



Finance Act 1996

1996 CHAPTER 8

PART IV

INCOME TAX, CORPORATION TAX AND CAPITAL GAINS TAX

CHAPTER II

LOAN RELATIONSHIPS

Special cases

92 [F¹Convertible securities etc: creditor relationships]

- (1) This section applies to an asset if—
- (a) the asset represents a creditor relationship of a company;
 - (b) the rights attached to the asset include provision by virtue of which the company is or may become entitled to acquire (whether by conversion or exchange or otherwise) [F²shares in a company];
 - [F³(bb) the only shares that may be so acquired under any such provision are shares which, at the time when the asset comes or came into existence are or were, and at all times since have been,—
 - (i) qualifying ordinary shares in one or more companies, or
 - (ii) mandatorily convertible preference shares in one or more companies;]
 - (c) the extent to which shares may be acquired under [F⁴any such provision] is not determined using a cash value which is specified in that provision or which is or will be ascertainable by reference to the terms of that provision;
 - (d) the asset is not a relevant discounted security within the meaning of Schedule 13 to this Act [F⁵or an excluded indexed security within the meaning of that Schedule];
 - [F⁶(dd) the rights attached to the asset do not include provision by virtue of which the company may require a person other than the issuing company to acquire

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Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

the asset for an amount which would, if payable on redemption, be an amount involving a deep gain for the purposes of paragraph 3 of that Schedule;]

- (e) at the time when the asset came into existence there was a more than negligible likelihood that [^{F7}the rights] to acquire shares in a company would in due course be exercised to a significant extent; ^{F8} . . .

[^{F9}(ee) the rights to acquire shares in a company (whether by conversion or exchange or otherwise) are such that exercising them to their full extent would result in the replacement of the asset—

- (i) wholly by shares, or
(ii) in a case where exercising the rights to acquire shares to their full extent would not confer an entitlement to a whole number of shares, wholly by shares and a cash adjustment in respect of the fraction of a share so arising,

and the ending of the creditor relationship; and]

- (f) the asset is not one the disposal of which by the company would fall to be treated as a disposal in the course of activities forming an integral part of a trade carried on by the company.

[^{F10}(1A) In subsection (1) above—

“the issuing company” means the company that brought into existence the asset mentioned in subsection (1) above;

“mandatorily convertible preference shares” means shares (other than qualifying ordinary shares) which are issued upon terms that stipulate that, by a time no more than 24 hours after their acquisition by a person who immediately before that acquisition had the creditor relationship represented by those shares, they must be converted into or exchanged for qualifying ordinary shares;

“qualifying ordinary shares” means shares in a company which satisfy the conditions in subsections (1B) and (1C) below.

(1B) The first condition is that the shares are shares representing some or all of the issued share capital (by whatever name called) of the company, other than—

- (a) capital the holders of which have a right to a dividend at a fixed rate but have no other right to share in the profits of the company, or
(b) capital the holders of which have no right to a dividend of any description nor any other right to share in the profits of the company.

(1C) The second condition is that the shares are—

- (a) shares which are listed on a recognised stock exchange, or
(b) shares in a company which is a trading company or a holding company;

and for this purpose “trading company” and “holding company” have the meaning given by paragraph 22(1) of Schedule A1 to the Taxation of Chargeable Gains Act 1992.]

[^{F11}(1D) For the purposes of subsection (1)(ee)(ii) above, the amount which may be paid by way of a cash adjustment may not exceed five per cent of the value of the relevant shares at the relevant time; and for these purposes—

- (a) “the relevant shares” means the shares which would be acquired by exercising the rights attached to the asset to their full extent, and
(b) “the relevant time” means the time at which the rights to acquire those shares are exercised.]

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

[^{F12}(1E) This section does not apply to an asset representing a creditor relationship of a company if, for the accounting period in which the asset comes into existence, there is a connection between the company and the company which is the issuing company in relation to that asset.

(1F) If, in the case of an asset representing a creditor relationship of a company, the company and the company which is the issuing company in relation to that asset become companies between which, for any accounting period, there is a connection—

- (a) the asset shall cease to be an asset to which this section applies, and
- (b) it shall be treated, for the purposes of subsection (7)(a) below, as having ceased to be such an asset at the time when the circumstances giving rise to that connection arose.

(1G) Section 87(3) above (connection between a company and another person for an accounting period) applies for the purposes of subsections (1E) and (1F) above.]

(2) The amounts falling for any accounting period to be brought into account for the purposes of this Chapter in respect of a creditor relationship represented by an asset to which this section applies shall be confined to

- [^{F13}(a)] amounts relating to interest[^{F14}; and
- (b) amounts relating to exchange gains or losses]

(3) Only an authorised accruals basis of accounting shall be used for ascertaining those amounts.

(4) Amounts shall be brought into account in computing the profits of the company for the purposes of corporation tax as if the ^{M1}Taxation of Chargeable Gains Act 1992 had effect in relation to any asset to which this section applies as it has effect in relation to an asset that does not represent a loan relationship.

(5) For the purposes of that Act the amount or value of the consideration for any disposal or acquisition of the asset shall be treated as adjusted so as to exclude so much of it as, on a just and reasonable apportionment, relates to any interest which—

- (a) falls to be brought into account under subsections (2) and (3) above as accruing to any company at any time; and
- (b) in consequence of, or of the terms of, the disposal or acquisition, is not paid or payable to the company to which it is treated for the purposes of this Chapter as accruing.

[^{F15}(5A) For the purposes of that Act the amount or value of the consideration for any disposal of the asset—

- (a) shall be increased by the addition of any relevant exchange losses, determined in accordance with subsection (5C) below; and
- (b) shall (after giving effect to any such increase) be reduced (but not below nil) by the deduction of any relevant exchange gains, determined in accordance with that subsection.

(5B) In subsection (5C) below—

“relevant accounting period” means any accounting period beginning on or after 1st October 2002; and

“the relevant condition” is that the asset in question is an asset to which this section applies and is held by the company making the disposal.

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

- (5C) For the purposes of subsection (5A) above, relevant exchange gains or, as the case may be, losses in the case of any asset are—
- (a) the amount of any exchange gains or, as the case may be, losses brought into account under subsections (2) and (3) above in respect of the asset, by the company making the disposal, for a relevant accounting period throughout which the relevant condition is satisfied; and
 - (b) for any relevant accounting period not falling within paragraph (a) above in which the relevant condition is at some time satisfied, an amount which, on a just and reasonable apportionment, represents so much of the amount of any exchange gains or, as the case may be, losses brought into account under subsections (2) and (3) above in respect of the asset, by the company making the disposal, for that period as is referable to the part of the period for which the relevant condition is satisfied.
- (5D) Where—
- (a) the amount of the relevant exchange gains falling to be deducted under subsection (5A)(b) above, exceeds
 - (b) the amount required to reduce the amount or value of the consideration to nil, the excess shall be treated for the purposes of section 38(1)(c) of the Taxation of Chargeable Gains Act 1992 as incidental costs of making the disposal of the asset.]
- (6) In [^{F16}subsections (5) and (5A)] above the references to a disposal, in relation to an asset, are references to anything which—
- (a) is a disposal of that asset (within the meaning of the Taxation of Chargeable Gains Act 1992); or
 - (b) would be such a disposal but for section ^{F17}. . . 116(10) of that Act (reorganisations etc.);
- and the references to the acquisition of an asset shall be construed accordingly.
- [^{F18}(7) Where an asset representing a creditor relationship of a company—
- (a) ceases at any time to be an asset to which this section applies, but
 - (b) does not cease at that time to represent a creditor relationship of that company, the company shall be deemed for the purposes of the ^{M2}Taxation of Chargeable Gains Act 1992 and this Chapter to have disposed of the asset immediately before that time for the relevant consideration, and to have re-acquired it immediately after that time for the relevant consideration.
- (8) Any deemed disposal and re-acquisition under subsection (7) above shall be treated for the purposes of that Act of 1992 as a transaction in the case of which—
- (a) sections 127 to 130 of that Act would apply, apart from the provisions of section 116 of that Act, by virtue of any provision of Chapter II of Part IV of that Act;
 - (b) the asset in question represents both the original shares and the new holding for the purposes of those sections;
 - (c) the market value of the asset at the time of the transaction is an amount equal to the relevant consideration.
- (9) Subject to [^{F19}subsections (10) and (10A)] below, in subsections (7) and (8) above “the relevant consideration”, in relation to an asset, means the amount that would have been taken, in accordance with the relevant accounting method, to be the value of the asset

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at the time of its deemed disposal if that method had been applied to the asset for tax purposes at all times until then.

(10) Subsection (5) above shall not apply in the case of a deemed disposal and re-acquisition under subsection (7) above; but the amount of the relevant consideration in such a case shall be treated for the purposes of the Taxation of Chargeable Gains Act 1992 as reduced by so much (if any) of the amount mentioned in subsection (9) above as is referable to interest which—

- (a) is not paid or payable to the company before the time of the deemed disposal; but
- (b) is interest falling to be brought into account under subsections (2) and (3) above as having accrued before that time.

[Subsection (5A) above shall not apply in the case of a deemed disposal and re-^{F20}(10A) acquisition under subsection (7) above; but in any such case the amount of the relevant consideration, after any reduction under subsection (10) above, shall be treated for the purposes of the Taxation of Chargeable Gains Act 1992 as further adjusted by making the same additions and deductions (and for the purposes of both the disposal and the re-acquisition) as would fall to be made under subsection (5A) above if it were the consideration for an actual disposal and that subsection also applied in relation to the corresponding acquisition.]

(11) In subsection (9) above “the relevant accounting method”, in relation to an asset representing a creditor relationship of a company, means the accounting method which, for the accounting period of that company in which the deemed re-acquisition takes place, is used as respects that asset and the part of that accounting period beginning with the deemed re-acquisition.]

Textual Amendments

- F1** S. 92 sidenote substituted (24.7.2002 with effect as mentioned in s. 72(13)-(16) of the amending Act) by virtue of Finance Act 2002 (c. 23), s. 72(12)
- F2** Words in s. 92(1)(b) substituted (24.7.2002 with effect as mentioned in s. 72(13)-(16) of the amending Act) by Finance Act 2002 (c. 23), s. 72(3)
- F3** S. 92(1)(bb) inserted (24.7.2002 with effect as mentioned in s. 72(13)-(16) of the amending Act) by Finance Act 2002 (c. 23), s. 72(4)
- F4** Words in s. 92(1)(c) substituted (24.7.2002 with effect as mentioned in s. 72(13)-(16) of the amending Act) by Finance Act 2002 (c. 23), s. 72(5)
- F5** Words in s. 92(1)(d) inserted (24.7.2002 with effect as mentioned in s. 72(13)-(16) of the amending Act) by Finance Act 2002 (c. 23), s. 72(6)
- F6** S. 92(1)(dd) inserted (24.7.2002 with effect as mentioned in s. 72(13)-(16) of the amending Act) by Finance Act 2002 (c. 23), s. 72(7)
- F7** Words in s. 92(1)(e) substituted (24.7.2002 with effect as mentioned in s. 72(13)-(16) of the amending Act) by Finance Act 2002 (c. 23), s. 72(8)(a)
- F8** Word in s. 92(1)(e) repealed (24.7.2002 with effect as mentioned in s. 72(13)-(16) of the repealing Act) by Finance Act 2002 (c. 23), ss. {72(8)(b)}, 141, {Sch. 40 Pt. 3(9)}
- F9** S. 92(1)(ee) inserted (24.7.2002 with effect as mentioned in s. 72(13)-(16) of the amending Act) by Finance Act 2002 (c. 23), s. 72(9)
- F10** S. 92(1A)-(1C) inserted (24.7.2002 with effect as mentioned in s. 72(13)-(16) of the amending Act) by Finance Act 2002 (c. 23), s. 72(10)
- F11** S. 92(1D) inserted (24.7.2002 with effect as mentioned in s. 72(13)-(16) of the amending Act) by Finance Act 2002 (c. 23), s. 72(11)

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

- F12** S. 92(1E)-(1G) inserted (24.7.2002 with effect as mentioned in s. 73(2)-(9) of the amending Act) by Finance Act 2002 (c. 23), s. 73(1)
- F13** Words in s. 92(2) renumbered (24.7.2002 with effect as mentioned in s. 79(3) of the amending Act) as s. 92(2)(a) by virtue of Finance Act 2002 (c. 23), s. 79(2), Sch. 23 Pt. 1 para. 5(2) (with Sch. 23 Pt. 3 para. 25)
- F14** S. 92(2)(b) and preceding word inserted (24.7.2002 with effect as mentioned in s. 79(3) of the amending Act) by Finance Act 2002 (c. 23), s. 79(2), Sch. 23 Pt. 1 para. 5(2) (with Sch. 23 Pt. 3 para. 25)
- F15** S. 92(5A)-(5D) inserted (24.7.2002 with effect as mentioned in s. 79(3) of the amending Act) by Finance Act 2002 (c. 23), s. 79(2), Sch. 23 Pt. 1 para. 5(3) (with Sch. 23 Pt. 3 para. 25)
- F16** Words in s. 92(6) substituted (24.7.2002 with effect as mentioned in s. 79(3) of the amending Act) by Finance Act 2002 (c. 23), s. 79(2), Sch. 23 Pt. 1 para. 5(4)(a) (with Sch. 23 Pt. 3 para. 25)
- F17** Words in s. 92(6)(b) repealed (24.7.2002 with effect as mentioned in s. 79(3) of and Sch. 23 to the repealing Act) by Finance Act 2002 (c. 23), ss. 79(2), 141, Sch. 23 Pt. 1 para. 5(4)(b), Sch. 40 Pt. 3(10) (with Sch. 23 Pt. 3 para. 25)
- F18** S. 92(7)-(11) inserted (27.7.1999 with effect as mentioned in s. 65(8) of the amending Act) by 1999 c. 16, s. 65(7)
- F19** Words in s. 92(9) substituted (24.7.2002 with effect as mentioned in s. 79(3) of the amending Act) by Finance Act 2002 (c. 23), s. 79(2), Sch. 23 Pt. 1 para. 5(5) (with Sch. 23 Pt. 3 para. 25)
- F20** S. 92(10A) inserted (24.7.2002 with effect as mentioned in s. 79(3) of the amending Act) by Finance Act 2002 (c. 23), s. 79(2), Sch. 23 Pt. 1 para. 5(6) (with Sch. 23 Pt. 3 para. 25)

Modifications etc. (not altering text)

- C1** S. 92 modified (27.7.1999) by 1999 c. 16, s. 65(9)
- C2** S. 92(7) modified (24.7.2002 with effect as mentioned in s. 73(2)-(9) of the amending Act) by Finance Act 2002 (c. 23), s. 73(4)

Marginal Citations

- M1** 1992 c. 12.
M2 1992 c. 12.

[^{F21}92A Convertible securities etc: debtor relationships

- (1) This section applies to a liability if—
- (a) the liability represents a debtor relationship of a company (“the debtor company”); and
 - (b) the rights attached to the asset that represents the corresponding creditor relationship include provision by virtue of which a person is or may become entitled to acquire (whether by conversion or exchange or otherwise)—
 - (i) any shares in the debtor company, or
 - (ii) any shares in another company.
- (2) The debits falling for any accounting period to be brought into account for the purposes of this Chapter in respect of a debtor relationship represented by a liability to which this section applies shall not include debits in relation to any of the amounts falling within subsection (3) below.
- (3) The amounts are—
- (a) any amounts payable by the debtor company in respect of, or in connection with, any such acquisition of shares as is described in subsection (1)(b)(ii) above, but not any amounts to which subsection (4) below applies; and

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

- (b) any charges or expenses incurred by the debtor company as described in paragraph (b), (c) or (d) of section 84(3) above, where the related transaction in question relates to, or is connected with, the acquisition of shares by another person (whether by conversion or exchange or otherwise) as described in subsection (1)(b) above.
- (4) This subsection applies to amounts payable by the debtor company, as described in subsection (3)(a) above, in respect of the debtor relationship in a case where—
 - (a) the debtor company is carrying on a banking business or a business consisting wholly or partly in dealing in securities, and
 - (b) it entered into the debtor relationship in the ordinary course of that business.
- (5) For the purposes of subsection (4) above “securities” has the same meaning as in section 473 of the Taxes Act.
- (6) Subject to subsection (7) below, only an authorised accruals basis of accounting shall be used for ascertaining the amounts which fall to be taken into account as described in subsection (2) above.
- (7) The requirement in subsection (6) above to use an authorised accruals basis of accounting does not apply in the case of a debtor relationship where—
 - (a) the debtor company is carrying on a banking business or a business consisting wholly or partly in dealing in securities, and
 - (b) it entered into the debtor relationship in the ordinary course of that business.]

Textual Amendments

F21 S. 92A inserted (24.7.2002 with effect as mentioned in s. 74(2) of the amending Act) by Finance Act 2002 (c. 23), s. 74(1)

93 Relationships linked to the value of chargeable assets.

- (1) This section applies in the case of any loan relationship of a company that is linked to the value of chargeable assets [^{F22} unless—
 - (a) in a case where the loan relationship is a creditor relationship, the asset representing the loan relationship is one] the disposal of which by the company would fall to be treated as a disposal in the course of activities forming an integral part of a trade carried on by the company.
 - [^{F23}(b) in a case where the loan relationship is a debtor relationship, the liability representing the loan relationship is a liability entered into by the company in the course of activities forming an integral part of a trade carried on by the company; or
 - (c) the loan relationship is one to which section 93A below applies.]
- (2) The amounts falling for any accounting period to be brought into account for the purposes of this Chapter in respect of the relationship shall be confined to amounts relating to interest.
- (3) Only an authorised accruals basis of accounting shall be used for ascertaining those amounts.
- (4) Amounts shall be brought into account in computing the profits of the company for the purposes of corporation tax as if the ^{M3}Taxation of Chargeable Gains Act 1992 had

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

effect in relation to the asset representing the relationship as it has effect in relation to an asset that does not represent a loan relationship.

- (5) For the purposes of that Act the amount or value of the consideration for any disposal or acquisition of the asset shall be treated as adjusted so as to exclude so much of it as, on a just and reasonable apportionment, relates to any interest which—
- (a) falls to be brought into account under subsections (2) and (3) above as accruing to any company at any time; and
 - (b) in consequence of, or of the terms of, the disposal or acquisition, is not paid or payable to the company to which it is treated for the purposes of this Chapter as accruing.
- (6) For the purposes of this section a loan relationship is linked to the value of chargeable assets if, in pursuance of any provision having effect for the purposes of that relationship, the amount that must be paid to discharge the money debt (whether on redemption of a security issued in relation to that debt or otherwise) is equal to the amount determined by applying a relevant percentage change in the value of chargeable assets to the amount falling for the purposes of this Chapter to be regarded as the amount of the original loan from which the money debt arises.
- (7) In subsection (6) above the reference to a relevant percentage change in the value of chargeable assets is a reference to the amount of the percentage change (if any) over the relevant period in the value of chargeable assets of any particular description or in any index of the value of any such assets.
- (8) In subsection (7) above “the relevant period” means—
- (a) the period between the time of the original loan and the discharge of the money debt; or
 - (b) any other period in which almost all of that period is comprised and which differs from that period exclusively for purposes connected with giving effect to a valuation in relation to rights or liabilities under the loan relationship.
- (9) If—
- (a) there is a provision which, in the case of any loan relationship, falls within subsection (6) above,
 - (b) that provision is made subject to any other provision applying to the determination of the amount payable to discharge the money debt,
 - (c) that other provision is to the effect only that the amount so payable must not be less than a specified percentage of the amount falling for the purposes of this Chapter to be regarded as the amount of the original loan, and
 - (d) the specified percentage is not more than 10 per cent.,
- that other provision shall be disregarded in determining for the purposes of this section whether the relationship is linked to the value of chargeable assets.
- (10) For the purposes of this section an asset is a chargeable asset, in relation to a loan relationship of a company, if ^{F24}the asset is—
- (a) an estate or interest in land (wherever situated), or
 - (b) qualifying ordinary shares which are listed on a recognised stock exchange.]
- (11) ^{F25}.....
- (12) In subsection (5) above references to a disposal, in relation to an asset, are references to anything which—

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

- (a) is a disposal of that asset (within the meaning of the Taxation of Chargeable Gains Act 1992); or
- (b) would be such a disposal but for section 127 or 116(10) of that Act (reorganisations etc.);

and the references to the acquisition of an asset shall be construed accordingly.

[^{F26}(12A) In subsection (10)(b) above “qualifying ordinary shares”, in relation to a company, means shares representing some or all of the issued share capital (by whatever name called) of the company, other than—

- (a) capital the holders of which have a right to a dividend at a fixed rate but have no other right to share in the profits of the company, or
- (b) capital the holders of which have no right to a dividend of any description nor any other right to share in the profits of the company.]

(13) ^{F27}

[^{F28}(14) This section is supplemented by section 93B below.]

Textual Amendments

F22 Words in s. 93(1) substituted (24.7.2002 with effect as mentioned in s. 75(8)(9) of the amending Act) by Finance Act 2002 (c. 23), s. 75(2)(a)

F23 S. 93(1)(b)(c) inserted (24.7.2002 with effect as mentioned in s. 75(8)(9) of the amending Act) by Finance Act 2002 (c. 23), s. 75(2)(b)

F24 S. 93(10): words substituted (24.7.2002 with effect as mentioned in s. 75(8)(9) of the amending Act) for the words from “if” to the end of the subsection by Finance Act 2002 (c. 23), s. 75(3)

F25 S. 93(11) repealed (24.7.2002 with effect as mentioned in s. 75(8)(9) of the repealing Act) by Finance Act 2002 (c. 23), ss. 75(4), 141, Sch. 40 Pt. 3(9)

F26 S. 93(12A) inserted (24.7.2002 with effect as mentioned in s. 75(8)(9) of the amending Act) by Finance Act 2002 (c. 23), s. 75(5)

F27 S. 93(13) repealed (24.7.2002 with effect as mentioned in s. 75(8)(9) of the repealing Act) by Finance Act 2002 (c. 23), ss. 75(6), 141, Sch. 40 Pt. 3(9)

F28 S. 93(14) added (24.7.2002 with effect as mentioned in s. 75(8)(9) of the amending Act) by Finance Act 2002 (c. 23), s. 75(7)

Marginal Citations

M3 1992 c. 12.

[^{F29}93A Relationships linked to the value of chargeable assets: guaranteed returns

(1) This section applies to a loan relationship which is a creditor relationship of a company if—

- (a) that loan relationship and one or more other transactions are associated transactions designed to produce a guaranteed return;
- (b) any such other transaction is [^{F30}a derivative contract falling within paragraph 6 of Schedule 26 to the Finance Act 2002 (“an associated derivative contract”)]; and
- (c) the guaranteed return comprises the return consisting of the amount that must be paid to discharge the money debt arising in connection with that loan relationship taken together with the return from any one or more of [^{F31}the associated derivative contracts].

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

- (2) For the purposes of this section a loan relationship of a company and one or more [^{F32}associated derivative contracts] are transactions designed to produce a guaranteed return if, taking the transactions together, it would be reasonable to assume, from considering—
- (a) the likely effect of the transactions,
 - (b) the circumstances in which the transactions are entered into, or in which any of them is entered into, or
 - (c) the matters in both of paragraphs (a) and (b),
- that the main purpose of the transactions, or one of their main purposes, is or was the production of a guaranteed return from the loan relationship and [^{F33}any one or more of the associated derivative contracts].
- (3) For the purposes of this section a guaranteed return is produced from the loan relationship and [^{F34}any one or more of the associated derivative contracts] wherever (taking all the transactions together) risks from fluctuations in the underlying subject matter are so eliminated or reduced as to produce a return from the transactions—
- (a) ^{F35}
 - (b) which equates, in substance, to the return on an investment of money at interest.
- (4) For the purposes of subsection (3) above the cases where risks from fluctuations in the underlying subject matter are eliminated or reduced shall be deemed to include any case where the main reason, or one of the main reasons, for the choice of that subject matter is—
- (a) that there appears to be no risk that that subject matter will fluctuate; or
 - (b) that the risk that it will fluctuate appears to be insignificant.
- (5) In this section—
- (a) the references, in relation to a loan relationship, to the underlying subject matter are references to the value of chargeable assets of a particular description to which that relationship is linked;
 - [^{F36}(b) the references, in relation to an associated derivative contract, to the underlying subject matter are to be construed in accordance with paragraphs 6(2)(a) and 11 of Schedule 26 to the Finance Act 2002.]
- (6) Subsection (5)(a) above is to be construed in accordance with section 93 above.
- (7) ^{F37}]

Textual Amendments

- F29** S. 93A inserted (24.7.2002 with effect as mentioned in s. 76(2) of the amending Act) by Finance Act 2002 (c. 23), s. 76(1)
- F30** Words in s. 93A(1)(b) substituted (with effect in relation to accounting periods beginning on or after 1.10.2002 subject to Sch. 28 of the amending Act) by Finance Act 2002 (c. 23), s. 83, Sch. 27 para. 18(2)(a)
- F31** Words in s. 93A(1)(c) substituted (with effect in relation to accounting periods beginning on or after 1.10.2002 subject to Sch. 28 of the amending Act) by Finance Act 2002 (c. 23), s. 83, Sch. 27 para. 18(2)(b)
- F32** Words in s. 93A(2) substituted (with effect in relation to accounting periods beginning on or after 1.10.2002 subject to Sch. 28 of the amending Act) by Finance Act 2002 (c. 23), s. 83, Sch. 27 para. 18(3)(a)

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

- F33** Words in s. 93A(2) substituted (with effect in relation to accounting periods beginning on or after 1.10.2002 subject to Sch. 28 of the amending Act) by Finance Act 2002 (c. 23), s. 83, Sch. 27 para. 18(3)(b)
- F34** Words in s. 93A(3) substituted (with effect in relation to accounting periods beginning on or after 1.10.2002 subject to Sch. 28 of the amending Act) by Finance Act 2002 (c. 23), s. 83, Sch. 27 para. 18(4)(a)
- F35** S. 93A(3)(a) repealed (with effect in relation to accounting periods beginning on or after 1.10.2002 subject to Sch. 28 of the repealing Act) by Finance Act 2002 (c. 23), ss. 83, 141, Sch. 27 para. 18(4)(b), Sch. 40 Pt. 3(13)
- F36** S. 93A(5)(b) substituted (with effect in relation to accounting periods beginning on or after 1.10.2002 subject to Sch. 28 of the amending Act) by Finance Act 2002 (c. 23), s. 83, Sch. 27 para. 18(5)
- F37** S. 93A(7) repealed (with effect in relation to accounting periods beginning on or after 1.10.2002 subject to Sch. 28 of the repealing Act) by Finance Act 2002 (c. 23), ss. 83, 141, Sch. 27 para. 18(6), Sch. 40 Pt. 3(13)

^{F38}93B Loan relationships ceasing to be within section 93

- (1) Where a loan relationship of a company—
 - (a) ceases at any time to be a loan relationship to which section 93 above applies, but
 - (b) does not cease at that time to be a loan relationship of that company,subsection (2) below shall have effect in relation to the asset representing that relationship.
- (2) Where this subsection has effect in relation to an asset representing a loan relationship of a company, the company shall be deemed for the purposes of the Taxation of Chargeable Gains Act 1992 and this Chapter—
 - (a) to have disposed of the asset for the relevant consideration immediately before the time when the loan relationship ceases to be one to which section 93 above applies, and
 - (b) to have re-acquired it for the relevant consideration immediately after that time.
- (3) Any deemed disposal and re-acquisition of an asset under subsection (2) above shall be treated for the purposes of the Taxation of Chargeable Gains Act 1992 as a transaction in the case of which—
 - (a) sections 127 to 130 of that Act would apply, apart from the provisions of section 116 of that Act, by virtue of any provision of Chapter 2 of Part 4 of that Act;
 - (b) the asset in question represents both the original shares and the new holding for the purposes of those sections;
 - (c) the market value of the asset at the time of the transaction is an amount equal to the relevant consideration.
- (4) Subject to subsection (5) below, in subsections (2) and (3) above “the relevant consideration”, in relation to an asset, means the amount that would have been taken, in accordance with the relevant accounting method, to be the value of the asset at the time of its deemed disposal if that method had been applied to the asset for tax purposes at all times until then.
- (5) Section 93(5) above shall not apply in the case of a deemed disposal and re-acquisition under subsection (2) above; but the amount of the relevant consideration in such a

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

case shall be treated for the purposes of the Taxation of Chargeable Gains Act 1992 as reduced by so much (if any) of the amount mentioned in subsection (4) above as is referable to interest which—

- (a) is not paid or payable to the company before the time of the deemed disposal; but
 - (b) is interest falling to be brought into account under section 93(2) and (3) above as having accrued before that time.
- (6) In subsection (4) above “the relevant accounting method”, in relation to an asset representing a loan relationship of a company, means the accounting method which, for the accounting period of that company in which the deemed re-acquisition takes place, is used as respects that asset and the part of that accounting period beginning with the deemed re-acquisition.
- (7) This section shall be construed as one with section 93 above.]

Textual Amendments

F38 S. 93B inserted (24.7.2002 with effect as mentioned in s. 77(2)(3) of the amending Act) by Finance Act 2002 (c. 23), s. 77(1)

94 Indexed gilt-edged securities.

- (1) In the case of any loan relationship represented by an index-linked gilt-edged security, the adjustment for which this section provides shall be made in computing the credits and debits which fall, for any accounting period, to be brought into account for the purposes of this Chapter in respect of that relationship as non-trading credits or non-trading debits.
- (2) The adjustment shall be made wherever—
- (a) the authorised accounting method applied as respects the index-linked gilt-edged security gives credits or debits by reference to the value of the security at two different times, and
 - (b) there is any change in the retail prices index between those times.
- (3) Subject to subsection (4) below, the adjustment is such an adjustment of the amount which would otherwise be taken for the purposes of that accounting method to be the value of the security at the earlier time (“the opening value”) as results in the amount in fact so taken being equal to the opening value increased or, as the case may be, reduced by the same percentage as the percentage increase or reduction in the retail prices index between the earlier and the later time.
- [^{F39}(3A) Where the authorised accounting method applied is an accruals basis of accounting, the amount which is the opening value shall be taken to be the amount of the value which (disregarding interest) accrued to the company under the loan relationship before the earlier time.]
- (4) The Treasury may, in relation to any description of index-linked gilt-edged securities, by order provide that—
- (a) there are to be no adjustments under this section; or
 - (b) that an adjustment specified in the order (instead of the adjustment specified in subsection (3) above) is to be the adjustment for which this section provides.

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

- (5) An order under subsection (4) above—
- (a) shall not have effect in relation to any gilt-edged security issued before the making of the order; but
 - (b) may make different provision for different descriptions of securities.
- (6) For the purposes of this section the percentage increase or reduction in the retail prices index between any two times shall be determined by reference to the difference between—
- (a) that index for the month in which the earlier time falls; and
 - (b) that index for the month in which the later time falls
- [^{F40}except that where the earlier time falls at the beginning of an accounting period which begins with the first day of a month, the index for the previous month shall be used for the purposes of paragraph (a) above.]
- (7) In this section “index-linked gilt-edged securities” means any gilt-edged securities the amounts of the payments under which are determined wholly or partly by reference to the retail prices index.

Textual Amendments

- F39** S. 94(3A) inserted (24.7.2002 with effect as mentioned in s. 82(2) of the amending Act) by [Finance Act 2002 \(c. 23\)](#), s. 82(1), [Sch. 25 Pt. 1 para. 12\(2\)](#)
- F40** Words in s. 94(6) inserted (24.7.2002 with effect as mentioned in s. 82(2) of the amending Act) by [Finance Act 2002 \(c. 23\)](#), s. 82(1), [Sch. 25 Pt. 1 para. 12\(3\)](#)

95 Gilt strips.

- (1) This section has effect for the purposes of the application of an authorised accruals basis of accounting as respects a loan relationship represented by a gilt-edged security or a strip of a gilt-edged security.
- (2) Where a gilt-edged security is exchanged by any person for strips of that security—
- (a) the security shall be deemed to have been redeemed at the time of the exchange by the payment to that person of its market value; and
 - (b) that person shall be deemed to have acquired each strip for the amount which bears the same proportion to that market value as is borne by the market value of the strip to the aggregate of the market values of all the strips received in exchange for the security.
- (3) Where strips of a gilt-edged security are consolidated into a single gilt-edged security by being exchanged by any person for that security—
- (a) each of the strips shall be deemed to have been redeemed at the time of the exchange by the payment to that person of the amount equal to its market value; and
 - (b) that person shall be deemed to have acquired the security received in the exchange for the amount equal to the aggregate of the market values of the strips given in exchange for the security.
- (4) References in this section to the market value of a security given or received in exchange for another are references to its market value at the time of the exchange.

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

- (5) Without prejudice to the generality of any power conferred by section 202 below, the Treasury may by regulations make provision for the purposes of this section as to the manner of determining the market value at any time of any gilt-edged security (including any strip).
- (6) Regulations under subsection (5) above may—
- (a) make different provision for different cases; and
 - (b) contain such incidental, supplemental, consequential and transitional provision as the Treasury may think fit.
- (7) In this section “strip” means anything which, within the meaning of section 47 of the ^{M4}Finance Act 1942, is a strip of a gilt-edged security.

Marginal Citations

M4 1942 c. 21.

96 Special rules for certain other gilts.

- (1) This section applies as respects any loan relationship of a company if—
- (a) it is represented by a security of any of the following descriptions—
 - (i) 3½% Funding Stock 1999-2004; or
 - (ii) 5½% Treasury Stock 2008-2012;
 and
 - (b) it is one to which the company is a party otherwise than in the course of activities that form an integral part of a trade carried on by the company.
- (2) The amounts falling for any accounting period to be brought into account for the purposes of this Chapter in respect of a loan relationship to which this section applies shall be confined to amounts relating to interest.
- (3) Only an authorised accruals basis of accounting shall be used for ascertaining those amounts.

97 Manufactured interest.

- (1) [^{F41}For the purposes of the Corporation Tax Acts, a company has a relationship to which this section applies in any case where—]
- (a) any amount (“manufactured interest”) is payable by or on behalf of, or to, [^{F42}the company] under any contract or arrangements relating to the transfer of an asset representing a loan relationship; and
 - (b) that amount is, or (when paid) will fall to be treated as, representative of interest under [^{F43}that loan relationship] (“the real interest”).
- [^{F44}and references to a relationship to which this section applies, and to a company’s being party to such a relationship, shall be construed accordingly]
- [^{F45}(2) Where a company has a relationship to which this section applies—
- (a) this Chapter shall have effect in relation to the company and the manufactured interest under the relationship—

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

- (i) as it would have effect if the manufactured interest were interest payable on a loan by, or (as the case may be) to, the company and were accordingly interest under a loan relationship to which the company is a party, and
- (ii) where that company is the company to which the manufactured interest is payable, as if that relationship were the one under which the real interest is payable, but
- (b) the only credits or (subject to subsection (4A) below) debits to be brought into account for the purposes of this Chapter by virtue of this section in respect of a relationship are those relating to that interest,
- and, subject to paragraphs (a)(ii) and (b) above, references in the Corporation Tax Acts to a loan relationship accordingly include a reference to a relationship to which this section applies.]
- (3) Any question whether debits or credits falling to be brought into account in the case of any company by virtue of this section—
- (a) are to be brought into account under section 82(2) above, or
- (b) are to be treated as non-trading debits or non-trading credits,
- shall be determined according to the extent (if any) to which the manufactured interest is paid for the purposes of a trade carried on by the company or is received in the course of activities forming an integral part of such a trade.
- [^{F46}(3A) To the extent that debits or credits fall to be brought into account by a company under section 82(2) above in the case of a relationship to which this section applies, the company shall be regarded for the purposes of this Chapter as being party to the relationship for the purposes of a trade carried on by the company.]
- (4) Where section [^{F47}736B(2) or] 737A(5) of the Taxes Act 1988 (deemed manufactured payments) has effect in relation to a transaction relating to an asset representing a loan relationship so as, for the purposes of [^{F48}section 737 of, or] Schedule 23A to, that Act, to deem there to have been a payment representative of interest under that relationship, this section shall apply as it would have applied if such a representative payment had in fact been made.
- [^{F49}(4A) Where, for the purposes of section 736B of the Taxes Act 1988, a company is the borrower under a stock lending arrangement, then (pursuant to subsection (2A) of that section (which precludes deductions or group relief for the borrower)) no debits are to be brought into account for the purposes of this Chapter by that company in respect of the deemed representative payment under that section which is treated under subsection (4) above as if it had in fact been made.]
- [^{F50}(5) This section does not apply where the manufactured interest is treated by virtue of paragraph 5(2)(c) or (4)(c) of Schedule 23A to the Taxes Act 1988 (manufactured interest passing through the market) as not being income of the person who receives it.]

Textual Amendments

- F41** Words in s. 97(1) substituted (24.7.2002 with effect as mentioned in s. 82(2) of the amending Act) by Finance Act 2002 (c. 23), s. 82(1), **Sch. 25 Pt. 1 para. 13(2)(a)**
- F42** Words in s. 97(1)(a) substituted (24.7.2002 with effect as mentioned in s. 82(2) of the amending Act) by Finance Act 2002 (c. 23), s. 82(1), **Sch. 25 Pt. 1 para. 13(2)(b)**
- F43** Words in s. 97(1)(b) substituted (24.7.2002 with effect as mentioned in s. 82(2) of the amending Act) by Finance Act 2002 (c. 23), s. 82(1), **Sch. 25 Pt. 1 para. 13(2)(c)**

Status: Point in time view as at 01/10/2002.

Changes to legislation: There are currently no known outstanding effects for the Finance Act 1996, Cross Heading: Special cases. (See end of Document for details)

- F44** Words in s. 97(1) added (24.7.2002 with effect as mentioned in s. 82(2) of the amending Act) by Finance Act 2002 (c. 23), s. 82(1), **Sch. 25 Pt. 1 para. 13(2)(d)**
- F45** S. 97(2) substituted (24.7.2002 with effect as mentioned in s. 82(2) of the amending Act) by Finance Act 2002 (c. 23), s. 82(1), **Sch. 25 Pt. 1 para. 13(3)**
- F46** S. 97(3A) inserted (24.7.2002 with effect as mentioned in s. 82(2) of the amending Act) by Finance Act 2002 (c. 23), s. 82(1), **Sch. 25 Pt. 1 para. 13(4)**
- F47** Words in s. 97(4) inserted (24.7.2002 with effect as mentioned in s. 82(2) of the amending Act) by Finance Act 2002 (c. 23), s. 82(1), **Sch. 25 Pt. 1 para. 13(5)**
- F48** Words in s. 97(4) repealed (19.3.1997 with effect as mentioned in Sch. 18 Pt. VI(10), Notes 4, 6 of the amending Act) by 1997 c. 16, s. 113, **Sch. 18 Pt. VI(10)**
- F49** S. 97(4A) inserted (24.7.2002 with effect as mentioned in s. 82(2) of the amending Act) by Finance Act 2002 (c. 23), s. 82(1), **Sch. 25 Pt. 1 para. 13(6)**
- F50** S. 97(5) repealed (19.3.1997 with effect as mentioned in Sch. 18 Pt. VI(10), Notes 3, 4, 6 of the amending Act) by 1997 c. 16, s. 113, **Sch. 18 Pt. VI(10)**

98 Collective investment schemes.

The provisions of this Chapter have effect subject to the provisions of Schedule 10 to this Act (which makes special provision in relation to certain collective investment schemes).

99 Insurance companies.

The preceding provisions of this Chapter have effect subject to Schedule 11 to this Act (which makes special provision in relation to certain insurance companies and in relation to corporate members of Lloyd's).

Status:

Point in time view as at 01/10/2002.

Changes to legislation:

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Special cases.