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STATUTORY INSTRUMENTS

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**2001 No. 544**

The Financial Services and Markets Act  
2000 (Regulated Activities) Order 2001

PART II

SPECIFIED ACTIVITIES

CHAPTER IV

DEALING IN INVESTMENTS AS PRINCIPAL

*Exclusions*

**Absence of holding out etc.**

**15.**—(1) Subject to paragraph (3), a person (“A”) does not carry on an activity of the kind specified by article 14 by entering into a transaction which relates to a security or is the assignment (or, in Scotland, the assignation) of a qualifying contract of insurance (or an investment of the kind specified by article 89, so far as relevant to such a contract), unless—

- (a) A holds himself out as willing, as principal, to buy, sell or subscribe for investments of the kind to which the transaction relates at prices determined by him generally and continuously rather than in respect of each particular transaction;
  - (b) A holds himself out as engaging in the business of buying investments of the kind to which the transaction relates, with a view to selling them;
  - (c) A holds himself out as engaging in the business of underwriting investments of the kind to which the transaction relates; or
  - (d) A regularly solicits members of the public with the purpose of inducing them, as principals or agents, to enter into transactions constituting activities of the kind specified by article 14, and the transaction is entered into as a result of his having solicited members of the public in that manner.
- (2) In paragraph (1)(d), “members of the public” means any persons other than—
- (a) authorised persons or persons who are exempt persons in relation to activities of the kind specified by article 14;
  - (b) members of the same group as A;
  - (c) persons who are or who propose to become participators with A in a joint enterprise;
  - (d) any person who is solicited by A with a view to the acquisition by A of 20 per cent or more of the voting shares in a body corporate;
  - (e) if A (either alone or with members of the same group as himself) holds more than 20 per cent of the voting shares in a body corporate, any person who is solicited by A with a view to—
    - (i) the acquisition by A of further shares in the body corporate; or

*Status: Point in time view as at 01/07/2005. This version of this provision has been superseded.*

*Changes to legislation: The Financial Services and Markets Act 2000 (Regulated Activities) Order 2001, Section 15 is up to date with all changes known to be in force on or before 22 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)*

- (ii) the disposal by A of shares in the body corporate to the person solicited or to a member of the same group as the person solicited;
- (f) any person who—
- (i) is solicited by A with a view to the disposal by A of shares in a body corporate to the person solicited or to a member of the same group as that person; and
  - (ii) either alone or with members of the same group holds 20 per cent or more of the voting shares in the body corporate;
- (g) any person whose head office is outside the United Kingdom, who is solicited by an approach made or directed to him at a place outside the United Kingdom and whose ordinary business involves him in carrying on activities of the kind specified by any of articles 14, 21, 25, 37, 40, 45, 51, 52 and 53 or (so far as relevant to any of those articles) article 64, or would do so apart from any exclusion from any of those articles made by this Order.
- (3) This article does not apply where A enters into the transaction as bare trustee or, in Scotland, as nominee for another person and is acting on that other person's instructions (but the exclusion in article 66(1) applies if the conditions set out there are met).

**Status:**

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