

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Cross Heading: Auditors' report. (See end of Document for details)

SCHEDULES

^{F1}SCHEDULE 3

MANDATORY CONTENTS OF PROSPECTUS

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F1 Schs. 1-15B repealed (prosp.)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

Modifications etc. (not altering text)

C1 Sch. 3 applied with modifications by S.I. 1985/680, regs. 4–6, Sch.

C1 Sch. 3 modified by S.I. 1991/823, reg. 2(1), Sch.1

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 [^{F1}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.
- [^{F2}(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

- F1** 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](#))
- F2** [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\(2\)](#)

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