

*Status: Point in time view as at 24/07/2002.*

*Changes to legislation: Taxation of Chargeable Gains Act 1992, Cross Heading: Subsidiary exemption: disposal of shares or related asset where main exemption conditions previously met is up to date with all changes known to be in force on or before 22 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

## SCHEDULES

### [<sup>F1</sup>SCHEDULE 7AC

#### EXEMPTIONS FOR DISPOSALS BY COMPANIES WITH SUBSTANTIAL SHAREHOLDING

##### Textual Amendments

- F1** Sch. 7AC inserted (with effect in accordance with s. 44(3)(4) of the amending Act) by [Finance Act 2002 \(c. 23\)](#), [Sch. 8 para. 1](#)

### PART 1

#### THE EXEMPTIONS

*Subsidiary exemption: disposal of shares or related asset where main exemption conditions previously met*

- 3 (1) A gain accruing to a company (“company A”) on a disposal of shares, or an interest in shares or an asset related to shares, in another company (“company B”) is not a chargeable gain if the following conditions are met.
- (2) The conditions are—
- (a) that at the time of the disposal company A meets the requirement in paragraph 7 (the substantial shareholding requirement) in relation to company B;
  - (b) that a chargeable gain or allowable loss would, apart from this paragraph, accrue to company A on the disposal (but see sub-paragraph (3) below);
  - (c) that at the time of the disposal—
    - (i) company A is resident in the United Kingdom, or
    - (ii) any chargeable gain accruing to company A on the disposal would, by virtue of section 10(3), form part of that company’s chargeable profits for corporation tax purposes;
  - (d) that there was a time within the period of two years ending with the disposal (“the relevant period”) when, if—
    - (i) company A, or
    - (ii) a company that at any time in the relevant period was a member of the same group as company A,had disposed of shares or an interest in shares in company B that it then held, a gain accruing would, by virtue of paragraph 1, not have been a chargeable gain; and
  - (e) that, if at the time of the disposal the requirements of paragraph 19 (requirements relating to company invested in) are not met in relation to

*Status: Point in time view as at 24/07/2002.*

*Changes to legislation: Taxation of Chargeable Gains Act 1992, Cross Heading: Subsidiary exemption: disposal of shares or related asset where main exemption conditions previously met is up to date with all changes known to be in force on or before 22 July 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)*

company B, there was a time within the relevant period when company B was controlled by—

- (i) company A, or
- (ii) company A together with any persons connected with it, or
- (iii) a company that at any time in the relevant period was a member of the same group as company A, or
- (iv) any such company together with any persons connected with it.

(3) Sub-paragraph (1) does not apply if—

- (a) the condition in sub-paragraph (2)(b) is met but would not be met but for a failure to meet the requirement in paragraph 18(1)(b) (requirement as to investing company to be met immediately after the disposal), and
- (b) the failure to meet that requirement is not due to—
  - (i) the fact that company A has been wound up or dissolved, or
  - (ii) where the winding up or dissolution takes place as soon as is reasonably practicable in the circumstances, the fact that company A is about to be wound up or dissolved.

(4) In determining for the purpose of sub-paragraph (2)(d) whether a gain accruing on the hypothetical disposal referred to would have been a chargeable gain, the requirements of paragraph 18(1)(b) and of paragraph 19(1)(b) (requirement as to company invested in to be met immediately after the disposal) shall be assumed to be met.

(5) Where—

- (a) immediately before the disposal company B holds an asset,
- (b) the expenditure allowable in computing any gain or loss on that asset, were it to be disposed of by company B immediately before that disposal, would fall to be reduced because of a claim to relief under section 165 (gifts relief) in relation to an earlier disposal, and
- (c) that earlier disposal took place within the relevant period,

sub-paragraph (1) does not prevent a gain accruing to company A on the disposal from being a chargeable gain but any loss so accruing is not an allowable loss.

(6) Where assets of company B are vested in a liquidator under section 145 of the Insolvency Act 1986 or Article 123 of the Insolvency (Northern Ireland) Order 1989 or otherwise, sub-paragraph (5)(a) applies as if the assets were vested in the company.

(7) In determining “the relevant period” for the purposes of sub-paragraph (2)(d) or (e) or sub-paragraph (5)(c), section 28 (time of disposal under contract) applies with the omission of subsection (2) (postponement of time of disposal in case of conditional contract).

(8) The exemption conferred by this paragraph does not apply in the circumstances specified in paragraph 5 or the cases specified in paragraph 6.]

**Status:**

Point in time view as at 24/07/2002.

**Changes to legislation:**

Taxation of Chargeable Gains Act 1992, Cross Heading: Subsidiary exemption: disposal of shares or related asset where main exemption conditions previously met is up to date with all changes known to be in force on or before 22 July 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.