

**Changes to legislation:** Financial Services and Markets Act 2000, PART 1E is up to date with all changes known to be in force on or before 23 April 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) View outstanding changes

## SCHEDULES

### SCHEDULE 6

#### THRESHOLD CONDITIONS

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

**C1** Sch. 6 modified (3.9.2001) by [S.I. 2001/2507](#), [arts. 1\(1\)](#), [3\(1\)](#); [S.I. 2001/2632](#), [art. 2\(2\)](#), [Sch. Pt. 2](#)

#### [<sup>F1</sup>PART 1E

##### PART 4A PERMISSION: CONDITIONS FOR WHICH THE PRA IS RESPONSIBLE IN RELATION TO OTHER PRA-AUTHORISED PERSONS

##### Textual Amendments

**F1** Sch. 6 Pts. 1-1G substituted for Sch. 6 Pts. 1, 2 (1.4.2013) by [The Financial Services and Markets Act 2000 \(Threshold Conditions\) Order 2013 \(S.I. 2013/555\)](#), [arts. 1](#), [2\(2\)](#)

#### Introduction

- 5A. If the person concerned (“D”) carries on, or is seeking to carry on, PRA-regulated activities which do not consist of or include a regulated activity relating to—
- (a) the effecting or carrying out of contracts of insurance,
  - (b) managing the underwriting capacity of a Lloyd’s syndicate as a managing agent at Lloyds, <sup>F2</sup>...
  - (c) arranging, by the Society, of deals in contracts of insurance written at Lloyd’s, [<sup>F3</sup>or]
  - [<sup>F4</sup>(d) an assumption of risk falling within article 13A of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001,]
- the threshold conditions which are relevant to the discharge by the PRA of its functions in relation to D are the conditions set out in paragraphs 5B to 5F.

##### Textual Amendments

- F2** Word in Sch. 6 para. 5A(b) omitted (8.12.2017) by virtue of [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), [regs. 1\(2\)](#), [4\(2\)\(b\)\(i\)](#)
- F3** Word in Sch. 6 para. 5A(c) inserted (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), [regs. 1\(2\)](#), [4\(2\)\(b\)\(ii\)](#)
- F4** Sch. 6 para. 5A(d) inserted (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), [regs. 1\(2\)](#), [4\(2\)\(b\)\(iii\)](#)

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*Legal status*

- 5B. If D carries on or is seeking to carry on a regulated activity which consists of or includes accepting deposits or issuing electronic money, D must be—
- (a) a body corporate, or
  - (b) a partnership.

*Location of offices*

- 5C. (1) If D is a body corporate incorporated in the United Kingdom—
- (a) D's head office, and
  - (b) if D has a registered office, that office,
- must be in the United Kingdom.
- (2) If D is not a body corporate but D's head office is in the United Kingdom, D must carry on business in the United Kingdom.

*Business to be conducted in a prudent manner*

- 5D. (1) The business of D must be conducted in a prudent manner.
- (2) To satisfy the condition in sub-paragraph (1), D must in particular have appropriate financial and non-financial resources.
- (3) To have appropriate financial resources D must satisfy the following conditions—
- (a) D's assets must be appropriate given D's liabilities, and
  - (b) the liquidity of D's resources must be appropriate given D's liabilities and when they fall due or may fall due.
- (4) To have appropriate non-financial resources D must satisfy the following conditions—
- (a) D must be willing and able to value D's assets and liabilities appropriately,
  - (b) D must have resources to identify, monitor, measure and take action to remove or reduce risks to the safety and soundness of D,
  - (c) D must have resources to identify, monitor, measure and take action to remove or reduce risks to the accuracy of D's valuation of D's assets and liabilities,
  - (d) the effectiveness with which D's business is managed must meet a reasonable standard of effectiveness, and
  - (e) D's non-financial resources must be sufficient to enable D to comply with—
    - (i) requirements imposed or likely to be imposed on D by the PRA in the exercise of its functions, and
    - (ii) any other requirement in relation to whose contravention the PRA would be the appropriate regulator for the purpose of any provision of Part 14 of this Act.
- (5) The matters which are relevant in determining whether D satisfies the condition in sub-paragraph (1) or (2) include—
- (a) the nature (including the complexity) of the regulated activities that D carries on or seeks to carry on;
  - (b) the nature and scale of the business carried on or to be carried on by D;
  - (c) the risks to the continuity of the services provided or to be provided by D;

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- (d) the effect that the carrying on of the business carried on or to be carried on by D might be expected to have on the stability of the UK financial system;
- (e) the effect that D's failure might be expected to have on the stability of the UK financial system;
- (f) D's membership of a group and any effect which that membership may have.

### *Suitability*

- 5E. (1) D must be a fit and proper person, having regard to the PRA's objectives.
- (2) The matters which are relevant in determining whether D satisfies the condition in sub-paragraph (1) include—
- (a) whether D has complied and is complying with requirements imposed by the PRA in the exercise of its functions, or requests made by the PRA relating to the provision of information to the PRA and, if D has so complied or is so complying, the manner of that compliance;
  - (b) whether those who manage D's affairs have adequate skills and experience and have acted and may be expected to act with probity.

### *Effective supervision*

- 5F. (1) D must be capable of being effectively supervised by the PRA.
- (2) The matters which are relevant in determining whether D satisfies the condition in sub-paragraph (1) include—
- (a) the nature (including the complexity) of the regulated activities that D carries on or seeks to carry on;
  - (b) the complexity of any products that D provides or will provide in carrying on those activities;
  - (c) the way in which D's business is organised;
  - (d) if D is a member of a group, whether membership of the group is likely to prevent the PRA's effective supervision of D;
  - (e) whether D is subject to consolidated supervision required under any [F5relevant implementing provisions];
  - (f) if D has close links with another person ("CL")—
    - (i) the nature of the relationship between D and CL,
    - (ii) whether those links are or that relationship is likely to prevent the PRA's effective supervision of D, and
    - (iii) if CL is subject to the laws, regulations or administrative provisions of a [F6country or territory outside the United Kingdom] ("the foreign provisions"), whether those foreign provisions, or any deficiency in their enforcement, would prevent the PRA's effective supervision of D.
- (3) D has close links with CL if—
- (a) CL is a parent undertaking of D,
  - (b) CL is a subsidiary undertaking of D,
  - (c) CL is a parent undertaking of a subsidiary undertaking of D,
  - (d) CL is a subsidiary undertaking of a parent undertaking of D,
  - (e) CL owns or controls 20% or more of the voting rights or capital of D, or

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(f) D owns or controls 20% or more of the voting rights or capital of CL.]

**Textual Amendments**

- F5** Words in Sch. 6 para. 5F(2)(e) substituted (31.12.2020) by The Financial Services and Markets Act 2000 (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/632), regs. 1(3), **102(a)**; 2020 c. 1, Sch. 5 para. 1(1)
- F6** Words in Sch. 6 para. 5F(2)(f)(iii) substituted (31.12.2020) by The Financial Services and Markets Act 2000 (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/632), regs. 1(3), **102(b)**; 2020 c. 1, Sch. 5 para. 1(1)

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### Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Act applied (with modifications) by [S.I. 2023/1347 reg. 8](#)
- Act power to apply conferred (temp. until 15.5.2039) by [2014 c. 21 s. 79\(4\)](#)
- Act power to apply conferred (temp. until 15.5.2039) by [2014 c. 21 s. 81\(10\)](#)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- Pt. 17 Ch. 3B inserted by [2023 c. 29 s. 64\(3\)](#)
- Pt. 20C inserted by [2016 c. 14 s. 30\(3\)](#)
- s. 31(1)(aa) inserted by [2021 c. 22 s. 22\(2\)](#)
- s. 32A inserted by [2021 c. 22 s. 22\(3\)](#)
- s. 32A power to apply (with modifications) conferred by [2021 c. 22 s. 23\(10\)](#)
- s. 36A and cross-heading inserted by [2021 c. 22 s. 22\(4\)](#)
- s. 71J and cross-heading inserted by [2021 c. 22 Sch. 8 para. 4](#)
- s. 86(9A) inserted by [S.I. 2019/707 reg. 8\(9\)](#) (This amendment not applied to legislation.gov.uk. Reg. 8(6)-(10) omitted (6.9.2019) by virtue of S.I. 2019/1234, regs. 1(2), 13(c))
- s. 87A(11) inserted by [S.I. 2019/707 reg. 10\(5\)](#) (This amendment not applied to legislation.gov.uk. Reg. 10(4)(5) omitted (6.9.2019) by virtue of S.I. 2019/1234, regs. 1(2), 15(b))
- s. 124(10)(c)(i) word omitted by [S.I. 2019/310 reg. 5\(11\)\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 5(11)(b) omitted immediately before IP completion day by virtue of S.I. 2020/1385, regs. 1(4), 51(2)(e))
- s. 129(7)(a) word inserted by [S.I. 2019/310 reg. 5\(12\)\(a\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 5(12)(a)(b) omitted immediately before IP completion day by virtue of S.I. 2020/1385, regs. 1(4), 51(2)(f))
- s. 129(7)(c) omitted and word by [S.I. 2019/310 reg. 5\(12\)\(a\)\(ii\)](#) (This amendment not applied to legislation.gov.uk. Reg. 5(12)(a)(b) omitted immediately before IP completion day by virtue of S.I. 2020/1385, regs. 1(4), 51(2)(f))
- s. 214(5A) inserted by [2021 c. 22 Sch. 8 para. 8](#)
- s. 261E(A1) inserted by [2023 c. 29 s. 64\(2\)\(a\)](#)
- s. 367A inserted by [2021 c. 22 Sch. 8 para. 10](#)
- s. 395(13)(h)(i) inserted by [2021 c. 22 Sch. 8 para. 12\(2\)\(c\)](#)
- s. 395(13)(bc)-(be) word inserted by [2021 c. 22 Sch. 8 para. 12\(2\)\(b\)](#)
- s. 395(14) inserted by [2021 c. 22 Sch. 8 para. 12\(3\)](#)
- s. 427A(3) words substituted by [2002 c. 40 Sch. 17 para. 59](#) (This amendment not applied to legislation.gov.uk. The Financial Services and Markets Act 2000 does not contain a section 427A.)
- Sch. 1ZA para. 32(c) and word inserted by [2021 c. 22 Sch. 8 para. 18](#)
- Sch. 2A para. 19(2)(b)(iia) inserted by [2023 c. 29 Sch. 10 para. 19\(a\)](#)
- Sch. 2A2B power to apply (with modifications) conferred by [2021 c. 22 s. 23\(10\)](#)
- Sch. 2A power to apply (with modifications) conferred by [2021 c. 22 s. 23\(10\)](#)
- Sch. 2B inserted by [2021 c. 22 Sch. 7](#)
- Sch. 2B power to apply (with modifications) conferred by [2021 c. 22 s. 23\(10\)](#)
- Sch. 11A para. 5(3) inserted by [S.I. 2019/707 reg. 38\(5\)\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 38(2)-(5)(7)(8) omitted (6.9.2019) by virtue of S.I. 2019/1234, regs. 1(2), 20)

- Sch. 17A para. 12 words substituted by [S.I. 2019/662 reg. 13\(1\)](#) (This amendment not applied to [legislation.gov.uk](#). Reg. 13(1) substituted (25.6.2020) by S.I. 2020/646, regs. 1(2)(c), 11(3))