.]

**Textual Amendments**

**F371** Sch. 11 paras. 1-6 inserted (and existing paras. 1-7 renumbered as paras. 7-13) (2.12.1991) by S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(2)(3)**



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*F372 Modifications where accounts prepared in accordance  
with special provisions for banking companies*

**Textual Amendments**

**F372** Sch. 11 paras. 1-6 inserted (and existing paras. 1-7 renumbered as paras. 7-13) (2.12.1991) by S.I. 1991/2705, regs. 7, 9, Sch. 3 para. 1(2)(3)

**F373**<sup>2</sup> Section 264(2) shall apply as if the reference to paragraph 89 of Schedule 4 therein was a reference to paragraph 85(c) of Part I of Schedule 9.

**Textual Amendments**

**F373** Sch. 11 paras. 1-6 inserted (and existing paras. 1-7 renumbered as paras. 7-13) (2.12.1991) by S.I. 1991/2705, regs. 7, 9, Sch. 3 para. 1(2)(3)

**F374**<sup>3</sup> Section 269 shall apply as if:

- (a) there were substituted for the words “are shown as an asset” in sub-section (1) the words “are included as an asset”; and
- (b) the reference to paragraph 20 of Schedule 4 in sub-section (2)(b) was to paragraph 27 of Part I of Schedule 9.

**Textual Amendments**

**F374** Sch. 11 paras. 1-6 inserted (and existing paras. 1-7 renumbered as paras. 7-13) (2.12.1991) by S.I. 1991/2705, regs. 7, 9, Sch. 3 para. 1(2)(3)

**F375**<sup>4</sup> Sections 270(2) and 275 shall apply as if the references therein to paragraphs 88 and 89 of Schedule 4 were to paragraph 85 of Part I of Schedule 9.

**Textual Amendments**

**F375** Sch. 11 paras. 1-6 inserted (and existing paras. 1-7 renumbered as paras. 7-13) (2.12.1991) by S.I. 1991/2705, regs. 7, 9, Sch. 3 para. 1(2)(3)

**F376**<sup>5</sup> Sections 272 and 273 shall apply as if in section 272(3) there were substituted, for the references to section 226 and Schedule 4, references to section 255 and Part I of Schedule 9.

**Textual Amendments**

**F376** Sch. 11 paras. 1-6 inserted (and existing paras. 1-7 renumbered as paras. 7-13) (2.12.1991) by S.I. 1991/2705, regs. 7, 9, Sch. 3 para. 1(2)(3)

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- <sup>F377</sup>6 Section 276 shall apply as if the references to paragraphs 12(a) and 34(3)(a) of <sup>X27</sup>Schedule 4 were to paragraphs 19(a) and 44(3)(a) of Schedule 9 .

**Editorial Information**

**X27** The references to paragraphs 12(a) and 34(3)(a) were inserted by section 23 of, and paragraph 7 of Schedule 10 to, the Companies Act 1989.

**Textual Amendments**

**F377** Sch. 11 paras. 1-6 inserted (and existing paras. 1-7 renumbered as paras. 7-13) (2.12.1991) by S.I. 1991/2705, regs. 7, 9, Sch. 3 para. 1(2)(3)

*[<sup>F378</sup>Modifications where accounts prepared in accordance with special provisions for insurance companies]*

**Textual Amendments**

**F378** Heading inserted (2.12.1991) by S.I. 1991/2705, regs. 7, 9, Sch. 3 para. 1(3).

- <sup>F379</sup>7] Section 264 applies as if in subsection (2) for the words following “the aggregate of its liabilities” there were substituted “(“liabilities” to include any provision within the meaning of [<sup>F380</sup>Part I of [<sup>F381</sup>Schedule 9A]], except to the extent that that provision is taken into account in calculating the value of any asset of the company)”.

**Textual Amendments**

**F379** Sch. 11 paras. 1-7 renumbered as Sch. 11 paras. 7-13 (2.12.1991) by virtue of S.I. 1991/2705, regs. 7, 9, Sch. 3 para. 1(3).

**F380** Words substituted (subject to the transitional and savings provisions in S.I. 1990/355, arts. 6–9, Sch. 3 para. 1) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), Sch. 10 para. 21(3)

**F381** Words in Sch. 11 substituted (2.12.1991) by S.I. 1991/2705, regs. 7, 9, Sch. 3 para. 1(3)(a).

- <sup>F382</sup>8] Section 265 applies as if—
- (a) for subsection (2) there were substituted—
- “(2) In subsection (1)(a), “liabilities” includes any provision (within the meaning of [<sup>F383</sup>Part I of [<sup>F384</sup>Schedule 9A]]) except to the extent that that provision is taken into account for the purposes of that subsection in calculating the value of any asset of the company”, and
- (b) there were added at the end of the section—
- “(7) In determining capital and revenue profits and losses, an asset which is not a fixed asset or a current asset is treated as a fixed asset”.

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**Textual Amendments**

- F382** Sch. 11 paras. 1-7 renumbered as Sch. 11 paras. 7-13 (2.12.1991) by virtue of S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)**.
- F383** Words substituted (subject to the transitional and savings provisions in S.I. 1990/355, arts. 6–9, **Sch. 3 para. 1**) by **Companies Act 1989** (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 21(3)**
- F384** Words in Sch. 11 substituted (2.12.1991) by S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)(a)**.

[<sup>F385</sup>9] Section 269 does not apply.

**Textual Amendments**

- F385** Sch. 11 paras. 1-7 renumbered as Sch. 11 paras. 7-13 (2.12.1991) by virtue of S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)**.

[<sup>F386</sup>10] Section 270 applies as if—  
(a) in subsection (2) the following were substituted for paragraph (b)—  
    “(b) provisions (within the meaning of [<sup>F387</sup>Part I of [<sup>F388</sup>Schedule 9A]])”;  
(b) ..... <sup>F389</sup>

**Textual Amendments**

- F386** Sch. 11 paras. 1-7 renumbered as Sch. 11 paras. 7-13 (2.12.1991) by virtue of S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)**.
- F387** Words substituted by **Companies Act 1989** (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 21(4)(a)** (subject to the transitional and savings provisions in S.I. 1990/355, arts. 6–9, **Sch. 3 para. 1**)
- F388** Words in Sch. 11 substituted (2.12.1991) by S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)(a)**.
- F389** Sch. 11 Para. 4(b)(c) repealed (subject to the transitional and savings provisions in S.I. 1990/355, arts. 5–9, **Sch. 3 para. 1**) by **Companies Act 1989** (c. 40, SIF 27), ss. 23, 212, 213(2), Sch. 10 para. 21(4)(b), **Sch. 24**

[<sup>F390</sup>11] Section 271 applies as if—  
(a) in subsection (2), immediately before paragraph (a) there were inserted  
    “except where the company is entitled to avail itself, and has availed itself,  
    of any of the provisions of [<sup>F391</sup>paragraph <sup>F392</sup>... 28 of [<sup>F393</sup>Schedule 9A]]”,  
    and  
(b) ..... <sup>F394</sup>

**Textual Amendments**

- F390** Sch. 11 paras. 1-7 renumbered as Sch. 11 paras. 7-13 (2.12.1991) by virtue of S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)**.
- F391** Words substituted by **Companies Act 1989** (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 21(5)(a)** (subject to the transitional and savings provisions in S.I. 1990/355, arts. 6–9, **Sch. 3 para. 1**)

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- F392** Words in Sch. 11 para. 11(a) omitted (2.12.1991) by virtue of S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)(b)**.
- F393** Words in Sch. 11 substituted (2.12.1991) by S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)(a)**.
- F394** Sch. 11 para 5(b) repealed (subject to the transitional and savings provisions in S.I. 1990/355, arts. 5–9, **Sch. 3 para. 1**) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 212, 213(2), Sch. 10 para. 21(5)(b), **Sch. 24**

- [<sup>F395X28</sup>12] Sections 272 and 273 apply as if in section 272(3)—
- (a) for the references to [<sup>F396</sup>section 226] and Schedule 4 there were substituted references to [<sup>F396</sup>section 255 and Part I of [<sup>F397</sup>Schedule 9A]], and
  - (b) immediately before paragraph (a) there were inserted “except where the company is entitled to avail itself, and has availed itself, of any of the provisions of [<sup>F398</sup>paragraph <sup>F399</sup>. . . 28 of [<sup>F397</sup>Schedule 9A]]”.

#### Editorial Information

- X28** Sch. 11 paras. 7-11 were substituted (19.12.1993) for Sch. 11 paras. 7-13 by S.I. 1993/3246, regs. 5(1), 6, 7, **Sch. 2 para.8**

#### Textual Amendments

- F395** Sch. 11 paras. 1-7 renumbered as Sch. 11 paras. 7-13 (2.12.1991) by virtue of S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)**.
- F396** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 21(6)(a)** (subject to the transitional and savings provisions in S.I. 1990/355, arts. 6–9, **Sch. 3 para. 1**)
- F397** Words in Sch. 11 substituted (2.12.1991) by S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)(a)**.
- F398** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 21(6)(b)** (subject to the transitional and savings provisions in S.I. 1990/355, arts. 6–9, **Sch. 3 para. 1**)
- F399** Words in Sch. 11 para. 12(b) omitted (2.12.1991) by virtue of S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)(b)**.

- [<sup>F400X29</sup>13] Section 275 applies as if—
- (a) for subsection (1) there were substituted—
    - “(1) For purposes of section 263, any provision (within the meaning of [<sup>F401</sup>Part I of [<sup>F402</sup>Schedule 9A]]), other than one in respect of any diminution of value of a fixed asset appearing on a revaluation of all the fixed assets of the company, or of all its fixed assets other than goodwill, is to be treated as a realised loss”; and
  - (b) “fixed assets” were defined to include any other asset which is not a current asset.

#### Editorial Information

- X29** Sch. 11 paras. 7-11 were substituted (19.12.1993) for Sch. 11 paras. 7-13 by S.I. 1993/3246, regs. 5(1), 6, 7, **Sch. 2 para.8**

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#### Textual Amendments

- F400** Sch. 11 paras. 1-7 renumbered as Sch. 11 paras. 7-13 (2.12.1991) by virtue of S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)**.
- F401** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 21(7)** (subject to the transitional and savings provisions in S.I. 1990/355, arts. 6–9, **Sch. 3 para. 1**)
- F402** Words in Sch. 11 substituted (2.12.1991) by S.I. 1991/2705, regs. 7, 9, **Sch. 3 para. 1(3)(a)**.

## SCHEDULE 12

F403  
. . .

#### Textual Amendments

- F403** Sch. 12 repealed by Company Directors Disqualification Act 1986 (c. 46, SIF 27), s. 23(2), **Sch. 4**

## F404 SCHEDULE 13

Sections 324, 325, 326, 328 and 346.

### PROVISIONS SUPPLEMENTING AND INTERPRETING SECTIONS 324 TO 328

#### Textual Amendments

- F404** 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)

- C46** 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)**.

## PART I

### RULES FOR INTERPRETATION OF THE SECTIONS AND ALSO SECTION 346(4) AND (5)

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

- C47** Sch. 13 Pt. I applied (E.W.) (1.1.1993) by Charities Act 1992 (c. 41), s. 32(2), **Sch. 2 para. 4(2)**; S.I. 1992/1900, art. 4, **Sch.3**.  
Sch. 13 Pt. I applied (E.W.) (1.8.1993) by 1993 c. 10, ss. 36(2), 99(1), **Sch. 5 para. 4(2)**  
Sch. 13 Pt. 1 applied (S.) (1.4.2006) by Charities and Trustee Investment (Scotland) 2005 (asp 10), **ss. 105(3), 107(2)**; S.S.I. 2006/189, **art. 2(1)**, Sch. Pt. 1 (with art. 3(1)(2))

- 1 (1) A reference to an interest in shares or debentures is to be read as including any interest of any kind whatsoever in shares or debentures.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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) Accordingly, there are to be disregarded any restraints or restrictions to which the exercise of any right attached to the interest is or may be subject.
- 2 Where property is held on trust and any interest in shares or debentures is comprised in the property, any beneficiary of the trust who (apart from this paragraph) does not have an interest in the shares or debentures is to be taken as having such an interest; but this paragraph is without prejudice to the following provisions of this Part of this Schedule.
- 3 (1) A person is taken to have an interest in shares or debentures if—
- (a) he enters into a contract for their purchase by him (whether for cash or other consideration), or
  - (b) not being the registered holder, he is entitled to exercise any right conferred by the holding of the shares or debentures, or is entitled to control the exercise of any such right.
- (2) For purposes of sub-paragraph (1)(b), a person is taken to be entitled to exercise or control the exercise of a right conferred by the holding of shares or debentures if he—
- (a) has a right (whether subject to conditions or not) the exercise of which would make him so entitled, or
  - (b) is under an obligation (whether or not so subject) the fulfilment of which would make him so entitled.
- (3) A person is not by virtue of sub-paragraph (1)(b) taken to be interested in shares or debentures by reason only that he—
- (a) has been appointed a proxy to vote at a specified meeting of a company or of any class of its members and at any adjournment of that meeting, or
  - (b) has been appointed by a corporation to act as its representative at any meeting of a company or of any class of its members.
- 4 A person is taken to be interested in shares or debentures if a body corporate is interested in them and—
- (a) that body corporate or its directors are accustomed to act in accordance with his directions or instructions, or
  - (b) he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of that body corporate.
- As this paragraph applies for the purposes of section 346(4) and (5), “more than one-half” is substituted for “one-third or more”.
- 5 Where a person is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of a body corporate, and that body corporate is entitled to exercise or control the exercise of any of the voting power at general meetings of another body corporate (“the effective voting power”), then, for purposes of paragraph 4(b), the effective voting power is taken to be exercisable by that person.
- As this paragraph applies for the purposes of section 346(4) and (5), “more than one-half” is substituted for “one-third or more”.

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- 6 (1) A person is taken to have an interest in shares or debentures if, otherwise than by virtue of having an interest under a trust—
- (a) he has a right to call for delivery of the shares or debentures to himself or to his order, or
  - (b) he has a right to acquire an interest in shares or debentures or is under an obligation to take an interest in shares or debentures;
- whether in any case the right or obligation is conditional or absolute.
- (2) Rights or obligations to subscribe for shares or debentures are not to be taken, for purposes of sub-paragraph (1), to be rights to acquire, or obligations to take, an interest in shares or debentures.
- This is without prejudice to paragraph 1.
- 7 Persons having a joint interest are deemed each of them to have that interest.
- 8 It is immaterial that shares or debentures in which a person has an interest are unidentifiable.
- 9 So long as a person is entitled to receive, during the lifetime of himself or another, income from trust property comprising shares or debentures, an interest in the shares or debentures in reversion or remainder or (as regards Scotland) in fee, are to be disregarded.
- 10 A person is to be treated as uninterested in shares or debentures if, and so long as, he holds them under the law in force in England and Wales as a bare trustee or as a custodian trustee, or under the law in force in Scotland, as a simple trustee.
- 11 There is to be disregarded an interest of a person subsisting by virtue of—
- <sup>F405</sup>(a) any unit trust scheme which is an authorised unit trust scheme within the meaning of the Financial Services Act 1986;
  - (b) a scheme made under section 22 [<sup>F406</sup>or 22A] of the <sup>M7</sup>Charities Act 1960 [<sup>F407</sup>or section 24 or 25 of the Charities Act 1993], section 11 of the <sup>M8</sup>Trustee Investments Act 1961 or section 1 of the <sup>M9</sup>Administration of Justice Act 1965; or
  - (c) the scheme set out in the Schedule to the <sup>M10</sup>Church Funds Investment Measure 1958.

#### Textual Amendments

**F405** Sch. 13 para. 11(a) substituted by Financial Services Act 1986 (c. 60, SIF 69), s. 212(2), Sch. 16 para. 25

**F406** Words in Sch. 13 para. 11(b) inserted (1.9.1992) by Charities Act 1992 (c. 41), s. 78(1), Sch. 6 para. 11(b); S.I. 1992/1900, art. 2, Sch. 1.

**F407** Words in Sch. 13 para. 11(b) inserted (1.8.1993) by 1993 c. 10, ss. 98(1), 99(1), Sch. 6 para. 20(3)

*Status: Point in time view as at 05/11/1993.*

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#### Marginal Citations

- M7** 1960 c. 58.  
**M8** 1961 c. 62.  
**M9** 1965 c. 2.  
**M10** 1958 No. 1.

- 12 There is to be disregarded any interest—
- (a) of the Church of Scotland General Trustees or of the Church of Scotland Trust in shares or debentures held by them;
  - (b) of any other person in shares or debentures held by those Trustees or that Trust otherwise than as simple trustees.

“The Church of Scotland General Trustees” are the body incorporated by the order confirmed by the <sup>M11</sup>Church of Scotland (General Trustees) Order Confirmation Act 1921; and “the Church of Scotland Trust” is the body incorporated by the order confirmed by the <sup>M12</sup>Church of Scotland Trust Order Confirmation Act 1932.

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

- C48** Sch. 13 para. 12 modified (1.1.1995: the day appointed by the Edinburgh Gazette for the coming into force of the amending Act) by 1994 c. V, s. 1, Sch. para. 42(2)

#### Marginal Citations

- M11** 1921 c. xxv.  
**M12** 1932 c. xxi.

- 13 Delivery to a person’s order of shares or debentures in fulfilment of a contract for the purchase of them by him or in satisfaction of a right of his to call for their delivery, or failure to deliver shares or debentures in accordance with the terms of such a contract or on which such a right falls to be satisfied, is deemed to constitute an event in consequence of the occurrence of which he ceases to be interested in them, and so is the lapse of a person’s right to call for delivery of shares or debentures.

## PART II

### PERIODS WITHIN WHICH OBLIGATIONS IMPOSED BY SECTION 324 MUST BE FULFILLED

- 14 (1) An obligation imposed on a person by section 324(1) to notify an interest must, if he knows of the existence of the interest on the day on which he becomes a director, be fulfilled before the expiration of the period of 5 days beginning with the day following that day.
- (2) Otherwise, the obligation must be fulfilled before the expiration of the period of 5 days beginning with the day following that on which the existence of the interest comes to his knowledge.



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- 15 (1) An obligation imposed on a person by section 324(2) to notify the occurrence of an event must, if at the time at which the event occurs he knows of its occurrence and of the fact that its occurrence gives rise to the obligation, be fulfilled before the expiration of the period of 5 days beginning with the day following that on which the event occurs.
- (2) Otherwise, the obligation must be fulfilled before the expiration of a period of 5 days beginning with the day following that on which the fact that the occurrence of the event gives rise to the obligation comes to his knowledge.
- 16 In reckoning, for purposes of paragraphs 14 and 15, any period of days, a day that is a Saturday or Sunday, or a bank holiday in any part of Great Britain, is to be disregarded.

### PART III

#### CIRCUMSTANCES IN WHICH OBLIGATION IMPOSED BY SECTION 324 IS NOT DISCHARGED

- 17 (1) Where an event of whose occurrence a director is, by virtue of section 324(2)(a), under obligation to notify a company consists of his entering into a contract for the purchase by him of shares or debentures, the obligation is not discharged in the absence of inclusion in the notice of a statement of the price to be paid by him under the contract.
- (2) An obligation imposed on a director by section 324(2)(b) is not discharged in the absence of inclusion in the notice of the price to be received by him under the contract.
- 18 (1) An obligation imposed on a director by virtue of section 324(2)(c) to notify a company is not discharged in the absence of inclusion in the notice of a statement of the consideration for the assignment (or, if it be the case that there is no consideration, that fact).
- (2) Where an event of whose occurrence a director is, by virtue of section 324(2)(d), under obligation to notify a company consists in his assigning a right, the obligation is not discharged in the absence of inclusion in the notice of a similar statement.
- 19 (1) Where an event of whose occurrence a director is, by virtue of section 324(2)(d), under obligation to notify a company consists in the grant to him of a right to subscribe for shares or debentures, the obligation is not discharged in the absence of inclusion in the notice of a statement of—
- (a) the date on which the right was granted,
  - (b) the period during which or the time at which the right is exercisable.
  - (c) the consideration for the grant (or, if it be the case that there is no consideration, that fact), and
  - (d) the price to be paid for the shares or debentures.

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- (2) Where an event of whose occurrence a director is, by section 324(2)(d), under obligation to notify a company consists in the exercise of a right granted to him to subscribe for shares or debentures, the obligation is not discharged in the absence of inclusion in the notice of a statement of—
- (a) the number of shares or amount of debentures in respect of which the right was exercised, and
  - (b) if it be the case that they were registered in his name, that fact, and, if not, the name or names of the person or persons in whose name or names they were registered, together (if they were registered in the names of 2 persons or more) with the number or amount registered in the name of each of them.
- 20 In this Part, a reference to price paid or received includes any consideration other than money.

#### PART IV

##### PROVISIONS WITH RESPECT TO REGISTER OF DIRECTORS' INTERESTS TO BE KEPT UNDER SECTION 325

- 21 The register must be so made up that the entries in it against the several names appear in chronological order.
- 22 An obligation imposed by section 325(2) to (4) must be fulfilled before the expiration of the period of 3 days beginning with the day after that on which the obligation arises; but in reckoning that period, a day which is a Saturday or Sunday or a bank holiday in any part of Great Britain is to be disregarded.
- 23 The nature and extent of an interest recorded in the register of a director in any shares or debentures shall, if he so requires, be recorded in the register.
- 24 The company is not, by virtue of anything done for the purposes of section 325 or this Part of this Schedule, affected with notice of, or put upon enquiry as to, the rights of any person in relation to any shares or debentures.
- 25 The register shall—
- (a) if the company's register of members is kept at its registered office, be kept there;
  - (b) if the company's register of members is not so kept, be kept at the company's registered office or at the place where its register of members is kept;
- and shall <sup>F408</sup> . . . be open to the inspection of any member of the company without charge and of any other person on payment of [<sup>F409</sup>such fee as may be prescribed].

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#### Textual Amendments

**F408** Words in Sch. 13 para. 25 repealed (01.11.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 143(10)(a), 212, 213(2), Sch. 24; S.I. 1991/1996, art. 2(2)(b)(c).

**F409** Words in Sch. 13 para. 25 substituted (01.11.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 143(10)(a), 213(2); S.I. 1991/1996, art. 2(2)(b).

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

**C49** Sch. 13 para. 25 applied (with modifications) (26.11.2001) by S.I. 2001/3755, reg. 23(4), Sch. 4 para. 9 (with regs. 39, 45)

**C50** Sch. 13 para. 25 explained (1.11.1991) by S.I. 1991/1998, reg. 3(1).

- 26 (1) Any member of the company or other person may require a copy of the register, or of any part of it, on payment of [<sup>F410</sup>such fee as may be prescribed].
- (2) The company shall cause any copy so required by a person to be sent to him within the period of 10 days beginning with the day after that on which the requirement is received by the company.

#### Textual Amendments

**F410** Words in Sch. 13 para. 26 substituted (1. 11. 1991) by Companies Act 1989 (c. 40, SIF 27), ss. 143(10)(b), 213(2); S.I. 1991/1996, art. 2(2)(a)

- 27 The company shall send notice in the prescribed form to the registrar of companies of the place where the register is kept and of any change in that place, save in a case in which it has at all times been kept at its registered office.
- 28 Unless the register is in such a form as to constitute in itself an index, the company shall keep an index of the names inscribed in it, which shall—
- (a) in respect of each name, contain a sufficient indication to enable the information entered against it to be readily found; and
- (b) be kept at the same place as the register;
- and the company shall, within 14 days after the date on which a name is entered in the register, make any necessary alteration in the index.
- 29 The register shall be produced at the commencement of the company's annual general meeting and remain open and accessible during the continuance of the meeting to any person attending the meeting.

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

**C51** Sch. 13 para. 29 modified by S.I. 1985/724, reg. 6(4)

*Status: Point in time view as at 05/11/1993.*

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## F411 SCHEDULE 14

Section 362.

## OVERSEAS BRANCH REGISTERS

**Textual Amendments**

**F411** 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

**PART I**

## COUNTRIES AND TERRITORIES IN WHICH OVERSEAS BRANCH REGISTER MAY BE KEPT

Northern Ireland

Any part of Her Majesty's dominions outside the United Kingdom, the Channel Islands or the Isle of Man

Bangladesh

Cyprus

Dominica

The Gambia

Ghana

Guyana

India

Kenya

Kiribati

Lesotho

Malawi

Malaysia

Malta

Nigeria

Pakistan

Republic of Ireland

Seychelles

Sierra Leone

Singapore

South Africa

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Sri Lanka

Swaziland

Trinidad and Tobago

Uganda

Zimbabwe

## PART II

### GENERAL PROVISIONS WITH RESPECT TO OVERSEAS BRANCH REGISTERS

- 1 (1) A company keeping an overseas branch register shall give to the registrar of companies notice in the prescribed form of the situation of the office where any overseas branch register is kept and of any change in its situation, and, if it is discontinued, of its discontinuance.  
(2) Any such notice shall be given within 14 days of the opening of the office or of the change or discontinuance, as the case may be.  
(3) If default is made in complying with this paragraph, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.
- 2 (1) An overseas branch register is deemed to be part of the company's register of members ("the principal register").  
(2) It shall be kept in the same manner in which the principal register is by this Act required to be kept, except that the advertisement before closing the register shall be inserted in a newspaper circulating in the district where the overseas branch register is kept.

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

**C52** Sch. 14 paras. 2(2), 3(1) modified by S.I. 1985/724, reg. 6(3)

**C53** Sch. 14 para. 2(2) modified (12.2.1992) by S.I. 1992/225, reg. 121, Sch. 8 para. 5(3).

- 3 (1) A competent court in a country or territory where an overseas branch register is kept may exercise the same jurisdiction of rectifying the register as is under this Act exercisable by the court in Great Britain; and the offences of refusing inspection or copies of the register, and of authorising or permitting the refusal, may be prosecuted summarily before any tribunal having summary criminal jurisdiction.  
(2) This paragraph extends only to those countries and territories where, immediately before the coming into force of this Act, provision to the same effect made by section 120(2) of the <sup>M13</sup>Companies Act 1948 had effect as part of the local law.

*Status: Point in time view as at 05/11/1993.*

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

**C54** Sch. 14 paras. 2(2), 3(1) modified by S.I. 1985/724, reg. 6(3)

#### Marginal Citations

**M13** 1948 c. 38.

- 4 (1) The company shall—
- (a) transmit to its registered office a copy of every entry in its overseas branch register as soon as may be after the entry is made, and
  - (b) cause to be kept at the place where the company's principal register is kept a duplicate of its overseas branch register duly entered up from time to time.

Every such duplicate is deemed for all purposes of this Act to be part of the principal register.

- (2) If default is made in complying with sub-paragraph (1), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.
- (3) Where, by virtue of section 353(1)(b), the principal register is kept at the office of some person other than the company, and by reason of any default of his the company fails to comply with sub-paragraph (1)(b) above he is liable to the same penalty as if he were an officer of the company who was in default.
- 5 Subject to the above provisions with respect to the duplicate register, the shares registered in an overseas branch register shall be distinguished from those registered in the principal register; and no transaction with respect to any shares registered in an overseas branch register shall, during the continuance of that registration, be registered in any other register.
- 6 A company may discontinue to keep an overseas branch register, and thereupon all entries in that register shall be transferred to some other overseas branch register kept by the company in the same country or territory, or to the principal register.
- 7 Subject to the provisions of this Act, any company may, by its articles, make such provisions as it thinks fit respecting the keeping of overseas branch registers.
- 8 An instrument of transfer of a share registered in an overseas branch register (other than such a register kept in Northern Ireland) is deemed a transfer of property situated outside the United Kingdom . . . <sup>F412</sup>.

#### Textual Amendments

**F412** Words repealed by Finance Act 1990 (c. 29, SIF 114), s. 132, Sch. 19 Pt. VI, Notes

*Status: Point in time view as at 05/11/1993.*

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### PART III

#### PROVISIONS FOR BRANCH REGISTERS OF OVERSEA COMPANIES TO BE KEPT IN GREAT BRITAIN

- 9 (1) If by virtue of the law in force in any country or territory to which this paragraph applies companies incorporated under that law have power to keep in Great Britain branch registers of their members resident in Great Britain, Her Majesty may by Order in Council direct that—
- (a) so much of section 353 as requires a company's register of members to be kept at its registered office,
  - (b) section 356 (register to be open to inspection by members), and
  - (c) section 359 (power of court to rectify),
- shall, subject to any modifications and adaptations specified in the Order, apply to and in relation to any such branch registers kept in Great Britain as they apply to and in relation to the registers of companies subject to those sections.
- (2) The countries and territories to which this paragraph applies are—
- (a) all those specified in Part I of this Schedule, plus the Channel Islands and the Isle of Man,
  - (b) Botswana, Zambia and Tonga, and
  - (c) any territory for the time being under Her Majesty's protection or administered by the Government of the United Kingdom under the Trusteeship System of the United Nations.

#### SCHEDULE 15

F413 .....

##### Textual Amendments

**F413** 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)

#### [<sup>F414</sup>F415] SCHEDULE 15A

##### WRITTEN RESOLUTIONS OF PRIVATE COMPANIES]

##### Textual Amendments

**F414** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

**F415** 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

*Status: Point in time view as at 05/11/1993.*

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## PART I

### EXCEPTIONS

- 1 Section 381A does not apply to—
- (a) a resolution under section 303 removing a director before the expiration of his period of office, or
  - (b) a resolution under section 391 removing an auditor before the expiration of his term of office.

## [<sup>F416</sup>PART II

### ADAPTATION OF PROCEDURAL REQUIREMENTS]

#### Textual Amendments

**F416** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

#### *Introductory*

- 2 (1) In this Part of this Schedule (which adapts certain requirements of this Act in relation to proceedings under section 381A)—
- (a) a “written resolution” means a resolution agreed to, or proposed to be agreed to, in accordance with that section, and
  - (b) a “relevant member” means a member by whom, or on whose behalf, the resolution is required to be signed in accordance with that section.
- (2) A written resolution is not effective if any of the requirements of this Part of this Schedule is not complied with.

#### [<sup>F417</sup> Section 95 (disapplication of pre-emption rights)]

#### Textual Amendments

**F417** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

- 3 (1) The following adaptations have effect in relation to a written resolution under section 95(2) (disapplication of pre-emption rights), or renewing a resolution under that provision.
- (2) So much of section 95(5) as requires the circulation of a written statement by the directors with a notice of meeting does not apply, but such a statement must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.



*Status: Point in time view as at 05/11/1993.*

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- (3) Section 95(6) (offences) applies in relation to the inclusion in any such statement of matter which is misleading, false or deceptive in a material particular.

*[<sup>F418</sup> Section 155 (financial assistance for purchase of company's own shares or those of holding company)]*

**Textual Amendments**

**F418** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

- 4 In relation to a written resolution giving approval under section 155(4) or (5) (financial assistance for purchase of company's own shares or those of holding company), section 157(4)(a) (documents to be available at meeting) does not apply, but the documents referred to in that provision must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.

*[<sup>F419</sup> Sections 164, 165 and 167 (authority for off-market purchase or contingent purchase contract of company's own shares)]*

**Textual Amendments**

**F419** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

- 5 (1) The following adaptations have effect in relation to a written resolution—
- (a) conferring authority to make an off-market purchase of the company's own shares under section 164(2),
  - (b) conferring authority to vary a contract for an off-market purchase of the company's own shares under section 164(7), or
  - (c) varying, revoking or renewing any such authority under section 164(3).
- (2) Section 164(5) (resolution ineffective if passed by exercise of voting rights by member holding shares to which the resolution relates) does not apply; but for the purposes of section 381A(1) a member holding shares to which the resolution relates shall not be regarded as a member who would be entitled to attend and vote.
- (3) Section 164(6) (documents to be available at company's registered office and at meeting) does not apply, but the documents referred to in that provision and, where that provision applies by virtue of section 164(7), the further documents referred to in that provision must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.
- (4) The above adaptations also have effect in relation to a written resolution in relation to which the provisions of section 164(3) to (7) apply by virtue of—
- (a) section 165(2) (authority for contingent purchase contract), or
  - (b) section 167(2) (approval of release of rights under contract approved under section 164 or 165).

*Status: Point in time view as at 05/11/1993.*

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*[<sup>F420</sup> Section 173 (approval for payment out of capital)]*

**Textual Amendments**

**F420** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

- 6 (1) The following adaptations have effect in relation to a written resolution giving approval under section 173(2) (redemption or purchase of company's own shares out of capital).
- (2) Section 174(2) (resolution ineffective if passed by exercise of voting rights by member holding shares to which the resolution relates) does not apply; but for the purposes of section 381A(1) a member holding shares to which the resolution relates shall not be regarded as a member who would be entitled to attend and vote.
- (3) Section 174(4) (documents to be available at meeting) does not apply, but the documents referred to in that provision must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.

*[<sup>F421</sup> Section 319 (approval of director's service contract)]*

**Textual Amendments**

**F421** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

- 7 In relation to a written resolution approving any such term as is mentioned in section 319(1) (director's contract of employment for more than five years), section 319(5) (documents to be available at company's registered office and at meeting) does not apply, but the documents referred to in that provision must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.

*[<sup>F422</sup> Section 337 (funding of director's expenditure in performing his duties)]*

**Textual Amendments**

**F422** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

- 8 In relation to a written resolution giving approval under section 337(3)(a) (funding a director's expenditure in performing his duties), the requirement of that provision that certain matters be disclosed at the meeting at which the resolution is passed does not apply, but those matters must be disclosed to each relevant member at or before the time at which the resolution is supplied to him for signature.

*Status: Point in time view as at 05/11/1993.*

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[<sup>F423</sup>SCHEDULE [<sup>F424</sup>15B]

Section 427A

PROVISIONS SUBJECT TO WHICH SS. 425–427 HAVE EFFECT IN THEIR  
APPLICATION TO MERGERS AND DIVISIONS OF PUBLIC COMPANIES]

**Textual Amendments**

**F423** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

**F424** Sch. 15A renumbered by Companies Act 1989 (c. 40, SIF 27), ss. 114(2), 213(2)

**Meeting of transferee company**

[<sup>F425</sup>1 Subject to paragraphs 10(1), 12(4) and 14(2), the court shall not sanction a compromise or arrangement under section 425(2) unless a majority in number representing three-fourths in value of each class of members of every pre-existing transferee company concerned in the scheme, present and voting either in person or by proxy at a meeting, agree to the scheme.]

**Textual Amendments**

**F425** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

**Draft terms of merger**

- [<sup>F426</sup>2 (1) The court shall not sanction the compromise or arrangement under section 425(2) unless—
- (a) a draft of the proposed terms of the scheme (from here on referred to as the “draft terms”) has been drawn up and adopted by the directors of all the transferor and pre-existing transferee companies concerned in the scheme,
  - (b) subject to paragraph 11(3), in the case of each of those companies the directors have delivered a copy of the draft terms to the registrar of companies and the registrar has published in the Gazette notice of receipt by him of a copy of the draft terms from that company, and
  - (c) subject to paragraphs 10 to 14, that notice was so published at least one month before the date of any meeting of that company summoned under section 425(1) or for the purposes of paragraph 1.
- (2) Subject to paragraph 12(2), the draft terms shall give particulars of at least the following matters—
- (a) in respect of each transferor company and transferee company concerned in the scheme, its name, the address of its registered office and whether it is a company limited by shares or a company limited by guarantee and having a share capital;
  - (b) the number of shares in any transferee company to be allotted to members of any transferor company for a given number of their shares (from here on referred to as the “share exchange ratio”) and the amount of any cash payment;
  - (c) the terms relating to the allotment of shares in any transferee company;

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- (d) the date from which the holding of shares in a transferee company will entitle the holders to participate in profits, and any special conditions affecting that entitlement;
  - (e) the date from which the transactions of any transferor company are to be treated for accounting purposes as being those of any transferee company;
  - (f) any rights or restrictions attaching to shares or other securities in any transferee company to be allotted under the scheme to the holders of shares to which any special rights or restrictions attach, or of other securities, in any transferor company, or the measures proposed concerning them;
  - (g) any amount or benefit paid or given or intended to be paid or given to any of the experts referred to in paragraph 5 or to any director of a transferor company or pre-existing transferee company, and the consideration for the payment of benefit.
- (3) Where the scheme is a Case 3 Scheme the draft terms shall also—
- (a) give particulars of the property and liabilities to be transferred (to the extent these are known to the transferor company) and their allocation among the transferee companies;
  - (b) make provision for the allocation among and transfer to the transferee companies of any other property and liabilities which the transferor company has or may subsequently acquire; and
  - (c) specify the allocation to members of the transferor company of shares in the transferee companies and the criteria upon which that allocation is based.]

#### Textual Amendments

**F426** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

#### *Documents and information to be made available*

- [<sup>F4273</sup> Subject to paragraphs 10 to 14, the court shall not sanction the compromise or arrangement under section 425(2) unless—
- (a) in the case of each transferor company and each pre-existing transferee company the directors have drawn up and adopted a report complying with paragraph 4 (from here on referred to as a “directors’ report”);
  - (b) where the scheme is a Case 3 Scheme, the directors of the transferor company have reported to every meeting of the members or any class of members of that company summoned under section 425(1), and to the directors of each transferee company, any material changes in the property and liabilities of the transferor company between the date when the draft terms were adopted and the date of the meeting in question;
  - (c) where the directors of a transferor company have reported to the directors of a transferee company such a change as is mentioned in sub-paragraph (b) above, the latter have reported that change to every meeting of the members or any class of members of that transferee company summoned for the purposes of paragraph 1, or have sent a report of that change to every member who would have been entitled to receive a notice of such a meeting;

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- (d) a report complying with paragraph 5 has been drawn up on behalf of each transferor company and pre-existing transferee company (from here on referred to as an “expert’s report”);
- (e) the members of any transferor company or transferee company were able to inspect at the registered office of that company copies of the documents listed in paragraph 6(1) in relation to every transferor company and pre-existing transferee company concerned in the scheme during a period beginning one month before, and ending on, the date of the first meeting of the members or any class of members of the first-mentioned transferor or transferee company summoned either under section 425(1) or for the purposes of paragraph 1 and those members were able to obtain copies of those documents or any part of them on request during that period free of charge; and
- (f) the memorandum and articles of association of any transferee company which is not a pre-existing transferee company, or a draft thereof, has been approved by ordinary resolution of every transferor company concerned in the scheme.]

#### Textual Amendments

**F427** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

#### Directors’ report

- [<sup>F428</sup>4 (1) The directors’ report shall consist of—
- (a) the statement required by section 426, and
  - (b) insofar as that statement does not contain the following matters, a further statement—
    - (i) setting out the legal and economic grounds for the draft terms, and in particular for the share exchange ratio, and, where the scheme is a Case 3 Scheme, for the criteria upon which the allocation to the members of the transferor company of shares in the transferee companies was based, and
    - (ii) specifying any special valuation difficulties.
- (2) Where the scheme is a Case 3 Scheme the directors’ report shall also state whether a report has been made to the transferee company under section 103 (non-cash consideration to be valued before allotment) and, if so, whether that report has been delivered to the registrar of companies.]

#### Textual Amendments

**F428** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

#### Expert’s report

- [<sup>F429</sup>5 (1) Except where a joint expert is appointed under sub-paragraph (2) below, an expert’s report shall consist of a separate written report on the draft terms to the members of one transferor company or pre-existing transferee company concerned in the scheme drawn up by a separate expert appointed on behalf of that company.

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- (2) The court may, on the joint application of all the transferor companies and pre-existing transferee companies concerned in the scheme, approve the appointment of a joint expert to draw up a single report on behalf of all those companies.
- (3) An expert shall be independent of any of the companies concerned in the scheme, that is to say a person qualified at the time of the report to be appointed, or to continue to be, an auditor of those companies.
- (4) However, where it appears to an expert that a valuation is reasonably necessary to enable him to draw up the report, and it appears to him to be reasonable for that valuation, or part of it, to be made (or for him to accept such a valuation) by another person who—
  - (a) appears to him to have the requisite knowledge and experience to make the valuation or that part of it; and
  - (b) is not an officer or servant of any of the companies concerned in the scheme or any other body corporate which is one of those companies' subsidiary or holding company or a subsidiary of one of those companies' holding company or a partner or employee of such an officer or servant,
 he may arrange for or accept such a valuation, together with a report which will enable him to make his own report under this paragraph.
- (5) The reference in sub-paragraph (4) above to an officer or servant does not include an auditor.
- (6) Where any valuation is made by a person other than the expert himself, the latter's report shall state that fact and shall also—
  - (a) state the former's name and what knowledge and experience he has to carry out the valuation, and
  - (b) describe so much of the undertaking, property and liabilities as were valued by the other person, and the method used to value them, and specify the date of the valuation.
- (7) An expert's report shall—
  - (a) indicate the method or methods used to arrive at the share exchange ratio proposed;
  - (b) give an opinion as to whether the method or methods used are reasonable in all the circumstances of the case, indicate the values arrived at using each such method and (if there is more than one method) give an opinion on the relative importance attributed to such methods in arriving at the value decided on;
  - (c) describe any special valuation difficulties which have arisen;
  - (d) state whether in the expert's opinion the share exchange ratio is reasonable; and
  - (e) in the case of a valuation made by a person other than himself, state that it appeared to himself reasonable to arrange for it to be so made or to accept a valuation so made.
- (8) Each expert has the right of access to all such documents of all the transferor companies and pre-existing transferee companies concerned in the scheme, and the right to require from the companies' officers all such information, as he thinks necessary for the purpose of making his report.]

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### Textual Amendments

**F429** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

### Inspection of documents

<sup>F430</sup>6 (1) The documents referred to in paragraph 3(e) are, in relation to any company,—

- (a) the draft terms;
  - (b) the directors' report [<sup>F431</sup>referred to in paragraph 4 above];
  - (c) the expert's report;
  - <sup>F432</sup>(d) [ the company's accounts within the meaning of section 239 for the last three complete financial years ending on or before a date one month earlier than the first meeting of the company summoned either under section 425(1) or for the purposes of paragraph 1 (in this paragraph referred to as the "relevant date");
  - (e) if the last complete financial year in respect of which accounts were prepared for the company ended more than 6 months before the relevant date, an accounting statement in the form described in the following sub-paragraph.]
  - <sup>F432</sup>(d) [ the company's annual accounts, together with the relevant directors' report and auditors' report, for the last three financial years ending on or before the relevant date; and
  - (e) if the last of those financial years ended more than six months before the relevant date, an accounting statement in the form described in the following provisions.]
- [<sup>F433</sup>In paragraphs (d) and (e) "the relevant date" means one month before the first meeting of the company summoned under section 425(1) or for the purposes of paragraph 1.]

[ The accounting statement shall consist of—

- <sup>F434</sup>(2) (a) a balance sheet dealing with the state of affairs of the company; and
  - (b) where the company has subsidiaries and section 229 would apply if the relevant date were the end of the company's financial year, a further balance sheet or balance sheets dealing with the state of affairs of the company and the subsidiaries.
- (3) Subject to sub-paragraph (4) below, any balance sheet required by sub-paragraph (2) (a) or (b) above shall comply with section 228 or section 230 (as appropriate) and with all other requirements of this Act as to the matters to be included in a company's balance sheet or in notes thereto (applying those sections and Schedule 4 and those other requirements with such modifications as are necessary because the balance sheet is prepared otherwise than as at the last day of the financial year) and must be signed in accordance with section 238.
- (4) Notwithstanding sub-paragraph (3) above, any balance sheet required by sub-paragraph (2)(a) or (b) above shall deal with the state of affairs of the company or subsidiaries as at a date not earlier than the first day of the third month preceding the date when the draft terms were adopted by the directors, and the requirement in section 228 to give a true and fair view shall for the purposes of this paragraph have effect as a requirement to give a true and fair view of the state of affairs of the company as at the first-mentioned date.

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- (5) In sub-paragraphs (1) to (4) above, references to sections 228, 229, 230, 238 and 239 and Schedule 4 shall, in the case of a company within the meaning of Article 3 of the Companies <sup>M14</sup>(Northern Ireland) Order 1986, have effect as references to Articles 236, 237, 238, 246 and 247 and Schedule 4 of that Order respectively, and references to the requirements of this Act shall have effect as references to the requirements of that Order.]
- [ The accounting statement shall consist of—
- <sup>F434</sup>(2) (a) a balance sheet dealing with the state of the affairs of the company as at a date not more than three months before the draft terms were adopted by the directors, and
- (b) where the company would be required to prepare group accounts if that date were the last day of a financial year, a consolidated balance sheet dealing with the state of affairs of the company and its subsidiary undertakings as at that date.
- (3) The requirements of this Act as to balance sheets forming part of a company’s annual accounts, and the matters to be included in notes thereto, apply to any balance sheet required for the accounting statement, with such modifications as are necessary by reason of its being prepared otherwise than as at the last day of a financial year.
- (4) Any balance sheet required for the accounting statement shall be approved by the board of directors and signed on behalf of the board by a director of the company.
- (5) In relation to a company within the meaning of Article 3 of the Companies (Northern Ireland) Order 1986, the references in this paragraph to the requirements of this Act shall be construed as reference to the corresponding requirements of that Order.]]

#### Textual Amendments

- F430** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), **Sch. Pt. II**
- F431** Words inserted (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. 22(2)**
- F432** Sch. 15B para. 6(1)(d)(e) (ending with the word “provisions”) substituted (subject to the transitional and saving provisions mentioned in S.I. 1990/355 arts. 6–9) for old sub-paras. (d)(e) (ending with the word “sub-paragraph.”) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 22(3)**
- F433** Words added (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. 22(4)**
- F434** Sch. 15B para. 6(2) to (5) ending with the words “... shall be construed as reference to the corresponding requirements of that Order” substituted (subject to the transitional and saving provisions mentioned in S.I. 1990/355 arts. 6–9) for old sub-paras. (2) to (5) ending with the words “... shall have effect as references to the requirements of that Order” by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 22(5)**

#### Marginal Citations

- M14** S.I. 1986/1032 (N.I. 6).

#### *Transferor company holding its own shares*

- [<sup>F435</sup>7 The court shall not sanction under section 425(2) a compromise or arrangement under which any shares in a transferee company are to be allotted to a transferor company or its nominee in respect of shares in that transferor company held by it or its nominee.]



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#### Textual Amendments

**F435** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

#### *Securities other than shares to which special rights are attached*

- [<sup>F436</sup>8 (1) Where any security of a transferor company to which special rights are attached is held by a person other than as a member or creditor of the company, the court shall not sanction a compromise or arrangement under section 425(2) unless under the scheme that person is to receive rights in a transferee company of equivalent value.
- (2) Sub-paragraph (1) above shall not apply in the case of any such security where—
- (a) the holder has agreed otherwise; or
  - (b) the holder is, or under the scheme is to be, entitled to have the security purchased by a transferee company involved in the scheme on terms which the court considers reasonable.]

#### Textual Amendments

**F436** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

#### *Date and consequences of the compromise or arrangement*

- [<sup>F437</sup>9 (1) The following provisions of this paragraph shall apply where the court sanctions a compromise or arrangement.
- (2) The court shall in the order sanctioning the compromise or arrangement or in a subsequent order under section 427 fix a date on which the transfer or transfers to the transferee company or transferee companies of the undertaking, property and liabilities of the transferor company shall take place; and any such order which provide for the dissolution of the transferor company shall fix the same date for the dissolution.
- (3) If it is necessary for the transferor company to take any steps to ensure that the undertaking, property and liabilities are fully transferred, the court shall fix a date, not later than six months after the date fixed under sub-paragraph (2) above, by which such steps must be taken and for that purpose may postpone the dissolution of the transferor company until that date.
- (4) The court may postpone or further postpone the date fixed under sub-paragraph (3) above if it is satisfied that the steps there mentioned cannot be completed by the date (or latest date) fixed under that sub-paragraph.]

#### Textual Amendments

**F437** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

#### *Exceptions*

- [<sup>F438</sup>10(1) The court may sanction a compromise or arrangement under section 425(2) notwithstanding that—

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- (a) any meeting otherwise required by paragraph 1 has not been summoned by a pre-existing transferee company (“the relevant company”), and
- (b) paragraphs 2(1)(c) and 3(e) have not been complied with in respect of that company,

if the court is satisfied that the conditions specified in sub-paragraph (2) below have been complied with.

(2) Subject to paragraphs 11(3) and 12(3), the conditions mentioned in sub-paragraph (1) above are—

- (a) that the publication of notice of receipt of the draft terms by the registrar of companies referred to in paragraph 2(1)(b) took place in respect of the relevant company at least one month before the date of any meeting of members of any transferor company concerned in the scheme summoned under section 425(1);
- (b) that the members of the relevant company were able to inspect at the registered office of that company the documents listed in paragraph 6(1) in relation to every transferor company and transferee company concerned in the scheme during a period (“the relevant period”) beginning one month before, and ending on, the date of any such meeting, and that they were able to obtain copies of those documents or any part of them on request during that period free of charge; and
- (c) that one or more members of the relevant company, who together held not less than five per cent. of the paid-up capital of that company which carried the right to vote at general meetings of the company, would have been able during the relevant period to require that a meeting of each class of members be called for the purpose of deciding whether or not to agree to the scheme but that no such requisition had been made.]

#### **Textual Amendments**

**F438** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

- 11 (1) The following sub-paragraphs apply where the scheme is a Case 3 Scheme.
- (2) Sub-paragraphs (a) to (d) of paragraph 3 shall not apply and sub-paragraph (e) of that paragraph shall not apply as regards the documents listed in paragraph 6(1)(b), (c) and (e), if all members holding shares in, and all persons holding other securities of, any of the transferor companies and pre-existing transferee companies concerned in the scheme on the date of the application to the court under section 425(1), being shares or securities which as at that date carry the right to vote in general meetings of the company, so agree.
- (3) The court may by order direct in respect of any transferor company or pre-existing transferee company that the requirements relating to—
- (a) delivering copies of the draft terms and publication of notice of receipt of the draft terms under paragraph 2(1)(b) and (c), or
  - (b) inspection under paragraph 3(e),
- shall not apply, and may by order direct that paragraph 10 shall apply to any pre-existing transferee company with the omission of sub-paragraph (2)(a) and (b) of that paragraph.

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- (4) The court shall not make any order under sub-paragraph (3) above unless it is satisfied that the following conditions will be fulfilled—
- (a) that the members of the company will have received or will have been able to obtain free of charge copies of the documents listed in paragraph 6(1) in time to examine them before the date of the first meeting of the members or any class of members of the company summoned under section 425(1) or for the purposes of paragraph 1;
  - (b) in the case of a pre-existing transferee company, where in the circumstances described in paragraph 10 no meeting is held, that the members of that company will have received or will have been able to obtain free of charge copies of those documents in time to require a meeting under paragraph 10(2)(c);
  - (c) that the creditors of the company will have received or will have been able to obtain free of charge copies of the draft terms in time to examine them before the date of the meeting of the members or any class of members of the company, or, in the circumstances referred to in paragraph (b) above, at the same time as the members of the company; and
  - (d) that no prejudice would be caused to the members or creditors of any transferor company or transferee company concerned in the scheme by making the order in question.

*[<sup>F439</sup> Transferee company or companies holding shares in the transferor company]*

**Textual Amendments**

**F439** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

- <sup>F440</sup>12 (1) Where the scheme is a Case 1 Scheme and in the case of every transferor company concerned—
- (a) the shares in that company, and
  - (b) such securities of that company (other than shares) as carry the right to vote at general meetings of that company,
- are all held by or on behalf of the transferee company, section 427A and this Schedule shall apply subject to the following sub-paragraphs.
- (2) The draft terms need not give particulars of the matters mentioned in paragraph 2(2)(b), (c) or (d).
- (3) Section 426 and sub-paragraphs (a) and (d) of paragraph 3 shall not apply, and sub-paragraph (e) of that paragraph shall not apply as regards the documents listed in paragraph 6(1)(b) and (c).
- (4) The court may sanction the compromise or arrangement under section 425(2) notwithstanding that—
- (a) any meeting otherwise required by section 425 or paragraph 1 has not been summoned by any company concerned in the scheme, and
  - (b) paragraphs 2(1)(c) and 3(e) have not been complied with in respect of that company,

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it is satisfied that the conditions specified in the following sub-paragraphs have been complied with.

- (5) The conditions mentioned in the previous sub-paragraph are—
- (a) that the publication of notice of receipt of the draft terms by the registrar of companies referred to in paragraph 2(1)(b) took place in respect of every transferor company and transferee company concerned in the scheme at least one month before the date of the order under section 425(2) (“the relevant date”);
  - (b) that the members of the transferee company were able to inspect at the registered office of that company copies of the documents listed in paragraphs 6(1)(a), (d) and (e) in relation to every transferor company or transferee company concerned in the scheme during a period (“the relevant period”) beginning one month before, and ending on, the relevant date and that they were able to obtain copies of those documents or any part of them on request during that period free of charge; and
  - (c) that one or more members of the transferee company who together held not less than five per cent. of the paid-up capital of the company which carried the right to vote at general meetings of the company would have been able during the relevant period to require that a meeting of each class of members be called for the purpose of deciding whether or not to agree to the scheme but that no such requisition has been made.

#### Textual Amendments

**F440** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

- <sup>F441</sup>13 (1) Where the scheme is a Case 3 Scheme and—
- (a) the shares in the transferor company, and
  - (b) such securities of that company (other than shares) as carry the right to vote at general meetings of that company,
- are all held by or on behalf of one or more transferee companies, section 427A and this Schedule shall apply subject to the following sub-paragraphs.
- (2) The court may sanction a compromise or arrangement under section 425(2) notwithstanding that—
- (a) any meeting otherwise required by section 425 has not been summoned by the transferor company, and
  - (b) paragraphs 2(1)(c) and 3(b) and (e) have not been complied with in respect of that company,
- if it is satisfied that the conditions specified in the following sub-paragraph have been complied with.
- (3) The conditions referred to in the previous sub-paragraph are—
- (a) the conditions set out in paragraph 12(5)(a) and (c);
  - (b) that the members of the transferor company and every transferee company concerned in the scheme were able to inspect at the registered office of the company of which they were members copies of the documents listed in paragraph 6(1) in relation to every such company during a period beginning one month before, and ending on, the date of the order under section 425(2)

*Status: Point in time view as at 05/11/1993.*

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(“the relevant date”), and that they were able to obtain copies of those documents or any part of them on request during that period free of charge; and

- (c) that the directors of the transferor company have sent to every member who would have been entitled to receive a notice of the meeting (had it been called), and to the directors of each transferee company, a report of any material changes in the property and liabilities of the transferor company between the date when the draft terms were adopted and a date one month before the relevant date.

#### Textual Amendments

F441 Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

- <sup>F442</sup>14 (1) Where the scheme is a Case 1 Scheme and in the case of every transferor company concerned ninety per cent. or more (but not all) of—
- (a) the shares in that company, and
  - (b) such securities of that company (other than shares) as carry the right to vote at general meetings of that company,
- are held by or on behalf of the transferee company, section 427A and this Schedule shall apply subject to the following sub-paragraphs.
- (2) The court may sanction a compromise or arrangement under section 425(2) notwithstanding that—
- (a) any meeting otherwise required by paragraph 1 has not been summoned by the transferee company, and
  - (b) paragraphs 2(1)(c) and 3(e) have not been complied with in respect of that company,
- if the court is satisfied that the conditions specified in the following sub-paragraph have been complied with.
- (3) The conditions referred to in the previous sub-paragraph are the same conditions as those specified in paragraph 10(2), save that for this purpose the condition contained in paragraph 10(2)(b) shall be treated as referring only to the documents listed in paragraph 6(1)(a), (d) and (e).

#### Textual Amendments

F442 Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

#### *Liability of transferee companies for the default of another*

- <sup>F443</sup>15(1) Where the scheme is a Case 3 Scheme, each transferee company shall be jointly and severally liable, subject to sub-paragraph (2) below, for any liability transferred to any other transferee company under the scheme to the extent that that other company has made default in satisfying that liability, but so that no transferee company shall be so liable for an amount greater than the amount arrived at by calculating the value at the time of the transfer of the property transferred to it under the scheme less the amount at that date of the liabilities so transferred.

*Status: Point in time view as at 05/11/1993.*

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- (2) If a majority in number representing three-fourths in value of the creditors or any class of creditors of the transferor company present and voting either in person or by proxy at a meeting summoned under section 425(1) so agree, sub-paragraph (1) above shall not apply in respect of the liabilities of the creditors or that class of creditors.]

**Textual Amendments**

**F443** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), **Sch. Pt. II**

VALID FROM 06/04/2005

[<sup>F444</sup>SCHEDULE 15C

Section 449

SPECIFIED PERSONS

**Textual Amendments**

**F444** 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)

VALID FROM 06/04/2005

SCHEDULE 15D

Section 449

DISCLOSURES

SCHEDULE 16

**F450**

**Textual Amendments**

**F450** Sch. 16 repealed by Insolvency Act 1986 (c. 45, SIF 66), s. 438, **Sch. 12**

*Status: Point in time view as at 05/11/1993.*

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## SCHEDULES 17–19

F451 .....

### Textual Amendments

F451 Schs. 17–19 repealed by Insolvency Act 1985 (c. 65, SIF 27), s. 235, Sch. 10 Pt. II

## F452 SCHEDULE 20

Section 619.

### VESTING OF DISCLAIMED PROPERTY; PROTECTION OF THIRD PARTIES

### Textual Amendments

F452 Schs. 20–25 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

## PART I

F453  
.....

### Textual Amendments

F453 Sch. 20 Pt. I (paras. 1–4) repealed by Insolvency Act 1985 (c. 65, SIF 27), s. 235, Sch. 10 Pt. II

## PART II

### CROWN DISCLAIMED UNDER SECTION 656

(Scotland Only)

- 5 The court shall not under section 657 make a vesting order, where the property disclaimed is held under a lease, in favour of a person claiming under the company (whether as sub-lessee or as creditor in a duly registered or, as appropriate, recorded heritable security over a lease), except on the following terms.
- 6 The person must by the order be made subject—
  - (a) to the same liabilities and obligations as those to which the company was subject under the lease in respect of the property at the commencement of the winding up, or
  - (b) (if the court thinks fit) only to the same liabilities and obligations as if the lease had been assigned to him at that date;

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and in either event (if the case so requires) the liabilities and obligations must be as if the lease had comprised only the property comprised in the vesting order.

- 7 A creditor or sub-lessee declining to accept a vesting order on such terms is excluded from all interest in and security over the property.
- 8 If there is no person claiming under the company who is willing to accept an order on such terms, the court has power to vest the company's estate and interest in the property in any person liable (either personally or in a representative character, and either alone or jointly with the company) to perform the lessee's obligations under the lease, freed and discharged from all interests, rights and obligations created by the company in the lease or in relation to the lease.
- 9 For the purposes of paragraph 5 above, a heritable security is duly recorded if it is recorded in the Register of Sasines and is duly registered if registered in accordance with the <sup>M15</sup>Land Registration (Scotland) Act 1979.

#### Marginal Citations

M15 1979 c. 33.

## F454 SCHEDULE 21

Section 689.

### EFFECT OF REGISTRATION UNDER SECTION 680

#### Textual Amendments

F454 Schs. 20-25 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

#### Interpretation

- 1 In this Schedule—
- “registration” means registration in pursuance of section 680 in Chapter II of Part XXII of this Act, and “registered” has the corresponding meaning, and
- “instrument” includes deed of settlement, contract of copartnership and letters patent.



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*Status:* Point in time view as at 05/11/1993.

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### *Vesting of property*

- 2 All property belonging to or vested in the company at the date of its registration passes to and vests in the company on registration for all the estate and interest of the company in the property.

### *Existing liabilities*

- 3 Registration does not affect the company's rights or liabilities in respect of any debt or obligation incurred, or contract entered into, by, to, with or on behalf of the company before registration.

### *Pending actions at law*

- 4 (1) All actions and other legal proceedings which at the time of the company's registration are pending by or against the company, or the public officer or any member of it, may be continued in the same manner as if the registration had not taken place.
- (2) However, execution shall not issue against the effects of any individual member of the company on any judgment, decree or order obtained in such an action or proceeding; but in the event of the company's property and effects being insufficient to satisfy the judgment, decree or order, an order may be obtained for winding up the company.

### *The company's constitution*

- 5 (1) All provisions contained in any Act of Parliament or other instrument constituting or regulating the company are deemed to be conditions and regulations of the company, in the same manner and with the same incidents as if so much of them as would, if the company had been formed under this Act, have been required to be inserted in the memorandum, were contained in a registered memorandum, and the residue were contained in registered articles.
- (2) The provisions brought in under this paragraph include, in the case of a company registered as a company limited by guarantee, those of the resolution declaring the amount of the guarantee; and they include also the statement under section 681(5)(a), and any statement under section 684(2).
- 6 (1) All the provisions of this Act apply to the company, and to its members, contributories and creditors, in the same manner in all respects as if it had been formed under this Act, subject as follows.
- (2) Table A does not apply unless adopted by special resolution.
- (3) Provisions relating to the numbering of shares do not apply to any joint stock company whose shares are not numbered.

*Status: Point in time view as at 05/11/1993.*

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- (4) Subject to the provisions of this Schedule, the company does not have power—
- (a) to alter any provision contained in an Act of Parliament relating to the company,
  - (b) without the sanction of the Secretary of State, to alter any provision contained in letters patent relating to the company.
- (5) The company does not have power to alter any provision contained in a royal charter or letters patent with respect to the company's objects.
- [<sup>F455</sup>(6) Where by virtue of sub-paragraph (4) or (5) a company does not have power to alter a provision, it does not have power to ratify acts of the directors in contravention of the provision.]

#### Textual Amendments

**F455** Sch. 21 para. 6(6) added (4.2.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 108(2), 213(2)

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

**C55** Sch. 21 para. 6(2) extended (12.11.1992) by Price's Patent Candle Company Limited Act 1992 (c. xvii), s.4.

### *Capital structure*

- 7 Provisions of this Act with respect to—
- (a) the registration of an unlimited company as limited,
  - (b) the powers of an unlimited company on registration as a limited company to increase the nominal amount of its share capital and to provide that a portion of its share capital shall not be capable of being called up except in the event of winding up, and
  - (c) the power of a limited company to determine that a portion of its share capital shall not be capable of being called up except in that event,
- apply, notwithstanding any provisions contained in an Act of Parliament, royal charter or other instrument constituting or regulating the company.

### *Supplementary*

- 8 Nothing in paragraphs 5 to 7 authorises a company to alter any such provisions contained in an instrument constituting or regulating the company as would, if the company had originally been formed under this Act, have been required to be contained in the memorandum and are not authorised to be altered by this Act.
- 9 None of the provisions of this Act (except section 461(3)) derogate from any power of altering the company's constitution or regulations which may, by virtue of any Act of Parliament or other instrument constituting or regulating it, be vested in the company.

*Status: Point in time view as at 05/11/1993.*

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[<sup>F456</sup>SCHEDULE 21A

Section 690A.]

BRANCH REGISTRATION UNDER THE ELEVENTH  
COMPANY LAW DIRECTIVE (89/666/EEC)

**Textual Amendments**

**F456** Sch. 21A inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.3.

*Duty to register*

- <sup>F457</sup>1 (1) A company shall, within one month of having opened a branch in a part of Great Britain, deliver to the registrar for registration a return in the prescribed form containing—
- (a) such particulars about the company as are specified in paragraph 2,
  - (b) such particulars about the branch as are specified in paragraph 3, and
  - (c) if the company is one to which section 699AA applies, such particulars in relation to the registration of documents under Schedule 21D as are specified in paragraph 4.
- (2) The return shall, except where sub-paragraph (3) below applies, be accompanied by the documents specified in paragraph 5 and, if the company is one to which Part I of Schedule 21D applies, the documents specified in paragraph 6.
- (3) This sub-paragraph applies where—
- (a) at the time the return is delivered, the company has another branch in the United Kingdom,
  - (b) the return contains a statement to the effect that the documents specified in paragraph 5, and, if the company is one to which Part I of Schedule 21D applies, paragraph 6, are included in the material registered in respect of the other branch, and
  - (c) the return states where the other branch is registered and what is its registered number.
- (4) In sub-paragraph (1) above, the reference to having opened a branch in a part of Great Britain includes a reference to a branch having become situated there on ceasing to be situated elsewhere.
- (5) If at the date on which the company opens the branch in Great Britain the company is subject to any proceedings referred to in section 703P(1) (winding up) or 703Q(1) (insolvency proceedings etc), the company shall deliver a return under section 703P(1) or (as the case may be) 703Q(1) within one month of that date.

If on or before that date a person has been appointed to be liquidator of the company and continues in that office at that date, section 703P(3) and (4) (liquidator to make return within 14 days of appointment) shall have effect as if it required a return to be made under that section within one month of the date of the branch being opened.

**Textual Amendments**

**F457** Sch. 21A inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.3.

*Status: Point in time view as at 05/11/1993.*

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

**C56** Sch. 21A para. 1(1) modified (1.1.1993) by S.I. 1992/3179, reg. 5, Sch. 4 para. 1(3).

**C57** Sch. 21A para. 1(2) modified (1.1.1993) by S.I. 1992/3179, reg. 5, Sch. 4 para. 8(2).

*Particulars required*

- <sup>F458</sup>2 (1) The particulars referred to in paragraph 1(1)(a) are—
- (a) the corporate name of the company,
  - (b) its legal form,
  - (c) if it is registered in the country of its incorporation, the identity of the register in which it is registered and the number with which it is so registered,
  - (d) a list of its directors and secretary, containing—
    - (i) with respect to each director, the particulars specified in sub-paragraph (3) below, and
    - (ii) with respect to the secretary (or where there are joint secretaries, with respect to each of them) the particulars specified in sub-paragraph (4) below,
  - (e) the extent of the powers of the directors to represent the company in dealings with third parties and in legal proceedings, together with a statement as to whether they may act alone or must act jointly and, if jointly, the name of any other person concerned, and
  - (f) whether the company is an institution to which section 699A (or the equivalent provision in Northern Ireland) applies.
- (2) In the case of a company which is not incorporated in a Member State, those particulars also include—
- (a) the law under which the company is incorporated,
  - (b) in the case of a company to which either paragraphs 2 and 3 of Part I of Schedule 21C or Schedule 21D applies) the period for which the company is required by the law under which it is incorporated to prepare accounts, together with the period allowed for the preparation and public disclosure of accounts for such a period, and
  - (c) unless disclosed by the documents specified in paragraph 5—
    - (i) the address of its principal place of business in its country of incorporation,
    - (ii) its objects, and
    - (iii) the amount of its issued share capital.
- (3) The particulars referred to in sub-paragraph (1)(d)(i) above are—
- (a) in the case of an individual—
    - (i) his name,
    - (ii) any former name,
    - (iii) his usual residential address,
    - (iv) his nationality,
    - (v) his business occupation (if any),
    - (vi) particulars of any other directorships held by him, and
    - (vii) his date of birth;
  - (b) in the case of a corporation or Scottish firm, its corporate or firm name and registered or principal office.

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- (4) The particulars referred to in sub-paragraph (1)(d)(ii) above are—
- (a) in the case of an individual, his name, any former name and his usual residential address;
  - (b) in the case of a corporation or Scottish firm, its corporate or firm name and registered or principal office.

Where all the partners in a firm are joint secretaries of the company, the name and principal office of the firm may be stated instead of the particulars required by paragraph (a) above.

- (5) In sub-paragraphs (3)(a) and (4)(a) above—
- (a) “name” means a person’s forename and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his forename and surname, or in addition to either or both of them; and
  - (b) the reference to a former name does not include—
    - (i) in the case of a peer, or an individual normally known by a title, the name by which he was known previous to the adoption of or succession to the title;
    - (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more;
    - (iii) in the case of a married woman, the name by which she was known previous to the marriage.

- (6) Where—
- (a) at the time a return is delivered under paragraph 1(1) the company has another branch in the same part of Great Britain as the branch covered by the return; and
  - (b) the company has delivered the particulars required by sub-paragraphs (1)(b) to (f) and (2) to (5) to the registrar with respect to that branch (or to the extent it is required to do so by virtue of Schedule 21B to this Act) and has no outstanding obligation to make a return to the registrar in respect of that branch under paragraph 7 in relation to any alteration to those particulars,
- the company may adopt the particulars so delivered as particulars which the registrar is to treat as having been filed by the return by referring in the return to the fact that the particulars have been filed in respect of that other branch and giving the number with which the other branch is registered.

#### Textual Amendments

F458 Sch. 21A inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.3.

- F459<sup>3</sup> The particulars referred to in paragraph 1(1)(b) are—
- (a) the address of the branch,
  - (b) the date on which it was opened,
  - (c) the business carried on at it,
  - (d) if different from the name of the company, the name in which that business is carried on,

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- (e) a list of the names and addresses of all persons resident in Great Britain authorised to accept on the company's behalf service of process in respect of the business of the branch and of any notices required to be served on the company in respect of the business of the branch,
- (f) a list of the names and usual residential addresses of all persons authorised to represent the company as permanent representatives of the company for the business of the branch,
- (g) the extent of the authority of any person falling within paragraph (f) above, including whether that person is authorised to act alone or jointly, and
- (h) if a person falling within paragraph (f) above is not authorised to act alone, the name of any person with whom he is authorised to act.

#### Textual Amendments

**F459** Sch. 21A inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.3.

<sup>F460</sup>4 The particulars referred to in paragraph 1(1)(c) are—

- (a) whether it is intended to register documents under paragraph 2(2) or, as the case may be, 10(1) of Schedule 21D in respect of the branch or in respect of some other branch in the United Kingdom, and
- (b) if it is, where that other branch is registered and what is its registered number.

#### Textual Amendments

**F460** Sch. 21A inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.3.

VALID FROM 02/04/2002

- 4A Where a confidentiality order made under section 723B is in force in respect of a director or secretary required to be specified in the list under paragraph 2(1)(d) or a permanent representative required to be specified in the list under paragraph 3(f)—
- (a) if the order is in respect of a director, paragraph 2(1)(d) has effect in respect of that director as if the reference in paragraph 2(3)(a)(iii) to his usual residential address were a reference to the address for the time being notified by him to the company under regulations made under sections 723B to 723F;
  - (b) if the order is in respect of a secretary, paragraph 2(1)(d) has effect in respect of that secretary as if the reference in paragraph 2(4)(a) to his usual residential address were a reference to the address for the time being notified by him to the company under such regulations;
  - (c) if the order is in respect of a permanent representative, paragraph 3(f) has effect in respect of that representative as if the reference to his usual residential address were a reference to the address for the time being notified by him to the company under such regulations; and

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- (d) in any case the company shall deliver to the registrar, in addition to the return required by paragraph 1(1) a return in the prescribed form containing particulars of the usual residential address of the director, secretary or permanent representative to whom the confidentiality order relates, and any such return shall be delivered to the registrar within one month of having opened a branch in a part of Great Britain.

### Documents required

- <sup>F4615</sup> The first documents referred to in paragraph 1(2) are—
- (a) a certified copy of the charter, statutes or memorandum and articles of the company (or other instrument constituting or defining the company's constitution), and
  - (b) if any of the documents mentioned in paragraph (a) above is not written in the English language, a translation of it into English certified in the prescribed manner to be a correct translation.

#### Textual Amendments

**F461** Sch. 21A inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.3.

- <sup>F4626</sup> (1) The second documents referred to in paragraph 1(2) are—
- (a) copies of the latest accounting documents prepared in relation to a financial period of the company to have been publicly disclosed in accordance with the law of the country in which it is incorporated before the end of the period allowed for compliance with paragraph 1 in respect of the branch or, if earlier, the date on which the company complies with paragraph 1 in respect of the branch, and
  - (b) if any of the documents mentioned in paragraph (a) above is not written in the English language, a translation of it into English certified in the prescribed manner to be a correct translation.
- (2) In sub-paragraph (1)(a) above, “financial period” and “accounting documents” shall be construed in accordance with paragraph 6 of Schedule 21D.

#### Textual Amendments

**F462** Sch. 21A inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.3.

### Alterations

- <sup>F4637</sup> (1) If, after a company has delivered a return under paragraph 1(1) above, any alteration is made in—
- (a) its charter, statutes or memorandum and articles (or other instrument constituting or defining its constitution), or
  - (b) any of the particulars referred to in paragraph 1(1),

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the company shall, within the time specified below, deliver to the registrar for registration a return in the prescribed form containing the prescribed particulars of the alteration.

In the case of an alteration in any of the documents referred to in paragraph (a), the return shall be accompanied by a certified copy of the document as altered, together with, if the document is not written in the English language, a translation of it into English certified in the prescribed manner to be a correct translation.

- (2) The time for the delivery of the return required by sub-paragraph (1) above is—
- (a) in the case of an alteration in any of the particulars specified in paragraph 3, 21 days after the alteration is made; or
  - (b) in the case of any other alteration, 21 days after the date on which notice of the alteration in question could have been received in Great Britain in due course of post (if despatched with due diligence).
- (3) Where—
- (a) a company has more than one branch in Great Britain, and
  - (b) an alteration relates to more than one of those branches,
- sub-paragraph (1) above shall have effect to require the company to deliver a return in respect of each of the branches to which the alteration relates.
- (4) For the purposes of sub-paragraph (3) above—
- (a) an alteration in any of the particulars specified in paragraph 2 shall be treated as relating to every branch of the company (though where the company has more than one branch in a part of Great Britain a return in respect of an alteration in any of those particulars which gives the branch numbers of two or more such branches shall be treated as a return in respect of each branch whose number is given), but
  - (b) an alteration in the company's charter, statutes or memorandum and articles (or other instrument constituting or defining its constitution) shall only be treated as relating to a branch if the document altered is included in the material registered in respect of it.

#### Textual Amendments

**F463** Sch. 21A inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.3.

- <sup>F464</sup>8 (1) Sub-paragraph (2) below applies where—
- (a) a company's return under paragraph 1(1) includes a statement to the effect mentioned in paragraph 1(3)(b), and
  - (b) the statement ceases to be true so far as concerns the documents specified in paragraph 5.
- (2) The company shall, within the time specified below, deliver to the registrar of companies for registration in respect of the branch to which the return relates—
- (a) the documents specified in paragraph 5, or
  - (b) a return in the prescribed form—



*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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)*

- (i) containing a statement to the effect that those documents are included in the material which is registered in respect of another branch of the company in the United Kingdom, and
  - (ii) stating where the other branch is registered and what is its registered number.
- (3) The time for complying with sub-paragraph (2) above is 21 days after the date on which notice of the fact that the statement in the earlier return has ceased to be true could have been received in Great Britain in due course of post (if despatched with due diligence).
- (4) Sub-paragraph (2) above shall also apply where, after a company has made a return under sub-paragraph (2)(b) above, the statement to the effect mentioned in sub-paragraph (2)(b)(i) ceases to be true.
- (5) For the purposes of sub-paragraph (2)(b), where the company has more than one branch in a part of Great Britain a return which gives the branch numbers of two or more such branches shall be treated as a return in respect of each branch whose number is given.

#### Textual Amendments

**F464** Sch. 21A inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.3.

VALID FROM 02/04/2002

- 9
- (1) If an individual in respect of whom a confidentiality order under section 723B is in force becomes a director, secretary or permanent representative of a company that has delivered a return under paragraph 1(1)—
    - (a) the return required to be delivered to the registrar under paragraph 7(1) shall contain the address for the time being notified to the company by the director, secretary or permanent representative under regulations made under sections 723B to 723F, but shall not contain his usual residential address; and
    - (b) with the return under paragraph 7(1) the company shall deliver to the registrar a return in the prescribed form containing the usual residential address of that director, secretary or permanent representative.
  - (2) If after a company has delivered a return under paragraph 1(1) a confidentiality order under section 723B is made in respect of an existing director, secretary or permanent representative of the company, the company shall within the time specified below deliver to the registrar of companies for registration a return in the prescribed form containing the address for the time being notified to it by the director, secretary or permanent representative under regulations made under sections 723B to 723F.
  - (3) Sub-paragraph (4) applies if, at any time after a company has delivered a return under paragraph 1(1), there is an alteration in the usual residential address of a director, secretary or permanent representative of the company in respect of whom a confidentiality order under section 723B is in force.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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)*

- (4) The company shall within the time specified below deliver to the registrar of companies for registration a return in the prescribed form containing the new address.
- (5) The time for the delivery of a return required by sub-paragraph (2) or (4) is 21 days after the date on which notice of the alteration in question could have been received in Great Britain in due course of post (if despatched with due diligence).
- (6) Where a company has more than one branch in Great Britain and any provision of this paragraph requires a return to be made to the registrar, that provision requires the company to deliver a return in respect of each of the branches; but a return which gives the branch numbers of two or more such branches shall be treated as a return in respect of each branch whose number is given.

F465F466 SCHEDULE 21B

Section 692A.]

CHANGE IN REGISTRATION REGIME: TRANSITIONAL PROVISIONS

**Textual Amendments**

**F465** Sch. 21B inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.5.

**F466** Schs. 20-25 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

- <sup>F467</sup>1 (1) This paragraph applies where a company which becomes a company to which section 690A applies was, immediately before becoming such a company (referred to in this paragraph as the relevant time), a company to which section 691 applies.
- (2) The company need not include the particulars specified in paragraph 2(1)(d) of Schedule 21A in the first return to be delivered under paragraph 1(1) of that Schedule to the registrar for a part of Great Britain if at the relevant time—
- (a) it had an established place of business in that part,
  - (b) it had complied with its obligations under section 691(1)(b)(i), and
  - (c) it had no outstanding obligation to make a return to the registrar for that part under subsection (1) of section 692, so far as concerns any alteration of the kind mentioned in subsection (1)(b) of that section,
- and if it states in the return that the particulars have been previously filed in respect of a place of business of the company in that part, giving the company's registered number.
- (3) The company shall not be required to deliver the documents mentioned in paragraph 5 of Schedule 21A with the first return to be delivered under paragraph 1(1) of that Schedule to the registrar for a part of Great Britain if at the relevant time—
- (a) it had an established place of business in that part,
  - (b) it had delivered the documents mentioned in section 691(1)(a) to the registrar for that part, and

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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)*

- (c) it had no outstanding obligation to make a return to that registrar under subsection (1) of section 692, so far as concerns any alteration in any of the documents mentioned in paragraph (a) of that subsection, and if it states in the return that the documents have been previously filed in respect of a place of business of the company in that part, giving the company's registered number.

#### Textual Amendments

F467 Sch. 21B inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.5.

- <sup>F468</sup>2 (1) This paragraph applies where a company which becomes a company to which section 691 applies was, immediately before becoming such a company (referred to in this paragraph as the relevant time), a company to which section 690A applies.
- (2) The company shall not be required to deliver the documents mentioned in section 691(1)(a) to the registrar for a part of Great Britain if at the relevant time—
- (a) it had a branch in that part,
  - (b) the documents mentioned in paragraph 5 of Schedule 21A were included in the material registered in respect of the branch, and
  - (c) it had no outstanding obligation to make a return to the registrar for that part under paragraph 7 of that Schedule, so far as concerns any alteration in any of the documents mentioned in sub-paragraph (1)(a) of that paragraph,
- and if it states in the return that the documents have been previously filed in respect of a branch of the company, giving the branch's registered number.
- (3) The company need not include the particulars mentioned in section 691(1)(b)(i) in the return to be delivered under section 691(1)(b) to the registrar for a part of Great Britain if at the relevant time—
- (a) it had a branch in that part,
  - (b) it had complied with its obligations under paragraph 1(1)(a) of Schedule 21A in respect of the branch so far as the particulars required by paragraph 2(1)(d) of that Schedule are concerned, and
  - (c) it had no outstanding obligation to make a return to the registrar for that part under paragraph 7 of that Schedule, so far as concerns any alteration in any of the particulars required by paragraph 2(1)(d) of that Schedule,
- and if it states in the return that the particulars have been previously filed in respect of a branch of the company, giving the branch's registered number.
- (4) Where sub-paragraph (3) above applies, the reference in section 692(1)(b) to the list of the directors and secretary shall be construed as a reference to the list contained in the return under paragraph 1(1) of Schedule 21A with any alterations in respect of which a return under paragraph 7(1) of that Schedule has been made.

#### Textual Amendments

F468 Sch. 21B inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.5.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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>F469F470</sup>SCHEDULE 21C

Section 699A.]

**DELIVERY OF REPORTS AND ACCOUNTS: CREDIT  
 AND FINANCIAL INSTITUTIONS TO WHICH THE  
 BANK BRANCHES DIRECTIVE (89/117/EEC) APPLIES**

**Textual Amendments**

**F469** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), **Sch.1**.

**F470** Schs. 20-25 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)**

**C58** Sch. 21C modified (1.1.1993) by S.I. 1992/3179, reg. 5, Sch. 4 paras. 4(3), **8(2)**.

<sup>F471</sup>**PART I**

INSTITUTIONS REQUIRED TO PREPARE ACCOUNTS UNDER PARENT LAW

**Textual Amendments**

**F471** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), **Sch.1**.

*Scope of Part and Interpretation*

- <sup>F472</sup>1 (1) This Part of this Schedule applies to any institution to which section 699A applies which is required by its parent law to prepare and have audited accounts for its financial periods and whose only or principal branch within the United Kingdom is in Great Britain.
- (2) In this Part of this Schedule, “branch” has the meaning given by section 699A.

**Textual Amendments**

**F472** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), **Sch.1**.

*Duty to deliver copies in Great Britain*

- <sup>F473</sup>2 (1) An institution to which this Part of this Schedule applies shall, within one month of becoming such an institution, deliver to the registrar for registration—
- (a) copies of the latest accounting documents of the institution prepared in accordance with its parent law to have been disclosed before the end of the period allowed for compliance with this sub-paragraph or, if earlier, the date of compliance with it, and
  - (b) if any of the documents mentioned in paragraph (a) above is not written in the English language, a translation of it into English certified in the prescribed manner to be a correct translation.

*Status: Point in time view as at 05/11/1993.*

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Where an institution to which this Part of this Schedule applies had, immediately prior to becoming such an institution, a branch in Northern Ireland which was its only or principal branch within the United Kingdom it may, instead of delivering the documents mentioned in sub-paragraph (1)(a) under that paragraph, deliver thereunder a notice that it has become an institution to which this Part of this Schedule applies, provided that those documents have been delivered to the registrar for Northern Ireland pursuant to the Companies (Northern Ireland) Order 1986<sup>M16</sup>.

#### Textual Amendments

**F473** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), Sch.1.

#### Marginal Citations

**M16** S.I. 1986/1032 (N.I.6), as amended.

- <sup>F474</sup>3 (1) An institution to which this Part of this Schedule applies shall deliver to the registrar for registration—
- (a) copies of all the accounting documents of the institution prepared in accordance with its parent law which are disclosed on or after the end of the period allowed for compliance with paragraph 2(1) or, if earlier, the date on which it complies with that paragraph, and
  - (b) if any of the documents mentioned in paragraph (a) above is not written in the English language, a translation of it into English, certified in the prescribed manner to be a correct translation.
- (2) The period allowed for delivery, in relation to a document required to be delivered under this paragraph, is 3 months from the date on which the document is first disclosed.

#### Textual Amendments

**F474** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), Sch.1.

- <sup>F475</sup>4 Where an institution's parent law permits it to discharge an obligation with respect to the disclosure of accounting documents by disclosing documents in a modified form, it may discharge its obligation under paragraph 2 or 3 by delivering copies of documents modified as permitted by that law.

#### Textual Amendments

**F475** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), Sch.1.

- <sup>F476</sup>5 (1) Neither paragraph 2 nor paragraph 3 shall require an institution to deliver documents to the registrar if at the end of the period allowed for compliance with that paragraph—
- (a) it is not required by its parent law to register them,

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- (b) they are made available for inspection at each branch of the institution in Great Britain, and
  - (c) copies of them are available on request at a cost not exceeding the cost of supplying them.
- (2) Where by virtue of sub-paragraph (1) above an institution is not required to deliver documents under paragraph 2 or 3 and any of the conditions specified in that sub-paragraph ceases to be met, the institution shall deliver the documents to the registrar for registration within 7 days of the condition ceasing to be met.

**Textual Amendments**

**F476** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), Sch.1.

*Registrar to whom documents to be delivered*

- <sup>F477</sup>6 The documents which an institution is required to deliver to the registrar under this Part of this Schedule shall be delivered—
- (a) to the registrar for England and Wales if the institution’s only branch, or (if it has more than one) its principal branch within the United Kingdom, is in England and Wales; or
  - (b) to the registrar for Scotland if the institution’s only branch, or (if it has more than one) its principal branch within the United Kingdom, is in Scotland.

**Textual Amendments**

**F477** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), Sch.1.

*Penalty for non-compliance*

- <sup>F478</sup>7 (1) If an institution fails to comply with paragraph 2, 3 or 5(2) before the end of the period allowed for compliance, the institution and every person who immediately before the end of that period was a director of the institution, or, in the case of an institution which does not have directors, a person occupying an equivalent office, is guilty of an offence and liable to a fine and, for continued contravention, to a daily default fine.
- (2) It is a defence for a person charged with an offence under this paragraph to prove that he took all reasonable steps for securing compliance with paragraph 2, 3 or 5(2), as the case may be.

**Textual Amendments**

**F478** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), Sch.1.

*Interpretation*

- <sup>F479</sup>8 (1) In this Part of this Schedule—
- “financial period” in relation to an institution, means a period for which the institution is required or permitted by its parent law to prepare accounts;

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“parent law”, in relation to an institution, means the law of the country in which the institution has its head office;

and references to disclosure are to public disclosure, except where an institution is not required under its parent law, any enactment (including any subordinate legislation within the meaning of section 21 of the Interpretation Act 1978<sup>M17</sup>) having effect for Great Britain or its constitution to publicly disclose its accounts, in which case such references are to the disclosure of the accounts to the persons for whose information they have been prepared.

- (2) For the purposes of this Part of this Schedule, the following are accounting documents in relation to a financial period of an institution—
- (a) the accounts of the institution for the period, including, if it has one or more subsidiaries, any consolidated accounts of the group,
  - (b) any annual report of the directors (or, in the case of an institution which does not have directors, the persons occupying equivalent offices) for the period,
  - (c) the report of the auditors on the accounts mentioned in paragraph (a) above, and
  - (d) any report of the auditors on the report mentioned in paragraph (b) above.

**Textual Amendments**

**F479** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), Sch.1.

**Marginal Citations**

**M17** 1978 c.30

**F480** PART II

INSTITUTIONS NOT REQUIRED TO PREPARE ACCOUNTS UNDER PARENT LAW

**Textual Amendments**

**F480** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), Sch.1.

*Scope of Part and Interpretation*

- F481**g (1) This Part of this Schedule applies to any institution to which section 699A applies which—
- (a) is incorporated, and
  - (b) is not required by the law of the country in which it has its head office to prepare and have audited accounts.
- (2) In this Part of this Schedule, “branch” has the meaning given by section 699A.

**Textual Amendments**

**F481** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), Sch.1.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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)*

### *Preparation of accounts and reports*

- <sup>F482</sup>10 An institution to which this Part of this Schedule applies shall in respect of each financial year of the institution prepare the like accounts and directors' report, and cause to be prepared such an auditors' report, as would be required if the institution were a company to which section 700 applied.

#### **Textual Amendments**

**F482** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), **Sch.1**.

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

**C59** Sch. 21C para. 10 modified (1.1.1993) by S.I. 1992/3179, reg. 5, **Sch. 4 para. 5(2)**.

- <sup>F483</sup>11 Sections 223 to 225 apply to an institution to which this Part of this Schedule applies subject to the following modifications—
- (a) for the references to the incorporation of the company there shall be substituted references to the institution becoming an institution to which this Part of this Schedule applies; and
  - (b) section 225(4) shall be omitted.

#### **Textual Amendments**

**F483** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), **Sch.1**.

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

**C60** Sch. 21C para. 11(a) modified (1.1.1993) by S.I. 1992/3179, reg. 5, **Sch. 4 para. 5(4)**.

### *Duty to deliver accounts and reports*

- <sup>F484</sup>12 (1) An institution to which this Part of this Schedule applies shall in respect of each financial year of the institution deliver to the registrar copies of the accounts and reports prepared in accordance with paragraph 10.
- (2) If any document comprised in those accounts or reports is in a language other than English, the institution shall annex to the copy delivered a translation of it into English, certified in the prescribed manner to be a correct translation.

#### **Textual Amendments**

**F484** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), **Sch.1**.

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

**C61** Sch. 21C para. 12(1) modified (1.1.1993) by S.I. 1992/3179, reg. 5, **Sch. 4 para. 5(2)**.

### *Time for delivery*

- <sup>F485</sup>13 (1) The period allowed for delivering accounts and reports under paragraph 12 above is 13 months after the end of the relevant accounting reference period, subject to the following provisions of this paragraph.



*Status: Point in time view as at 05/11/1993.*

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- (2) If the relevant accounting reference period is the institution's first and is a period of more than 12 months, the period allowed is 13 months from the first anniversary of the institution's becoming an institution to which this Part of this Schedule applies.
- (3) If the relevant accounting reference period is treated as shortened by virtue of a notice given by the institution under section 225, the period allowed is that applicable in accordance with the above provisions or 3 months from the date of the notice under that section, whichever last expires.
- (4) If for any special reason the Secretary of State thinks fit he may, on an application made before the expiry of the period otherwise allowed, by notice in writing to an institution to which this Part of this Schedule applies, extend that period by such further period as may be specified in the notice.
- (5) In this paragraph "the relevant accounting reference period" means the accounting reference period by reference to which the financial year for the accounts in question was determined.

#### Textual Amendments

**F485** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), Sch.1.

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

**C62** Sch. 21C para. 13(2) modified (1.1.1993) by S.I. 1992/3179, reg. 5, Sch. 4 para. 5(4).

#### *Registrar to whom documents to be delivered*

- <sup>F486</sup>14 The documents which an institution is required to deliver to the registrar under this Part of the Schedule shall be delivered—
- (a) to the registrar for England and Wales if the institution's only branch, or (if it has more than one) its principal branch within Great Britain, is in England and Wales; or
  - (b) to the registrar for Scotland if the institution's only branch, or (if it has more than one) its principal branch within Great Britain, is in Scotland.

#### Textual Amendments

**F486** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), Sch.1.

#### *Penalty for non-compliance*

- <sup>F487</sup>15 (1) If the requirements of paragraph 12 are not complied with before the end of the period allowed for delivering accounts and reports, or if the accounts and reports delivered do not comply with the requirements of this Act, the institution and every person who immediately before the end of that period was a director of the institution, or, in the case of an institution which does not have directors, a person occupying an equivalent office, is guilty of an offence and liable to a fine and, for continued contravention, to a daily default fine.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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) It is a defence for a person charged with such an offence to prove that he took all reasonable steps for securing that the requirements in question would be complied with.
- (3) It is not a defence in relation to a failure to deliver copies to the registrar to prove that the documents in question were not in fact prepared as required by this Schedule.

#### Textual Amendments

**F487** Sch. 21C inserted (1.1.1993) by S.I. 1992/3179, reg. 2(2), Sch.1.

## [<sup>F488F489</sup>SCHEDULE 21D

Section 699AA.]

### DELIVERY OF REPORTS AND ACCOUNTS: COMPANIES TO WHICH THE ELEVENTH COMPANY LAW DIRECTIVE APPLIES

#### Textual Amendments

**F488** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

**F489** Schs. 20-25 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)

**C63** Sch. 21D modified (1.1.1993) by S.I. 1992/3179, reg. 5, Sch. 4 paras. 6(3), 8(2).

## <sup>F490</sup>PART I

### COMPANIES REQUIRED TO MAKE DISCLOSURE UNDER PARENT LAW

#### Textual Amendments

**F490** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

#### *Scope of Part*

- <sup>F491</sup>1 This Part of this Schedule applies to any company to which section 699AA applies which is required by its parent law to prepare, have audited and disclose accounts.

#### Textual Amendments

**F491** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

#### *Duty to deliver copies in Great Britain*

- <sup>F492</sup>2 (1) This paragraph applies in respect of each branch which a company to which this Part of this Schedule applies has in Great Britain.

*Status: Point in time view as at 05/11/1993.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 24 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 company shall deliver to the registrar for registration in respect of the branch copies of all the accounting documents prepared in relation to a financial period of the company which are disclosed in accordance with its parent law on or after the end of the period allowed for compliance in respect of the branch with paragraph 1 of Schedule 21A or, if earlier, the date on which the company complies with that paragraph in respect of the branch.
- (3) Where the company's parent law permits it to discharge its obligation with respect to the disclosure of accounting documents by disclosing documents in a modified form, it may discharge its obligation under sub-paragraph (2) above by delivering copies of documents modified as permitted by that law.
- (4) If any document, a copy of which is delivered under sub-paragraph (2) above, is in a language other than English, the company shall annex to the copy delivered a translation of it into English, certified in the prescribed manner to be a correct translation.

**Textual Amendments**

**F492** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

- <sup>F493</sup>3 Paragraph 2 above shall not require documents to be delivered in respect of a branch if—
- (a) before the end of the period allowed for compliance with that paragraph, they are delivered in respect of another branch in the United Kingdom, and
  - (b) the particulars registered under Schedule 21A in respect of the branch indicate an intention that they are to be registered in respect of that other branch and include the details of that other branch mentioned in paragraph 4(b) of that Schedule.

**Textual Amendments**

**F493** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

*Time for delivery*

- <sup>F494</sup>4 The period allowed for delivery, in relation to a document required to be delivered under paragraph 2, is 3 months from the date on which the document is first disclosed in accordance with the company's parent law.

**Textual Amendments**

**F494** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

*Penalty for non-compliance*

- <sup>F495</sup>5 (1) If a company fails to comply with paragraph 2 before the end of the period allowed for compliance, it, and every person who immediately before the end of that period

*Status: Point in time view as at 05/11/1993.*

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was a director of it, is guilty of an offence and liable to a fine and, for continued contravention, to a daily default fine.

- (2) It is a defence for a person charged with an offence under this paragraph to prove that he took all reasonable steps for securing compliance with paragraph 2.

**Textual Amendments**

**F495** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

*Interpretation*

**F496** (1) In this Part of this Schedule—

“financial period”, in relation to a company, means a period for which the company is required or permitted by its parent law to prepare accounts;

“parent law”, in relation to a company, means the law of the country in which the company is incorporated;

and references to disclosure are to public disclosure.

- (2) For the purposes of this Part of this Schedule, the following are accounting documents in relation to a financial period of a company—

- (a) the accounts of the company for the period, including, if it has one or more subsidiaries, any consolidated accounts of the group,
- (b) any annual report of the directors for the period,
- (c) the report of the auditors on the accounts mentioned in paragraph (a) above, and
- (d) any report of the auditors on the report mentioned in paragraph (b) above.

**Textual Amendments**

**F496** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

**F497 PART II**

COMPANIES NOT REQUIRED TO MAKE DISCLOSURE UNDER PARENT LAW

**Textual Amendments**

**F497** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

*Scope of Part*

**F498** This Part of this Schedule applies to any company to which section 699AA applies which is not required by the law of the country in which it is incorporated to prepare, have audited and publicly disclose accounts.

*Status: Point in time view as at 05/11/1993.*

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#### Textual Amendments

**F498** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

#### *Preparation of accounts and reports*

**F499**<sup>8</sup> A company to which this Part of this Schedule applies shall in respect of each financial year of the company prepare the like accounts and directors' report, and cause to be prepared such an auditors' report, as would be required if the company were a company to which section 700 applied.

#### Textual Amendments

**F499** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

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

**C64** Sch. 21D para. 8 modified (1.1.1993) by S.I. 1992/3179, reg. 5, Sch. 4 para. 7(2).

**F500**<sup>9</sup> Sections 223 to 225 apply to a company to which this Part of this Schedule applies subject to the following modifications—

- (a) for the references to the incorporation of the company there shall be substituted references to the company becoming a company to which this Part of this Schedule applies, and
- (b) section 225(4) shall be omitted.

#### Textual Amendments

**F500** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

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

**C65** Sch. 21D para. 9(a) modified (1.1.1993) by S.I. 1992/3179, reg. 5, Sch. 4 para. 7(4).

#### *Duty to deliver accounts and reports*

**F501**<sup>10</sup> (1) A company to which this Part of this Schedule applies shall in respect of each financial year of the company deliver to the registrar copies of the accounts and reports prepared in accordance with paragraph 8.

- (2) If any document comprised in those accounts or reports is in a language other than English, the company shall annex to the copy delivered a translation of it into English, certified in the prescribed manner to be a correct translation.
- (3) A company required to deliver documents under this paragraph in respect of a financial year shall deliver them in respect of each branch which it has in Great Britain at the end of that year.
- (4) Sub-paragraph (3) above is without prejudice to section 695A(3).

*Status: Point in time view as at 05/11/1993.*

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#### Textual Amendments

**F501** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

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

**C66** Sch. 21D para. 10(1) modified (1.1.1993) by S.I. 1992/3179, reg. 5, Sch. 4 para. 7(2).

- <sup>F502</sup>11 Paragraph 10 shall not require documents to be delivered in respect of a branch if—
- (a) before the end of the period allowed for compliance with that paragraph, they are delivered in respect of another branch in the United Kingdom, and
  - (b) the particulars registered under paragraph 1 of Schedule 21A in respect of the branch indicate an intention that they are to be registered in respect of that other branch and include the details of that other branch mentioned in paragraph 4(b) of that Schedule.

#### Textual Amendments

**F502** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

#### *Time for delivery*

- <sup>F503</sup>12 (1) The period allowed for delivering accounts and reports under paragraph 10 is 13 months after the end of the relevant accounting reference period, subject to the following provisions of this paragraph.
- (2) If the relevant accounting reference period is the company's first and is a period of more than 12 months, the period allowed is 13 months from the first anniversary of the company's becoming a company to which this Part of this Schedule applies.
  - (3) If the relevant accounting reference period is treated as shortened by virtue of a notice given by the company under section 225, the period allowed is that applicable in accordance with the above provisions or 3 months from the date of the notice under that section, whichever last expires.
  - (4) If for any special reason the Secretary of State thinks fit he may, on an application made before the expiry of the period otherwise allowed, by notice in writing to a company to which this part of this Schedule applies extend that period by such further period as may be specified in the notice.
  - (5) In this paragraph "the relevant accounting reference period" means the accounting reference period by reference to which the financial year for the accounts in question was determined.

#### Textual Amendments

**F503** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

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

**C67** Sch. 21D para. 12(2) modified (1.1.1993) by S.I. 1992/3179, reg. 5, Sch. 4 para. 7(4).

*Status: Point in time view as at 05/11/1993.*

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*Penalty for non-compliance*

- <sup>F504</sup>13 (1) If the requirements of paragraph 10 are not complied with before the end of the period allowed for delivering accounts and reports, or if the accounts and reports delivered do not comply with the requirements of this Act, the company and every person who immediately before the end of that period was a director of the company is guilty of an offence and liable to a fine and, for continued contravention, to a daily default fine.
- (2) It is a defence for a person charged with such an offence to prove that he took all reasonable steps for securing that the requirements in question would be complied with.
- (3) It is not a defence in relation to a failure to deliver copies to the registrar to prove that the documents in question were not in fact prepared as required by this Act.

**Textual Amendments**

**F504** Sch. 21D inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2, para.18.

SCHEDULE 22

Section 718.

PROVISIONS OF THIS ACT APPLYING TO UNREGISTERED COMPANIES

<b>Provisions of this Act applied</b>	<b>Subject matter</b>	<b>Limitations and exceptions (if any)</b>
In Part I— section 18	Statutory and other amendments of memorandum and articles to be registered.	Subject to section 718(3).
[ <sup>F505</sup> sections 35 to 35B]	Company's capacity; power of directors to bind it.	Subject to section 718(3).
[ <sup>F506</sup> Section 36]	[ <sup>F506</sup> Company contracts.]	[ <sup>F506</sup> Subject to section 718(3).]
[ <sup>F506</sup> Sections 36A and 36B]	[ <sup>F506</sup> Execution of documents.]	[ <sup>F506</sup> Subject to section 718(3).]
[ <sup>F506</sup> Section 36C]	[ <sup>F506</sup> Pre-incorporation contracts, deeds and obligations.]	[ <sup>F506</sup> Subject to section 718(3).]
... F507	... F507	... F507
section 40	Official seal for share certificates, etc.	Subject to section 718(3).
section 42	Events affecting a company's status to be officially notified.	Subject to section 718(3).
...	...	...

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F508	F508	F508
...	...	...
F508	F508	F508
In Part V—		
section 185(4)	Exemption from duty to prepare certificates where shares etc. issued to [ <sup>F509</sup> clearing house or] nominee.	Subject to section 718(3).
section 186	Certificate as evidence of title.	Subject to section 718(3).
Part VII, with—		
[ <sup>F510</sup> Schedule 4 to 9]	Accounts and audit	Subject to section 718(3).
[ <sup>F510</sup> Schedule 9A] (except sub-paragraphs (a) to (d) of paragraph 2, sub-paragraphs (c) (d) and (e) of paragraph 3 and sub-paragraph (1)(c) of paragraph 10), and		
[ <sup>F511</sup> Schedules 10 and 10A]		
In Part IX—		
section 287	Registered office.	Subject to section 718(3).
sections 288 to 290	Register of directors and secretaries.	
Provisions of this Act applied	Subject matter	Limitations and exceptions (if any)
In Part X, sections 343 to 347	Register to be kept of certain transactions not disclosed in accounts; other related matters.	Subject to section 718(3).
[ <sup>F512</sup> section 322A]	[ <sup>F512</sup> Invalidity of certain transactions involving directors, etc.]	[ <sup>F512</sup> Subject to section 718(3)]
In Part XI—		
section 351(1), (2) and (5)(a)	Particulars of company to be given in correspondence.	Subject to section 718(3).
sections 363 . . . F513	Annual return.	Subject to section 718(3).
to 365		
sections 384 to [ <sup>F514</sup> 394A]	Appointment, . . . F515	Subject to section 718(3).
	, etc., of auditors.	
[ <sup>F516</sup> Part XII]	[ <sup>F516</sup> Registration of company charges; copies of instruments and register to be kept by company]	[ <sup>F516</sup> Subject to section 718(3).]



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[ <sup>F517</sup> Part XIV (except section 446)]	[ <sup>F517</sup> Investigation of companies and their affairs; requisition of documents.]	
<sup>F517</sup> Part XV	Effect of order imposing restrictions on shares.	To apply so far only as relates to orders under section 445.
[ <sup>F518</sup> Part XVI]	[ <sup>F518</sup> Fraudulent trading by a company.]	
<sup>F518</sup> In Part XXIV—		
[ <sup>F519</sup> sections 706 to 710A, 713 and 715A]	Miscellaneous provisions about registration.	
section 711	Public notice by registrar of companies with respect to certain documents.	Subject to section 718(3).
[ <sup>F520</sup> Section 711A]	[ <sup>F520</sup> Abolition of doctrine of deemed notice.]	[ <sup>F520</sup> Subject to section 718(3).]
In Part XXV—		
section 720	Companies to publish periodical statement.	Subject to section 718(3).
section 721	Production and inspection of company's books.	To apply so far only as these provisions have effect in relation to provisions applying by virtue of the foregoing provisions of this Schedule.
section 722	Form of company registers, etc.	
section 723	Use of computers for company records.	
[ <sup>F521</sup> Section 723A]	[ <sup>F521</sup> Rights of inspection and related matters.]	[ <sup>F521</sup> To apply only so far as this provision has effect in relation to provisions applying by virtue of the foregoing provisions of this Schedule.]
section 725	Service of documents.	
section 730, with Schedule 24	Punishment of offences; meaning of “officer in default”.	
section 731	Summary proceedings.	
section 732	Prosecution by public authorities.	
Part XXVI	Interpretation.	To apply so far as requisite for the interpretation of other provisions applied by section 718 and this Schedule.

*Status: Point in time view as at 05/11/1993.*

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### Textual Amendments

- F505** Sch. 22 Part I; words in the first column substituted (4.2.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 108(3), 203(2)
- F506** Sch. 22: entries inserted by Companies Act 1989 (c. 40, SIF 27), s. 130(5), 213(2)
- F507** Sch. 22: entry relating to section 36(4) repealed by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24
- F508** Sch. 22: entries relating to Parts III and IV repealed (29.4.1988 except as mentioned in S.I. 1988/740, art. 2, Sch) by Financial Services Act 1986 (c. 60, SIF 69), s. 212(3), Sch. 17 Pt. I
- F509** Words substituted by Financial Services Act 1986 (c. 60, SIF 69), s. 212(2), Sch. 16 para. 26
- F510** Words in Sch. 22 substituted (2.12.1991) by S.I. 1991/2705, regs. 7, 9, Sch. 3, para.2.
- F511** Words substituted by Companies Act 1989 (c. 40, SIF 27), s. 23, Sch. 10 para. 23 (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9)
- F512** Sch. 22: entry inserted (4.2.1991) (subject to the transitional and savings provisions in S.I. 1990/2569, art. 7) by Companies Act 1989 (c. 40, SIF 27), ss. 109(2), 213(2)
- F513** Words 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)
- F514** “394A” substituted for “394” by Companies Act 1989 (c. 40, SIF 27), ss. 123(5), 213(2) (subject to transitional provisions in S.I. 1990/355, arts. 4, 10, Sch. 4)
- F515** Word repealed (subject to the transitional and saving provisions mentioned in S.I. 1990/355, art. 5) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24
- F516** Sch. 22 : entry inserted (*prosp.*) by Companies Act 1989 (c. 40, SIF 27), ss. 106, 213(2), 215(2)
- F517** Sch. 22 : entry relating to Part XIV substituted by Companies Act 1989 (c. 40, SIF 27), ss. 71, 213(2)
- F518** Sch. 22 : entry inserted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), Sch. 19 para. 21
- F519** Words in Sch. 22 substituted (7.1.1991 in part and 1.7.1991 wholly) by Companies Act 1989 (c. 40, SIF 27), ss. 127(7), 213(2); S.I. 1990/2569, art. 4(b); S.I. 1991/488, art. 2(1)
- F520** Sch. 22 : entry inserted (*prosp.*) by Companies Act 1989 (c. 40, SIF 27), ss. 142(2), 213(2), 215(2)
- F521** Sch. 22 : entry inserted (1.11.1991) by Companies Act 1989 (c. 40, SIF 27), s. 143(11); S.I. 1991/1996, art. 2(2)(b)

## SCHEDULE 23

Section 720.

### FORM OF STATEMENT TO BE PUBLISHED BY CERTAIN COMPANIES UNDER SECTION 720

<sup>F522\*</sup>The share capital of the company is , divided into shares of each.

### Textual Amendments

- F522** If the company has no share capital the portion of the statement relating to capital and shares must be omitted.

The number of shares issued is

Calls to the amount of pounds per share have been made, under which the sum of pounds has been received.

The liabilities of the company on the first day of January (*or* July) were—

Debts owing to sundry persons by the company.

On judgment (in Scotland, in respect of which decree has been granted), £

*Status:* Point in time view as at 05/11/1993.

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On speciality, £  
 On notes or bills, £  
 On simple contracts, £  
 On estimated liabilities, £  
 The assets of the company on that day were—  
 Government securities [*stating them*]  
 Bills of exchange and promissory notes, £  
 Cash at the bankers, £  
 Other securities, £

SCHEDULE 24

Section 730.

PUNISHMENT OF OFFENCES UNDER THIS ACT

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

**C68** Sch. 24 extended (with modifications) by S.I. 1989/638, regs. 18, 21, Sch. 4 para. 22

**C69** Sch. 24 : the existing entries for provisions in Part VII (ss. 221-262) are amended and reordered by Companies Act 1989 (c. 40, SIF 27), s. 23, Sch. 10 para. 24(2)(3)

<sup>F523</sup>Note: . . .

**Textual Amendments**

**F523** Sch. 24 Note repealed (5.11.1993) by 1993 c. 50, s. 1(1), Sch. 1 Pt. XIV Group2

Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
6(3)	Company failing to deliver to registrar notice or other document, following alteration of its objects.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
18(3)	Company failing to register change in memorandum or articles.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.

*Status: Point in time view as at 05/11/1993.*

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19(2)	Company failing to send to one of its members a copy of the memorandum or articles, when so required by the member.	Summary	One-fifth of the statutory maximum.	
20(2)	Where company's memorandum altered, company issuing copy of the memorandum without the alteration.	Summary.	One-fifth of the statutory maximum for each occasion on which copies are so issued after the date of the alteration.	
28(5)	Company failing to change name on direction of Secretary of State.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
31(5)	Company altering its memorandum or articles, so ceasing to be exempt from having "limited" as part of its name.	Summary.	The statutory maximum.	One-tenth of the statutory maximum.
31(6)	Company failing to change name, on Secretary of State's direction, so as to have "limited" (or Welsh equivalent) at the end.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
32(4)	Company failing to comply with Secretary of State's direction to change its name, on grounds that	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.

*Status: Point in time view as at 05/11/1993.*

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	the name is misleading.			
33	Trading under misleading name (use of “public limited company” or Welsh equivalent when not so entitled); purporting to be a private company.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
34	Trading or carrying on business with improper use of “limited” or “cyfyngedig”.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
54(10)	Public company failing to give notice, or copy of court order, to registrar, concerning application to re-register as private company.	Summary	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
56(4)	...	...	...	...
	F524	F524	F524	F524
61	...	...	...	...
	F524	F524	F524	F524
64(5)	...	...	...	...
	F524	F524	F524	F524
70(1)	...	...	...	...
	F524	F524	F524	F524
78(1)	...	...	...	...
	F524	F524	F524	F524
80(9)	Directors exercising company’s power of allotment without the authority required by section 80(1).	1. On indictment.	A fine.	

*Status: Point in time view as at 05/11/1993.*

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Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
81(2)	.... F524	.... F524	.... F524	
82(5)	.... F524	.... F524	.... F524	
86(6)	.... F524	.... F524	.... F524	.... F524
87(4)	.... F524	.... F524	.... F524	.... F524
88(5)	Officer of company failing to deliver return of allotments, etc., to registrar.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	One-tenth of the statutory maximum.
95(6)	Knowingly or recklessly authorising or permitting misleading, false or deceptive material in statement by directors under section 95(5).	1. On indictment.	2 years or a fine; or both.	
		2. Summary.	6 months or the statutory maximum; or both.	
97(4)	.... F524	.... F524	.... F524	.... F524
110(2)	Making misleading, false or deceptive statement in connection with valuation under section 103 or 104.	1. On indictment.	2 years or a fine; or both.	
		2. Summary.	6 months or the statutory maximum; or both.	

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111(3)	Officer of company failing to deliver copy of asset valuation report to registrar.	1. On indictment. A fine.		
		2. Summary.	The statutory maximum.	One-tenth of the statutory maximum.
Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
111(4)	Company failing to deliver to registrar copy of resolution under section 104(4), with respect to transfer of an asset as consideration for allotment.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
114	Contravention of any of the provisions of sections 99 to 104, 106.	1. On indictment. A fine.		
		2. Summary.	The statutory maximum.	
117(7)	Company doing business or exercising borrowing powers contrary to section 117.	1. On indictment. A fine.		
		2. Summary.	The statutory maximum.	
122(2)	Company failing to give notice to registrar of reorganisation of share capital.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
123(4)	Company failing to give notice to registrar of increase of share capital.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
127(5)	Company failing to forward to registrar copy	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.

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	of court order, when application made to cancel resolution varying shareholders' rights.			
128(5)	Company failing to send to registrar statement or notice required by section 128 (particulars of shares carrying special rights).	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
129(4)	Company failing to deliver to registrar statement or notice required by section 129 (registration of newly created class rights).	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
141	Officer of company concealing name of creditor entitled to object to reduction of capital, or wilfully misrepresenting nature or amount of debt or claim, etc.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	
142(2)	Director authorising or permitting non-compliance with section 142 (requirement to convene company meeting to consider serious loss of capital).	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	



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Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
143(2)	Company acquiring its own shares in breach of section 143.	1. On indictment.  2. Summary.	In the case of the company, a fine.  In the case of an officer of the company who is in default, 2 years or a fine; or both.  In the case of the company, the statutory maximum.  In the case of an officer of the company who is in default, 6 months or the statutory maximum; or both.	
149(2)	Company failing to cancel its own shares, acquired by itself, as required by section 146(2); or failing to apply for re-registration as private company as so required in the case there mentioned.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
151(3)	Company giving financial assistance towards acquisition of its own shares.	1. On indictment.  2. Summary.	Where the company is convicted, a fine.  Where an officer of the company is convicted, 2 years or a fine; or both.  Where the company is convicted, the statutory maximum.  Where an officer of the company is convicted, 6 months or the statutory maximum; or both.	
156(6)	Company failing to register statutory declaration under section 155.	Summary.	The statutory maximum.	One-fiftieth of the statutory maximum.

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156(7)	Director making statutory declaration under section 155, without having reasonable grounds for opinion expressed in it.	1. On indictment. 2 years or a fine; or both.		
		2. Summary.	6 months or the statutory maximum; or both.	
Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
169(6)	Default by company's officer in delivering to registrar the return required by section 169 (disclosure by company of purchase of own shares).	1. On indictment.	A fine.	
		2. Summary	The statutory maximum.	One-tenth of the statutory maximum.
169(7)	Company failing to keep copy of contract, etc., at registered office; refusal of inspection to person demanding it.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
173(6)	Director making statutory declaration under section 173 without having reasonable grounds for the opinion expressed in the declaration.	1. On indictment.	2 years or a fine; or both.	
		2. Summary.	6 months or the statutory maximum; or both.	

*Status: Point in time view as at 05/11/1993.*

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175(7)	Refusal of inspection of statutory declaration and auditors' report under section 173, etc.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
176(4)	Company failing to give notice to registrar of application to court under section 176, or to register court order.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
183(6)	Company failing to send notice of refusal to register a transfer of shares or debentures.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
185(5)	Company default in compliance with section 185(1) (certificates to be made ready following allotment or transfer of shares, etc.).	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
189(1)	Offences of fraud and forgery in connection with share warrants in Scotland.	1. On indictment.	7 years or a fine; or both.	
		2. Summary.	6 months or the statutory maximum; or both.	
189(2)	Unauthorised making of, or using or possessing apparatus for making, share warrants in Scotland.	1. On indictment.	7 years or a fine; or both.	
		2. Summary.	6 months or the statutory maximum; or both.	

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Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
191(4)	Refusal of inspection or copy of register of debenture-holders, etc.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
210(3)	Failure to discharge obligation of disclosure under Part VI; other forms of non-compliance with that Part.	1. On indictment. 2. Summary.	2 years or a fine; or both. 6 months or the statutory maximum; or both.	
211(10)	Company failing to keep register of interests disclosed under Part VI; other contraventions of section 211.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
214(5)	Company failing to exercise powers under section 212, when so required by the members.	1. On indictment. 2. Summary.	A fine. The statutory maximum.	
215(8)	Company default in compliance with section 215 (company report of investigation of shareholdings on members' requisition).	1. On indictment. 2. Summary.	A fine. The statutory maximum.	
216(3)	Failure to comply with company notice under section 212; making false	1. On indictment.	2 years or a fine; or both.	

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	statement in response, etc.		2. Summary.	6 months or the statutory maximum; or both.	
217(7)	Company failing to notify a person that he has been named as a shareholder; on removal of name from register, failing to alter associated index.	Summary.		One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
218(3)	Improper removal of entry from register of interests disclosed; company failing to restore entry improperly removed.	Summary.		One-fifth of the statutory maximum.	For continued contravention of section 218(2) one-fiftieth of the statutory maximum.
219(3)	Refusal of inspection of register or report under Part VI; failure to send copy when required.	Summary.		One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
[ <sup>F525</sup> 221(5) or 222(4)]	Company failing to keep accounting records (liability of officers).		1. On indictment.	2 years or a fine; or both.	
			2. Summary.	6 months or the statutory maximum; or both.	
[ <sup>F525</sup> 222(6)]	Officer of company failing to secure compliance with, or intentionally causing default under, section [ <sup>F525</sup> 222(5)] (preservation of accounting records for		1. On indictment.	2 years or a fine; or both.	

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	requisite number of years).	2. Summary.	6 months or the statutory maximum; or both.
[ <sup>F525</sup> 231(6)]	Company failing to annex to its annual return certain particulars required by Schedule 5 and not included in annual accounts.	Summary.	One-fifth of the statutory maximum. One-fiftieth of the statutory maximum.
[ <sup>F525</sup> 232(4)]	Default by director or officer of a company in giving notice of matters relating to himself for purposes of [ <sup>F525</sup> Schedule 6, Part I.]	Summary.	One-fifth of the statutory maximum.
[ <sup>F526</sup> 233(5)]	[ <sup>F526</sup> Approving defective accounts.]	[ <sup>F526</sup> 1. On indictment.]	[ <sup>F526</sup> A fine.]
		[ <sup>F526</sup> 2. Summary.]	[ <sup>F526</sup> The statutory maximum.]
[ <sup>F525</sup> 233(6)]	Laying or delivery of unsigned balance sheet; circulating copies of balance sheet without signatures.	Summary.	One-fifth of the statutory maximum.
[ <sup>F525</sup> 234(5)]	Non-compliance with [ <sup>F525</sup> Part VII], as to directors' report and its content; directors individually liable.	1. On indictment.	A fine.
		2. Summary.	The statutory maximum.
[ <sup>F527</sup> 234A(4)]	[ <sup>F527</sup> Laying, circulating or delivering directors' report	[ <sup>F527</sup> Summary.]	[ <sup>F527</sup> One-fifth of the statutory maximum.]

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	without required signature.]			
[ <sup>F527</sup> 236(4)]	[ <sup>F527</sup> Laying, circulating or delivering auditors' report without required signature.]	[ <sup>F527</sup> Summary.]	[ <sup>F527</sup> One-fifth of the statutory maximum.]	
[ <sup>F525</sup> 238(5)]	Failing to send [ <sup>F525</sup> company's annual accounts], directors' report and auditors' report to those entitled to receive them.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	
[ <sup>F525</sup> 239(3)]	Company failing to supply copy of accounts [ <sup>F528</sup> and reports] to shareholder on his demand.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
[ <sup>F525</sup> 240(5)]	[ <sup>F525</sup> Failure to comply with requirements in connection with publication of accounts.]	Summary.	One-fifth of the statutory maximum.	
[ <sup>F525</sup> 241(2) or 242(2)]	Director [ <sup>F525</sup> company's annual accounts, directors' report and auditors' report] in default as regards duty to lay and deliver.	Summary.	The statutory maximum.	One-tenth of the statutory maximum.
[ <sup>F529</sup> 245(1)]	[ <sup>F529</sup> Company's individual accounts not in conformity with requirements of this Act; directors individually liable.]	[ <sup>F529</sup> 1. On indictment.]	[ <sup>F529</sup> A fine.]	
		[ <sup>F529</sup> 2. Summary.]	[ <sup>F529</sup> The statutory maximum.]	

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[ <sup>F529</sup> 245(2)]	[ <sup>F529</sup> Holding company's group accounts not in conformity with sections 229 and 230 and other requirements of this Act; directors individually liable.]	[ <sup>F529</sup> 1. On indictment.]	[ <sup>F529</sup> A fine.]	
		[ <sup>F529</sup> 2. Summary.]	[ <sup>F529</sup> The statutory maximum.]	
[ <sup>F527</sup> 251(6)]	[ <sup>F527</sup> Failure to comply with requirements in relation to summary financial statements.]	[ <sup>F527</sup> Summary.]	[ <sup>F527</sup> One-fifth of the statutory maximum.]	
[ <sup>F530</sup> 255(5)]	[ <sup>F530</sup> Company or officer in default contravening section 255 as regards publication of abridged accounts.]	[ <sup>F530</sup> Summary.]	[ <sup>F530</sup> One-fifth of the statutory maximum.]	
[ <sup>F530</sup> 260(3)]	[ <sup>F530</sup> Director of special category company failing to secure compliance with special disclosure provision.]	[ <sup>F530</sup> 1. On indictment.]	[ <sup>F530</sup> A fine.]	
		[ <sup>F530</sup> 2. Summary.]	[ <sup>F530</sup> The statutory maximum.]	
287(3)	. . . F531			
288(4)	Default in complying with section 288 (keeping register of directors and secretaries, refusal of inspection).	Summary.	The statutory maximum.	One-tenth of the statutory maximum.



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291(5)	Acting as director of a company without having the requisite share qualification.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
294(3)	Director failing to give notice of his attaining retirement age; acting as director under appointment invalid due to his attaining it.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
295(7)	...	...	...	
	F532	F532	F532	
Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
302(1)	...	...	...	
	F532	F532	F532	
305(3)	Company default in complying with section 305 (directors' names to appear on company correspondence, etc.).	Summary.	One-fifth of the statutory maximum.	
306(4)	Failure to state that liability of proposed director or manager is unlimited; failure to give notice of that fact to person accepting office.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	
314(3)	Director failing to comply with section 314 (duty to disclose compensation payable on takeover, etc.);	Summary.	One-fifth of the statutory maximum.	

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	a person's failure to include required particulars in a notice he has to give of such matters.			
317(7)	Director failing to disclose interest in contract.	1. On indictment. A fine.		
		2. Summary.	The statutory maximum.	
318(8)	Company default in complying with section 318(1) or (5) (directors' service contracts to be open to inspection); 14 days' default in complying with section 318(4) (notice to registrar as to where copies of contracts and memoranda are kept); refusal of inspection required under section 318(7).	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
[ <sup>F533</sup> 322B(4)]	[ <sup>F533</sup> Terms of unwritten contract between sole member of a private company limited by shares or by guarantee and the company not set out in a written memorandum or recorded in minutes of a directors' meeting]	[ <sup>F533</sup> Summary]	[ <sup>F533</sup> Level 5 on the standard scale.]	
323(2)	Director dealing in options to buy or sell	1. On indictment.	2 years or a fine; or both.	

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	company's listed shares or debentures.		2. Summary.	6 months or the statutory maximum; or both.	
324(7)	Director failing to notify interest in company's shares; making false statement in purported notification.		1. On indictment.	2 years or a fine; or both.	
			2. Summary.	6 months or the statutory maximum; or both.	
Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)	
326(2), (3), (4), (5).	Various defaults in connection with company register of directors' interests.	Summary.	One-fifth of the statutory maximum.	Except in the case of section 326(5), one-fiftieth of the statutory maximum.	
328(6)	Director failing to notify company that members of his family have, or have exercised, options to buy shares or debentures; making false statement in purported notification.		1. On indictment.	2 years or a fine; or both.	
			2. Summary.	6 months or the statutory maximum; or both.	
329(3)	Company failing to notify <sup>F534</sup> investment exchange] of acquisition of its securities by a director.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.	
342(1)	Director of relevant company		1. On indictment.	2 years or a fine; or both.	

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	authorising or permitting company to enter into transaction or arrangement, knowing or suspecting it to contravene section 330.			
		2. Summary.	6 months or the statutory maximum; or both.	
342(2)	Relevant company entering into transaction or arrangement for a director in contravention of section 330.	1. On indictment.	2 years or a fine; or both.	
		2. Summary.	6 months or the statutory maximum; or both.	
342(3)	Procuring a relevant company to enter into transaction or arrangement known to be contrary to section 330.	1. On indictment.	2 years or a fine; or both.	
		2. Summary.	6 months or the statutory maximum; or both.	
343(8)	Company failing to maintain register of transactions, etc., made with and for directors and not disclosed in company accounts; failing to make register available at registered office or at company meeting.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	
348(2)	Company failing to paint or affix name; failing to	Summary.	One-fifth of the statutory maximum.	In the case of failure to keep the name painted

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Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
	keep it painted or affixed.			or affixed, one-fiftieth of the statutory maximum.
349(2)	Company failing to have name on business correspondence, invoices, etc.	Summary.	One-fifth of the statutory maximum.	
349(3)	Officer of company issuing business letter or document not bearing company's name.	Summary.	One-fifth of the statutory maximum.	
349(4)	Officer of company signing cheque, bill of exchange, etc. on which company's name not mentioned.	Summary.	One-fifth of the statutory maximum.	
350(1)	Company failing to have its name engraved on company seal.	Summary.	One-fifth of the statutory maximum.	
350(2)	Officer of company, etc., using company seal without name engraved on it.	Summary.	One-fifth of the statutory maximum.	
351(5)(a)	Company failing to comply with section 351(1) or (2) (matters to be stated on business correspondence, etc.).	Summary.	One-fifth of the statutory maximum.	
351(5)(b)	Officer or agent of company issuing, or authorising issue of, business document not	Summary.	One-fifth of the statutory maximum.	

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	complying with those subsections.			
351(5)(c)	Contravention of section 351(3) or (4) (information in English to be stated on Welsh company's business correspondence, etc.).	Summary.	One-fifth of the statutory maximum.	For contravention of section 351(3), one-fiftieth of the statutory maximum.
352(5)	Company default in complying with section 352 (requirement to keep register of members and their particulars).	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
[ <sup>F535</sup> 352A(3)]	[ <sup>F535</sup> Company default in complying with section 352A (statement that company has only one member)]	[ <sup>F535</sup> Summary]	[ <sup>F535</sup> Level 2 on the standard scale.]	[ <sup>F535</sup> One-tenth of level 2 on the standard scale.]
353(4)	Company failing to send notice to registrar as to place where register of members is kept.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
354(4)	Company failing to keep index of members.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
356(5)	Refusal of inspection of members' register; failure to send copy on requisition.	Summary.	One-fifth of the statutory maximum.	
Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
363 [ <sup>F536</sup> (3)]	Company with share capital	Summary.	The statutory maximum.	One-tenth of the statutory maximum.

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	failing to make annual return.			
364(4)	Company without share capital failing to complete and register annual return in due time.	Summary.	The statutory maximum.	One-tenth of the statutory maximum.
365(3)	...	...	...	...
	F537	F537	F537	F537
366(4)	Company default in holding annual general meeting.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	
367(3)	Company default in complying with Secretary of State's direction to hold company meeting.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	
367(5)	Company failing to register resolution that meeting held under section 367 is to be its annual general meeting.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
372(4)	Failure to give notice, to member entitled to vote at company meeting, that he may do so by proxy.	Summary.	One-fifth of the statutory maximum.	
372(6)	Officer of company authorising or permitting issue of irregular invitations to appoint proxies.	Summary.	One-fifth of the statutory maximum.	
376(7)	Officer of company in default as to	1. On indictment.	A fine.	

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	circulation of members' resolutions for company meeting.		2. Summary.	The statutory maximum.	
380(5)	Company failing to comply with section 380 (copies of certain resolutions etc. to be sent to registrar of companies).	Summary		One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
Section of Act creating offence	General nature of offence	Mode of prosecution		Punishment	Daily default fine (where applicable)
380(6)	Company failing to include copy of resolution to which section 380 applies in articles; failing to forward copy to member on request.	Summary.		One-fifth of the statutory maximum for each occasion on which copies are issued or, as the case may be, requested.	
382(5)	Company failing to keep minutes of proceedings at company and board meetings, etc.	Summary.		One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
[ <sup>F538</sup> 382B(2)]	[ <sup>F538</sup> Failure of sole member to provide the company with a written record of decision]	[ <sup>F538</sup> Summary]		[ <sup>F538</sup> Level 2 on the standard scale.]	
383(4)	Refusal of inspection of minutes of general meeting; failure to send copy of minutes on member's request.	Summary.		One-fifth of the statutory maximum.	
384(5)	...	...		...	...



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	F539	F539	F539	F539
386(2)	...	...	...	...
	F540	F540	F540	F540
[ <sup>F541</sup> 387(2)]	[ <sup>F541</sup> Company failing to give Secretary of State notice of non-appointment of auditors.]	[ <sup>F541</sup> Summary.]	[ <sup>F541</sup> One-fifth of the statutory maximum.]	[ <sup>F541</sup> One-fiftieth of the statutory maximum.]
[ <sup>F542</sup> 389(10)]	[ <sup>F542</sup> Person acting as company auditor knowing himself to be disqualified; failing to give notice vacating office when he becomes disqualified.]	[ <sup>F542</sup> 1. On indictment.]	[ <sup>F542</sup> A fine.]	
		[ <sup>F542</sup> 2. Summary.]	[ <sup>F542</sup> The statutory maximum.]	[ <sup>F542</sup> One-tenth of the statutory maximum.]
[ <sup>F543</sup> 389A(2)]	[ <sup>F543</sup> Officer of company making false, misleading or deceptive statement to auditors.]	[ <sup>F543</sup> 1. On indictment]	[ <sup>F543</sup> 2 years or a fine; or both.]	
		[ <sup>F543</sup> 2. Summary.]	[ <sup>F543</sup> 6 months or the statutory maximum; or both]	
[ <sup>F543</sup> 389A(3)]	[ <sup>F543</sup> Subsidiary undertaking or its auditor failing to give information to auditors of parent company.]	[ <sup>F543</sup> Summary.]	[ <sup>F543</sup> One-fifth of the statutory maximum.]	
[ <sup>F543</sup> 389A(4)]	[ <sup>F543</sup> Parent company failing to obtain from subsidiary undertaking information for purposes of audit.]	[ <sup>F543</sup> Summary.]	[ <sup>F543</sup> One-fifth of the statutory maximum.]	
390(7)	...	...	...	

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	F544	F544	F544	
[ <sup>F545</sup> 391(2)]	[ <sup>F545</sup> Failing to give notice to registrar of removal of auditor.]	[ <sup>F545</sup> Summary.]	[ <sup>F545</sup> One-fifth of the statutory maximum.]	[ <sup>F545</sup> One-fiftieth of the statutory maximum.]
391(4)	... F546	... F546	... F546	
Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
392(2)	... F547	... F547	... F547	
[ <sup>F548</sup> 392(3)]	[ <sup>F548</sup> Company failing to forward notice of auditor's resignation to registrar.]	[ <sup>F548</sup> 1. On indictment.]	[ <sup>F548</sup> A fine.]	
		[ <sup>F548</sup> 2. Summary.]	[ <sup>F548</sup> The statutory maximum.]	[ <sup>F548</sup> One-tenth of the statutory maximum.]
[ <sup>F548</sup> 392A(5)]	[ <sup>F548</sup> Directors failing to convene meeting requisitioned by resigning auditor.]	[ <sup>F548</sup> 1. On indictment.]	[ <sup>F548</sup> A fine.]	
		[ <sup>F548</sup> 2. Summary.]	[ <sup>F548</sup> The statutory maximum.]	
393	... F549	... F549	... F549	
[ <sup>F550</sup> 394A(1)]	[ <sup>F550</sup> Person ceasing to hold office as auditor failing to deposit statement as to circumstances.]	[ <sup>F550</sup> 1. On indictment.]	[ <sup>F550</sup> A fine.]	
		[ <sup>F550</sup> 2. Summary.]	[ <sup>F550</sup> The statutory maximum.]	
[ <sup>F550</sup> 394A(4)]	[ <sup>F550</sup> Company failing to comply with requirements as to statement of person ceasing	[ <sup>F550</sup> 1. On indictment.]	[ <sup>F550</sup> A fine.]	

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	to hold office as auditor.]	[ <sup>F550</sup> 2. Summary.]	[ <sup>F550</sup> The statutory maximum.]	[ <sup>F550</sup> One-tenth of the statutory maximum.]
399(3)	Company failing to send to registrar particulars of charge created by it, or of issue of debentures which requires registration.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	One-tenth of the statutory maximum.
400(4)	Company failing to send to registrar particulars of charge on property acquired.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	One-tenth of the statutory maximum.
402(3)	Authorising or permitting delivery of debenture or certificate of debenture stock, without endorsement on it of certificate of registration of charge.	Summary.	One-fifth of the statutory maximum.	
405(4)	Failure to give notice to registrar of appointment of receiver or manager, or of his ceasing to act.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
407(3)	Authorisation or permitting omission from	1. On indictment.	A fine.	

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Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
	company register of charges.		2. Summary.	The statutory maximum.
408(3)	Officer of company refusing inspection of charging instrument, or of register of charges.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
415(3)	Scottish company failing to send to registrar particulars of charge created by it, or of issue of debentures which requires registration.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	One-tenth of the statutory maximum.
416(3)	Scottish company failing to send to registrar particulars of charge on property acquired by it.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	One-tenth of the statutory maximum.
422(3)	Scottish company authorising or permitting omission from its register of charges.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	

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423(3)	Officer of Scottish company refusing inspection of charging instrument, or of register of charges.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
425(4)	Company failing to annex to memorandum court order sanctioning compromise or arrangement with creditors.	Summary.	One-fifth of the statutory maximum.	
426(6)	Company failing to comply with requirements of section 426 (information to members and creditors about compromise or arrangement.)	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	
426(7)	Director or trustee for debenture holders failing to give notice to company of matters necessary for purposes of section 426.	Summary.	One-fifth of the statutory maximum.	
427(5)	Failure to deliver to registrar office copy of court order under section 427 (company reconstruction or amalgamation).	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
[ <sup>F551</sup> 429(6)]	[ <sup>F551</sup> Offeror failing to send copy of notice or making statutory	[ <sup>F551</sup> 1. On indictment.]	[ <sup>F551</sup> 2 years or a fine; or both.]	

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	declaration knowing it to be false, etc.]		[ <sup>F551</sup> 2. Summary.]	[ <sup>F551</sup> 6 months or the statutory maximum; or both.]	[ <sup>F551</sup> One-fiftieth of the statutory maximum.]
[ <sup>F551</sup> 430A(6)]	[ <sup>F551</sup> Offeror failing to give notice of rights to minority shareholder.]	[ <sup>F551</sup> 1. On indictment.]		[ <sup>F551</sup> A fine.]	[ <sup>F551</sup> One-fiftieth of the statutory maximum.]
444(3)	Failing to give Secretary of State, when required to do so, information about interests in shares, etc.; giving false information.		[ <sup>F551</sup> 2. Summary.]	[ <sup>F551</sup> The statutory maximum.]	
			1. On indictment.	2 years or a fine; or both.	
			2. Summary.	6 months or the statutory maximum; or both.	
447(6)	Failure to comply with requirement to produce [ <sup>F552</sup> documents] imposed by Secretary of State under section 447.		1. On indictment.	A fine.	
			2. Summary.	The statutory maximum.	
[ <sup>F553</sup> 448(7)]	[ <sup>F554</sup> Obstructing the exercise of any rights conferred by a warrant or failing to comply with a requirement imposed under subsection (3) (d).]		1. On indictment.	A fine.	
			2. Summary.	The statutory maximum.	

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Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
449(2)	Wrongful disclosure of information or document obtained under section 447 or 448.	1. On indictment.	2 years or a fine; or both.	
		2. Summary.	6 months or the statutory maximum; or both.	
450	Destroying or mutilating company documents; falsifying such documents or making false entries; parting with such documents or altering them or making omissions.	1. On indictment.	7 years or a fine; or both.	
		2. Summary.	6 months or the statutory maximum; or both.	
451	Making false statement or explanation in purported compliance with section 447.	1. On indictment.	2 years or a fine; or both.	
		2. Summary.	6 months or the statutory maximum; or both.	
455(1)	Exercising a right to dispose of, or vote in respect of, shares which are subject to restrictions under Part XV; failing to give notice in respect of shares so subject; entering into agreement void under	1. On indictment.	A fine.	

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	section 454(2), (3).				
		2. Summary.	The statutory maximum.		
455(2)	Issuing shares in contravention of restrictions of Part XV.	1. On indictment.	A fine.		
		2. Summary.	The statutory maximum.		
458	Being a party to carrying on company's business with intent to defraud creditors, or for any fraudulent purpose.	1. On indictment.	7 years or a fine; or both.		
		2. Summary.	6 months or the statutory maximum; or both.		
461(5)	Failure to register office copy of court order under Part XVII altering, or giving leave to alter, company's memorandum.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.	
467(4), (5), 469(2), 470(3), 478(5), 480(2), 481(7), 482(5), 489, 490, 493(2), 495(7), 496(6), 497(7), 498(4), 528(7), 568(3), 573(2), 577(4), 577(6), 583(2), 584(2), 585(3), 585(6) (7), 588(5), 594(2), 595(4), 595(7)(8), 600(2), 624(2), 624(5), 625— 629, 634, 635, 637(2), 640(4), 641(2), 651(3), 697(1), 697(2), 703(1), 710(4)	...	...	...	...	
	F555	F555	F555	F555	



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651(3)	Person obtaining court order to declare company's dissolution void, then failing to register the order.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
697(1)	Oversea company failing to comply with any of sections 691 to 693 or 696.	Summary.	For an offence which is not a continuing offence, one-fifth of the statutory maximum.	
			For an offence which is a continuing offence, one-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
Section of Act creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (where applicable)
697(2)	Oversea company contravening section 694(6) (carrying on business under its corporate name after Secretary of State's directions).	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	One-tenth of the statutory maximum.
[ <sup>F556</sup> 697(3)]	[ <sup>F556</sup> Oversea Company failing to comply with Section 695A or Schedule 21A]	[ <sup>F556</sup> Summary]	[ <sup>F556</sup> For an offence which is not a continuing offence, one fifth of level 5 of the standard scale.]	
			[ <sup>F556</sup> For an offence which is a continuing offence one fifth of level 5 of the standard scale.]	[ <sup>F556</sup> £100]

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703(1)	Overseas company failing to comply with [F557 requirements as to accounts and reports].	1. On indictment. A fine.		
		2. Summary.	The statutory maximum.	One-tenth of the statutory maximum.
[F558 703D(5)]	[F558 Overseas company failing to deliver particulars of charge to registrar.]	[F558 1. On indictment.]	[F558 A fine.]	
		[F558 2. Summary.]	[F558 The statutory maximum.]	
[F556 703R(1)]	[F556 Company failing to register winding up or commencement of insolvency proceedings etc.]	[F556 1. On indictment.]	[F556 A fine]	
		[F556 2. Summary.]	[F556 The statutory maximum.]	[F556 £100]
[F556 703R(2).]	[F556 Liquidator failing to register appointment, termination of winding up or striking-off of company.]	[F556 1. On indictment.]	[F556 A fine.]	
		[F556 2. Summary.]	[F556 The statutory maximum.]	[F556 £100]
710(4)	.... F555	.... F555	.... F555	
720(4)	Insurance company etc. failing to send twice-yearly statement in form of Schedule 23.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
722(3)	Company failing to comply with section 722(2),	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.

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	as regards the manner of keeping registers, minute books and accounting records.			
Sch. 14, Pt. II, para. 1(3)	Company failing to give notice of location of overseas branch register, etc.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
Sch. 14, Pt. II, para. 4(2)	Company failing to transmit to its registered office in Great Britain copies of entries in overseas branch register, or to keep a duplicate of overseas branch register.	Summary.	One-fifth of the statutory maximum.	One-fiftieth of the statutory maximum.
[ <sup>F556</sup> Sch. 21C, Pt.I, para. 7]	[ <sup>F556</sup> Credit or financial institution failing to deliver accounting documents.]	[ <sup>F556</sup> 1.On indictment.]	[ <sup>F556</sup> A fine.]	
		[ <sup>F556</sup> 2.Summary]	[ <sup>F556</sup> The statutory maximum.]	[ <sup>F556</sup> £100]
[ <sup>F556</sup> Sch. 21C, Pt.II, para. 15]	[ <sup>F556</sup> Credit or financial institution failing to deliver accounts and reports.]	[ <sup>F556</sup> 1.On indictment.]	[ <sup>F556</sup> A fine.]	
		[ <sup>F556</sup> 2.Summary]	[ <sup>F556</sup> The statutory maximum.]	[ <sup>F556</sup> £100]
[ <sup>F556</sup> Sch. 21D, Pt.I, para. 5]	[ <sup>F556</sup> Company failing to deliver accounting documents.]	[ <sup>F556</sup> 1.On indictment.]	[ <sup>F556</sup> A fine.]	
		[ <sup>F556</sup> 2.Summary]	[ <sup>F556</sup> The statutory maximum.]	[ <sup>F556</sup> £100]
[ <sup>F556</sup> Sch. 21D, Pt.I, para. 13]	[ <sup>F556</sup> Company failing to deliver	[ <sup>F556</sup> 1.On indictment.]	[ <sup>F556</sup> A fine.]	

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accounts and  
reports.]

[<sup>F556</sup>2.Summary] [<sup>F556</sup>The statutory [<sup>F556</sup>£100]  
maximum.]

### Textual Amendments

- F524** Sch. 24 : the entries relating to sections 56(4), 61, 64(5), 70(1), 78(1), 81(2), 82(5), 86(6), 87(4) and 97(4) repealed (29.4.1988 except as mentioned in S.I. 1988/740, art. 2, Sch.) by Financial Services Act 1986 (c. 60, SIF 69), s. 212(3), Sch. 17 Pt. 1
- F525** Words substituted (subject to the transitional and savings provisions mentioned in S.I. 1990/355, arts. 6–9, Sch. 3 para. 2) by Companies Act 1989 (c. 40, SIF 27), s. 23, Sch. 10 para. 24(2)
- F526** Entry inserted (subject to the transitional and savings provisions in S.I. 1990/2569, art. 6) by Companies Act 1989 (c. 40, SIF 27), s. 23, Sch. 10 para. 24(3)
- F527** Entry inserted (subject to the transitional and savings provisions mentioned in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), s. 23, Sch. 10 para. 24(3)
- F528** Words inserted by Companies Act 1989 (c. 40, SIF 27), s. 23, Sch. 10 para. 24(2)
- F529** Entry repealed (subject to the transitional and savings provisions in S.I. 1990/2569, art. 6) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 212, 213(2), Sch. 10 para. 24(2), Sch. 24
- F530** Entry repealed (subject to the transitional and savings provisions mentioned in S.I. 1990/355, arts. 5–9) by Companies Act 1989 (c. 40, SIF 27), s. 23, Sch. 10 para. 24(2), Sch. 24
- F531** Sch. 24 : entry repealed by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24 (subject to the transitional and savings provisions in S.I. 1990/355, arts. 5, 12)
- F532** Sch. 24 : entries repealed by Company Directors Disqualification Act 1986 (c. 46, SIF 27), s. 23(2), Sch. 4
- F533** Sch. 24: entry inserted (15.7.1992) by S.I. 1992/1699, reg. 2, Sch. para. 3(3).
- F534** Words substituted by Financial Services Act 1986 (c. 60, SIF 69), s. 212(2), Sch. 16 para. 27(a)
- F535** Sch. 24: entry inserted (15.7.1992) by S.I. 1992/1699, reg. 2, Sch. para. 4(2).
- F536** Figure substituted by Companies Act 1989 (c. 40, SIF 27), ss. 139(3), 213(2) (subject to transitional and saving provisions in S.I. 1990/1707, arts. 4 and 5)
- F537** Sch. 24 : entry repealed by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), 215(2), Sch. 24 (subject to the transitional and savings provisions mentioned in S.I. 1990/1707, arts. 4, 5)
- F538** Sch. 24: entry inserted (15.7.1992) by S.I. 1992/1699, reg. 2, Sch. para. 6(2).
- F539** Sch. 24 : entry repealed by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24 (subject to the transitional and savings provisions in S.I. 1990/355, art. 5)
- F540** Sch. 24 : entry repealed by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24 (subject to the transitional and savings provisions in S.I. 1990/355, art. 5)
- F541** Sch. 24 : entry inserted by Companies Act 1989 (c. 40, SIF 27), ss. 119(2), 213(2) (subject to transitional and saving provisions in S.I. 1990/355, arts. 4, 10, Sch. 4)
- F542** Sch. 24 : entry relating to s. 389(10) repealed (*prosp.*) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), 215, Sch. 24
- F543** Sch. 24 : entry inserted by Companies Act 1989 (c. 40, SIF 27), ss. 120(3), 213(2) (subject to transitional and saving provisions in S.I. 1990/355, arts. 4, 10, Sch. 4)
- F544** Sch. 24 : entry repealed by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24 (subject to the transitional and savings provisions in S.I. 1990/355, art. 5)
- F545** Sch. 24 : entry inserted by Companies Act 1989 (c. 40, SIF 27), ss. 122(2), 213(2) (subject to transitional and savings provisions in S.I. 1990/355, arts. 4, 10, Sch. 4)
- F546** Sch. 24 : entry repealed by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24 (subject to the transitional and savings provisions in S.I. 1990/355, art. 5)
- F547** Sch. 24 : entry repealed by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), Sch. 24 (subject to the transitional and savings provisions in S.I. 1990/355, art. 5)

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- F548** Sch. 24 : entry inserted by Companies Act 1989 (c. 40, SIF 27), ss. **122(2)** 213(2) (subject to transitional and savings provisions in S.I. 1990/355, arts. 4, 10, **Sch. 4**)
- F549** Sch. 24 : entry repealed by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), **Sch. 24** (subject to the transitional and savings provisions in S.I. 1990/355, **art. 5**)
- F550** Sch. 24 : entry inserted by Companies Act 1989 (c. 40, SIF 27), ss. **123(2)**, 213(2) (subject to transitional and savings provisions in S.I. 1990/355, arts. 4, 10, **Sch. 4**)
- F551** Sch. 24 : entries inserted by Financial Services Act 1986 (c. 60, SIF 69), s. 212(2), **Sch. 16 para. 27(b)**
- F552** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. **63(8)**, 213(2)
- F553** Figure substituted by Companies Act 1989 (c. 40, SIF 27), ss. **64(2)**, 213(2)
- F554** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. **64(2)**, 213(2)
- F555** Sch. 24 : entries relating to ss. 467 to 641(2), and the entry relating to s. 710(4), repealed by Insolvency Act 1986 (c. 45, SIF 66), s. 438, **Sch. 12**
- F556** Sch. 24: entries inserted (1.1.1993) by S.I. 1992/3179, reg. 4, **Sch. 3 para. 9**.
- F557** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 24(4)** (subject to the transitional and savings provisions in S.I. 1990/355, art. 8, Sch. 3 paras. 2, 3)
- F558** Sch. 24 : entry inserted (*prosp.*) by Companies Act 1989 (c. 40, SIF 27), ss. 107, 213(2), 215(2), **Sch. 16 para. 2(3)**

<sup>F559</sup>SCHEDULE 25

Section 132(7).

COMPANIES ACT 1981, SECTION 38, AS ORIGINALLY ENACTED

**Textual Amendments**

- F559** Schs. 20-25 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)**

- C70** Sch. 25 : by Companies Act 1989 (c. 40, SIF 27), ss. 144(4), 213(2), **Sch. 18 para. 38** it is provided that in Sch. 25 “subsidiary” has the meaning given by s. 736 of this 1985 Act as originally enacted (subject to the transitional and savings provisions mentioned in S.I. 1990/1392, **art. 6**)

*Relief from section 56 in respect of group reconstructions.*

- 38 (1) This section applies where the issuing company—
- (a) is a wholly-owned subsidiary of another company (“the holding company”); and
  - (b) allots shares to the holding company or to another wholly-owned subsidiary of the holding company in consideration for the transfer to it of shares in another subsidiary (whether wholly-owned or not) of the holding company.
- (2) Where the shares in the issuing company allotted in consideration for the transfer are issued at a premium, the issuing company shall not be required by section 56 of the 1948 Act to transfer any amount in excess of the minimum premium value to the share premium account.
- (3) In subsection (2) above “the minimum premium value” means the amount (if any) by which the base value of the shares transferred exceeds the aggregate nominal value of the shares allotted in consideration for the transfer.

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- (4) For the purposes of subsection (3) above, the base value of the shares transferred shall be taken as—
- (a) the cost of those shares to the company transferring them; or
  - (b) the amount at which those shares are stated in that company's accounting records immediately before the transfer;
- whichever is the less.
- (5) Section 37 of this Act shall not apply in a case to which this section applies.

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**Changes to legislation:**

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