

SCHEDULE 2

Regulation 4

INFORMATION ABOUT RELATED UNDERTAKINGS WHERE LLP NOT PREPARING GROUP ACCOUNTS (NON-IAS OR IAS INDIVIDUAL ACCOUNTS)

Subsidiary undertakings

1.—(1) The following information must be given where at the end of the financial year the LLP has subsidiary undertakings.

- (2) The name of each subsidiary undertaking must be stated.
- (3) There must be stated with respect to each subsidiary undertaking—
 - (a) if it is incorporated outside the United Kingdom, the country in which it is incorporated,
 - (b) if it is unincorporated, the address of its principal place of business.

Holdings in subsidiary undertakings

2.—(1) There must be stated in relation to shares of each class held by the LLP in a subsidiary undertaking—

- (a) the identity of the class, and
- (b) the proportion of the nominal value of the shares of that class represented by those shares.

(2) The shares held by or on behalf of the LLP itself must be distinguished from those attributed to the LLP which are held by or on behalf of a subsidiary undertaking.

Financial information about subsidiary undertakings

3.—(1) There must be disclosed with respect to each subsidiary undertaking—

- (a) the aggregate amount of its capital and reserves as at the end of its relevant financial year, and
- (b) its profit or loss for that year.

(2) That information need not be given if the LLP would (if it were not subject to the small LLP regime) be exempt by virtue of section 400 or 401 of the 2006 Act (parent LLP included in accounts of larger group) from the requirement to prepare group accounts.

(3) That information need not be given if the LLP's investment in the subsidiary undertaking is included in the LLP's accounts by way of the equity method of valuation.

(4) That information need not be given if—

- (a) the subsidiary undertaking is not required by any provision of the 2006 Act to deliver a copy of its balance sheet for its relevant financial year and does not otherwise publish that balance sheet in the United Kingdom or elsewhere, and
- (b) the LLP's holding is less than 50% of the nominal value of the shares in the undertaking.

(5) Information otherwise required by this paragraph need not be given if it is not material.

(6) For the purposes of this paragraph the "relevant financial year" of a subsidiary undertaking is—

- (a) if its financial year ends with that of the LLP, that year, and
- (b) if not, its financial year ending last before the end of the LLP's financial year.

Significant holdings in undertakings other than subsidiary undertakings

4.—(1) The information required by paragraphs 5 and 6 must be given where at the end of the financial year the LLP has a significant holding in an undertaking which is not a subsidiary undertaking of the LLP.

(2) A holding is significant for this purpose if—

- (a) it amounts to 20% or more of the nominal value of any class of shares in the undertaking, or
- (b) the amount of the holding (as stated or included in the LLP's accounts) exceeds 20% of the amount (as so stated) of the LLP's assets.

5.—(1) The name of the undertaking must be stated.

(2) There must be stated—

- (a) if the undertaking is incorporated outside the United Kingdom, the country in which it is incorporated,
- (b) if it is unincorporated, the address of its principal place of business.

(3) There must also be stated—

- (a) the identity of each class of shares in the undertaking held by the LLP, and
- (b) the proportion of the nominal value of the shares of that class represented by those shares.

6.—(1) There must also be stated—

- (a) the aggregate amount of the capital and reserves of the undertaking as at the end of its relevant financial year, and
- (b) its profit or loss for that year.

(2) That information need not be given if—

- (a) the LLP would (if it were not subject to the small LLP regime) be exempt by virtue of section 400 or 401 of the 2006 Act (parent LLP included in accounts of larger group) from the requirement to prepare group accounts, and
- (b) the investment of the LLP in all undertakings in which it has such a holding as is mentioned in sub-paragraph (1) is shown, in aggregate, in the notes to the accounts by way of the equity method of valuation.

(3) That information need not be given in respect of an undertaking if—

- (a) the undertaking is not required by any provision of the 2006 Act to deliver to the registrar a copy of its balance sheet for its relevant financial year and does not otherwise publish that balance sheet in the United Kingdom or elsewhere, and
- (b) the LLP's holding is less than 50% of the nominal value of the shares in the undertaking.

(4) Information otherwise required by this paragraph need not be given if it is not material.

(5) For the purposes of this paragraph the “relevant financial year” of an undertaking is—

- (a) if its financial year ends with that of the LLP, that year, and
- (b) if not, its financial year ending last before the end of the LLP's financial year.

Parent undertaking drawing up accounts for larger group

7.—(1) Where the LLP is a subsidiary undertaking, the following information must be given with respect to the parent undertaking of—

- (a) the largest group of undertakings for which group accounts are drawn up and of which the LLP is a member, and

- (b) the smallest such group of undertakings.
- (2) The name of the parent undertaking must be stated.
- (3) There must be stated—
 - (a) if the undertaking is incorporated outside the United Kingdom, the country in which it is incorporated,
 - (b) if it is unincorporated, the address of its principal place of business.
- (4) If copies of the group accounts referred to in sub-paragraph (1) are available to the public, there must also be stated the addresses from which copies of the accounts can be obtained.

Identification of ultimate parent

- 8.—(1) Where the LLP is a subsidiary undertaking, the following information must be given with respect to the body corporate (if any) regarded by the members as being the LLP's ultimate parent.
- (2) The name of that body corporate must be stated.
 - (3) If that body corporate is incorporated outside the United Kingdom, the country in which it is incorporated must be stated (if known to the members).

Construction of references to shares held by LLP

- 9.—(1) References in this Part of this Schedule to shares held by an LLP are to be construed as follows.
- (2) For the purposes of paragraphs 2 and 3 (information about subsidiary undertakings)—
 - (a) there must be attributed to the LLP any shares held by a subsidiary undertaking, or by a person acting on behalf of the LLP or a subsidiary undertaking; but
 - (b) there must be treated as not held by the LLP any shares held on behalf of a person other than the LLP or a subsidiary undertaking.
 - (3) For the purposes of paragraphs 4 to 6 (information about undertakings other than subsidiary undertakings)—
 - (a) there must be attributed to the LLP shares held on its behalf by any person; but
 - (b) there must be treated as not held by an LLP shares held on behalf of a person other than the LLP.
 - (4) For the purposes of any of those provisions, shares held by way of security must be treated as held by the person providing the security—
 - (a) where apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights attached to the shares are exercisable only in accordance with his instructions, and
 - (b) where the shares are held in connection with the granting of loans as part of normal business activities and apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights attached to the shares are exercisable only in his interests.