STATUTORY INSTRUMENTS

2008 No. 410

COMPANIES

The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008

Made - - - -	*19th February 2008*
Coming into force - -	*6th April 2008*

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 396(3), 404(3), 409(1) to (3), 412(1) to (3), 416(4), 421(1) and (2), 445(3)(a) and (b), 677(3)(a), 712(2)(b)(i), 831(3)(a), 832(4)(a), 836(1)(b)(i) and 1292(1) (a) and (c) of the Companies Act 2006 [M1].

In accordance with sections 473(3) and 1290 of the Companies Act 2006 a draft of this instrument was laid before Parliament and approved by a resolution of each House of Parliament.

Modifications etc. (not altering text)

C1 Regulations applied (with modifications) (6.4.2008 with application in accordance with reg. 1(2) of the modifying S.I.) by The Partnerships (Accounts) Regulations 2008 (S.I. 2008/569), reg. 1(2), **Sch. 1 paras. 1(1)(c)(2), 2(2)**

C2 Regulations applied in part (with modifications) (1.10.2008 with application in accordance with reg. 2(2)-(4) of the modifying S.I.) by The Large and Medium-sized Limited Liability Partnerships (Accounts) Regulations 2008 (S.I. 2008/1913), **regs. 2-7**, **Schs. 1-4** (as amended (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by S.I. 2016/575, regs. 2(1), 49-61)

Marginal Citations

M1 2006 c.46.

PART 1

INTRODUCTION

Citation and interpretation

1.—(1) These Regulations may be cited as the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

(2) In these Regulations "the 2006 Act" means the Companies Act 2006.

Commencement and application

2.—(1) These Regulations come into force on 6th April 2008.

(2) Subject to paragraph (3), they apply in relation to financial years beginning on or after 6th April 2008.

(3) The requirement for disclosure in paragraph 4 of Schedule 8 to these Regulations (directors' remuneration report: disclosure relating to consideration of conditions in company and group) applies in relation to financial years beginning on or after 6th April 2009.

(4) These Regulations apply to companies other than those which are subject to the small companies regime under Part 15 of the 2006 Act.

PART 2

FORM AND CONTENT OF ACCOUNTS

Companies Act individual accounts (companies other than banking and insurance companies)

3.—(1) Subject to regulation 4, the directors of a company—

(a) for which they are preparing Companies Act individual accounts under section 396 of the 2006 Act (Companies Act: individual accounts), and

(b) which is not a banking company or an insurance company,

must comply with the provisions of Schedule 1 to these Regulations as to the form and content of the balance sheet and profit and loss account, and additional information to be provided by way of notes to the accounts.

(2) The profit and loss account of a company that falls within section 408 of the 2006 Act (individual profit and loss account where group accounts prepared) need not contain the information specified in paragraphs 65 to 69 of Schedule 1 to these Regulations (information supplementing the profit and loss account).

Medium-sized companies: exemptions for Companies Act individual accounts

4.—(1) This regulation applies to a company—

(a) which qualifies as medium-sized in relation to a financial year under section 465 of the 2006 Act [M2], and

(b) the directors of which are preparing Companies Act individual accounts under section 396 of that Act for that year.

[[F1](2A) The individual accounts for the year need not comply with paragraph 45 (disclosure with respect to compliance with accounting standards) of Schedule 1 to these Regulations.

(2B) Paragraph 72 (related party transactions) applies with the modification that only particulars of transactions which have not been concluded under normal market conditions with the following must be disclosed—

(a) owners holding a participating interest in the company;

(b) companies in which the company itself has a participating interest; and

(c) the company's directors.**]**

[F2](3) . . . . . .

Textual Amendments

F1 Reg. 4(2A)(2B) substituted for reg. 4(2) (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **26(2)** (with reg. 3)

F2 Reg. 4(3) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **26(3)** (with reg. 3)

Marginal Citations

M2 Section 465 is amended by regulation 4(1) of S.I. 2008/393.

Companies Act individual accounts: banking companies

5.—(1) The directors of a company—

(a) for which they are preparing Companies Act individual accounts under section 396 of the 2006 Act, and

(b) which is a banking company,

must comply with the provisions of Schedule 2 to these Regulations as to the form and content of the balance sheet and profit and loss account, and additional information to be provided by way of notes to the accounts.

(2) The profit and loss account of a banking company that falls within section 408 of the 2006 Act (individual profit and loss account where group accounts prepared) need not contain the information specified in paragraphs 85 to 91 of Schedule 2 to these Regulations (information supplementing the profit and loss account).

(3) Accounts prepared in accordance with this regulation must contain a statement that they are prepared in accordance with the provisions of these Regulations relating to banking companies.

Companies Act individual accounts: insurance companies

6.—(1) The directors of a company—

(a) for which they are preparing Companies Act individual accounts under section 396 of the 2006 Act, and

(b) which is an insurance company,

must comply with the provisions of Schedule 3 to these Regulations as to the form and content of the balance sheet and profit and loss account, and additional information to be provided by way of notes to the accounts.

(2) The profit and loss account of a company that falls within section 408 of the 2006 Act (individual profit and loss account where group accounts prepared) [M3] need not contain the information specified in paragraphs 83 to 89 of Schedule 3 to these Regulations (information supplementing the profit and loss account).

(3) Accounts prepared in accordance with this regulation must contain a statement that they are prepared in accordance with the provisions of these Regulations relating to insurance companies.

Marginal Citations

M3 Section 408 is amended by regulation 9 of S.I. 2008/393.

Information about related undertakings (Companies Act or IAS individual or group accounts)

7.—(1) Companies Act or IAS individual or group accounts must comply with the provisions of Schedule 4 to these Regulations as to information about related undertakings to be given in notes to the company's accounts.

(2) In Schedule 4—

Part 1 contains provisions applying to all companies

Part 2 contains provisions applying only to companies not required to prepare group accounts

Part 3 contains provisions applying only to companies required to prepare group accounts

Part 4 contains additional disclosures for banking companies and groups

Part 5 contains interpretative provisions.

(3) Information otherwise required to be given by Schedule 4 need not be disclosed with respect to an undertaking that—

(a) is established under the law of a country outside the United Kingdom, or

(b) carries on business outside the United Kingdom,

if the conditions specified in section 409(4) of the 2006 Act are met (see section 409(5) of the 2006 Act for disclosure required where advantage taken of this exemption). This paragraph does not apply in relation to the information otherwise required by paragraph 3, 7 or 21 of Schedule 4.

Information about directors' benefits: remuneration (Companies Act or IAS individual or group accounts: quoted and unquoted companies)

8.—(1) Companies Act or IAS individual or group accounts must comply with the provisions of Schedule 5 to these Regulations as to information about directors' remuneration to be given in notes to the company's accounts.

(2) In Schedule 5—

Part 1 contains provisions applying to quoted and unquoted companies,

Part 2 contains provisions applying only to unquoted companies, and

Part 3 contains supplementary provisions.

Companies Act group accounts

9.—(1) Subject to paragraphs (2) and (3), where the directors of a parent company prepare Companies Act group accounts under section 403 of the 2006 Act (group accounts: applicable accounting framework), those accounts must comply with the provisions of Part 1 of Schedule 6 to these Regulations as to the form and content of the consolidated balance sheet and consolidated profit and loss account, and additional information to be provided by way of notes to the accounts.

(2) The directors of the parent company of a banking group preparing Companies Act group accounts must do so in accordance with the provisions of Part 1 of Schedule 6 as modified by Part 2 of that Schedule.

(3) The directors of the parent company of an insurance group preparing Companies Act group accounts must do so in accordance with the provisions of Part 1 of Schedule 6 as modified by Part 3 of that Schedule.

(4) Accounts prepared in accordance with paragraph (2) or (3) must contain a statement that they are prepared in accordance with the provisions of these Regulations relating to banking groups or to insurance groups, as the case may be.

PART 3

DIRECTORS' REPORT

Directors' report

10.—(1) The report which the directors of a company are required to prepare under section 415 of the 2006 Act (duty to prepare directors' report) must disclose the matters specified in Schedule 7 to these Regulations.

[[F3](2) In Schedule 7—

Part 1 relates to matters of a general nature including political donations and expenditure,

Part 2 relates to the acquisition by a company of its own shares or a charge on them,

Part 3 relates to the employment, training and advancement of disabled persons,

[[F4]Part 4 relates to the engagement by the company with employees, suppliers, customers and others**]**,

Part 6 relates to certain disclosures required by publicly traded companies, [F5]...

Part 7 relates to disclosures in relation to greenhouse gas **[**[F6]emissions, energy consumption and energy efficiency action by quoted companies,**]**

[[F7]Part 7A relates to disclosures in relation to greenhouse gas emissions, energy consumption and energy efficiency action by unquoted companies, and**]**

[[F8]Part 8 relates to the statement of corporate governance arrangements**].]**

Textual Amendments

F3 Reg. 10(2) substituted (with effect in accordance with reg. 1(4) of the amending S.I.) by The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 (S.I. 2013/1970), reg. 1(2)(3), **7(2)**

F4 Words in reg. 10(2) substituted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **8(a)**

F5 Word in reg. 10(2) omitted (with application in accordance with reg. 1(4) of the amending S.I.) by virtue of The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **8(b)**

F6 Words in reg. 10(2) substituted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **4(a)**

F7 Words in reg. 10(2) inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **4(b)**

F8 Words in reg. 10(2) inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **8(c)**

Modifications etc. (not altering text)

C3 Reg. 10(1) applied (with modifications) (1.4.2019) by Companies Act 2006 (c. 46), s. 416 (as modified by S.I. 2008/1911, **reg. 12B** (as inserted by S.I. 2018/1155, regs. 2, 10))

PART 4

DIRECTORS' REMUNERATION REPORT

Directors' remuneration report (quoted companies [F9and traded companies])

11.—(1) The remuneration report which the directors of a quoted company **[**F10or unquoted traded company**]** are required to prepare under section 420 of the 2006 Act (duty to prepare directors' remuneration report) must contain the information specified in Schedule 8 to these Regulations, and must comply with any requirement of that Schedule as to how information is to be set out in the report.

[F11(1A) The document setting out a revised directors' remuneration policy in accordance with section 422A of the 2006 Act must contain the information specified in Schedule 8 to these Regulations, and must comply with any requirements in that Schedule as to how that information is to be set out.**]**

F12(2) . . . . . .

(3) For the purposes of section 497 in Part 16 of the 2006 Act (auditor's report on auditable part of directors' remuneration report), "the auditable part" of a directors' remuneration report is **[**F13the information set out in the report as identified in Part 5**]** of Schedule 8 to these Regulations.

Textual Amendments

F9 Words in reg. 11 heading inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **29(a)**

F10 Words in reg. 11(1) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **29(b)**

F11 Reg. 11(1A) inserted (1.10.2013) by The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (S.I. 2013/1981), regs. 1, **2(2)(a)** (with reg. 4)

F12 Reg. 11(2) omitted (1.10.2013) by virtue of The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (S.I. 2013/1981), regs. 1, **2(2)(b)** (with reg. 4)

F13 Words in reg. 11(3) substituted (1.10.2013) by The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (S.I. 2013/1981), regs. 1, **2(2)(c)** (with reg. 4)

PART 5

INTERPRETATION

Definition of "provisions"

12. Schedule 9 to these Regulations defines "provisions" for the purposes of these Regulations and for the purposes of—

(a) section 677(3)(a) (Companies Act accounts: relevant provisions for purposes of financial assistance) in Part 18 of the 2006 Act,

(b) section 712(2)(b)(i) (Companies Act accounts: relevant provisions to determine available profits for redemption or purchase by private company out of capital) in that Part, [F14]...

(c) sections 831(3)(a) (Companies Act accounts: net asset restriction on public company distributions), 832(4)(a) (Companies Act accounts: investment companies distributions) and 836(1)(b)(i) (Companies Act accounts: relevant provisions for distribution purposes) in Part 23 of that Act**[**[F15], and

(d) section 841(2)(a) (Companies Act accounts: provisions to be treated as realised losses) in that Part.**]**

Textual Amendments

F14 Word in reg. 12(b) omitted (with application in accordance with reg. 1(4) of the amending S.I.) by virtue of The Companies Act 2006 (Accounts, Reports and Audit) Regulations 2009 (S.I. 2009/1581), regs. 1(2), **12(2)(a)**

F15 Reg. 12(d) and preceding word inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies Act 2006 (Accounts, Reports and Audit) Regulations 2009 (S.I. 2009/1581), regs. 1(2), **12(2)(b)**

General interpretation

13. Schedule 10 to these Regulations contains general definitions for the purposes of these Regulations.

[[F16]PART 6

REVIEW

Textual Amendments

F16 Pt. 6 inserted (17.5.2016) by The Limited Liability Partnerships, Partnerships and Groups (Accounts and Audit) Regulations 2016 (S.I. 2016/575), regs. 2(1), **67**

Review

14.—(1) The Secretary of State must from time to time—

[[F17](a) carry out a review, respectively, of the provisions of these Regulations to which amendments have been made by—

(i) Part 6 of the Limited Liability Partnerships, Partnerships and Groups (Accounts and Audit) Regulations 2016 ("the 2016 Regulations"), [F18]...

(ii) Part 3 of the Companies (Miscellaneous Reporting) Regulations 2018, and

[[F19](iii) Part 2 of the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, and**]]**

(b) set out the conclusions of **[**[F20]each review**]** in a **[**[F21]separate**]** report, and

(c) publish the report.

(2) The report must, in particular—

(a) set out the objectives intended to be achieved by those provisions,

(b) assess the extent to which those objectives are achieved,

(c) assess whether those objectives remain appropriate, and

(d) if those objectives remain appropriate, assess the extent to which they could be achieved in another way which involves less onerous regulatory provision.

[F22](3) . . . . . .

(4) The first report under **[**[F23]paragraph (1)(a)(i)**]** must be published before the end of the period of 5 years beginning with the date on which the 2016 Regulations come into force.

[

[F24](4A) The first report under paragraph (1)(a)(ii) must be published before the end of the period of 5 years beginning with the date on which Part 3 of the Companies (Miscellaneous Reporting) Regulations 2018 comes into force.**]**

[

[F25](4B) The first report under paragraph (1)(a)(iii) must be published before the end of the period of 5 years beginning with the date on which the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 come into force.**]**

(5) Subsequent reports under **[**[F26]**[**[F27]paragraphs (1)(a)(i) to (iii)**]** respectively**]** must be published at intervals not exceeding 5 years.

(6) In this regulation, "regulatory provision" has the meaning given by section 32(4) of the Small Business, Enterprise and Employment Act 2015.**]**

Textual Amendments

F17 Reg. 14(1)(a) substituted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **9(2)**

F18 Word in reg. 14(1)(a)(i) omitted (1.4.2019) by virtue of The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **5(2)(a)**

F19 Reg. 14(1)(a)(iii) inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **5(2)(b)**

F20 Words in reg. 14(1)(b) substituted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **9(3)(a)**

F21 Word in reg. 14(1)(b) inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **9(3)(b)**

F22 Reg. 14(3) omitted (31.12.2020) by virtue of The Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/145), reg. 1(2)(c), **Sch. 3 para. 3**; 2020 c. 1, Sch. 5 para. 1(1)

F23 Words in reg. 14(4) substituted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **9(5)**

F24 Reg. 14(4A) inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **9(6)**

F25 Reg. 14(4B) inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **5(3)**

F26 Words in reg. 14(5) substituted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **9(7)**

F27 Words in reg. 14(5) substituted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **5(4)**

Gareth Thomas
Parliamentary Under Secretary of State for Trade and Consumer Affairs,

Department for Business, Enterprise and Regulatory Reform

SCHEDULE 1 Regulation 3(1)

COMPANIES ACT INDIVIDUAL ACCOUNTS: COMPANIES WHICH ARE NOT BANKING OR INSURANCE COMPANIES

PART 1

GENERAL RULES AND FORMATS

SECTION A

GENERAL RULES

1.—(1) Subject to the following provisions of this Schedule—

(a) every balance sheet of a company must show the items listed in either of the balance sheet formats in Section B of this Part, and

(b) every profit and loss account must show the items listed in **[**[F28]either**]** of the profit and loss account formats in Section B.

(2) References in this Schedule to the items listed in any of the formats in Section B are to those items read together with any of the notes following the formats which apply to those items.

(3) **[**[F29]Subject to paragraph 1A,**]** the items must be shown in the order and under the headings and sub-headings given in the particular format used, but—

(a) the notes to the formats may permit alternative positions for any particular items, and

(b) the heading or sub-heading for any item does not have to be distinguished by any letter or number assigned to that item in the format used.

Textual Amendments

F28 Word in Sch. 1 para. 1(1)(b) substituted (6.4.2015) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(2)(a)** (with reg. 3)

F29 Words in Sch. 1 para. 1(3) inserted (6.4.2015) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(2)(b)** (with reg. 3)

[[F30]**1A.**—(1) The company's directors may adapt one of the balance sheet formats in Section B so to distinguish between current and non-current items in a different way, provided that—

(a) the information given is at least equivalent to that which would have been required by the use of such format had it not been thus adapted, and

(b) the presentation of those items is in accordance with generally accepted accounting principles or practice.

(2) The company's directors may adapt one of the profit and loss account formats in Section B, provided that—

(a) the information given is at least equivalent to that which would have been required by the use of such format had it not been thus adapted, and

(b) the presentation is in accordance with generally accepted accounting principles or practice.

(3) So far as is practicable, the following provisions of Section A of this Part of this Schedule apply to the balance sheet or profit or loss account of a company notwithstanding any such adaptation pursuant to this paragraph.**]**

Textual Amendments

F30 Sch. 1 para. 1A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(2)(c)** (with reg. 3)

2.—(1) Where in accordance with paragraph 1 a company's balance sheet or profit and loss account for any financial year has been prepared by reference to one of the formats in Section B, the company's directors must use the same format in preparing Companies Act individual accounts for subsequent financial years, unless in their opinion there are special reasons for a change.

(2) Particulars of any such change must be given in a note to the accounts in which the new format is first used, and the reasons for the change must be explained.

3.—(1) Any item required to be shown in a company's balance sheet or profit and loss account may be shown in greater detail than required by the particular format used.

(2) The balance sheet or profit and loss account may include an item representing or covering the amount of any asset or liability, income or expenditure not otherwise covered by any of the items listed in the format used, save that none of the following may be treated as assets in any balance sheet—

(a) preliminary expenses,

(b) expenses of, and commission on, any issue of shares or debentures, and

(c) costs of research.

4.—(1) Where the special nature of the company's business requires it, the company's directors must adapt the arrangement, headings and sub-headings otherwise required in respect of items given an Arabic number in the balance sheet or profit and loss account format used.

(2) The directors may combine items to which Arabic numbers are given in any of the formats in Section B if—

(a) their individual amounts are not material to assessing the state of affairs or profit or loss of the company for the financial year in question, or

(b) the combination facilitates that assessment.

(3) Where sub-paragraph (2)(b) applies, the individual amounts of any items which have been combined must be disclosed in a note to the accounts.

5.—(1) Subject to sub-paragraph (2), the directors must not include a heading or sub-heading corresponding to an item in the balance sheet or profit and loss account format used if there is no amount to be shown for that item for the financial year to which the balance sheet or profit and loss account relates.

(2) Where an amount can be shown for the item in question for the immediately preceding financial year that amount must be shown under the heading or sub-heading required by the format for that item.

6. Every profit and loss account must show the amount of a company's profit or loss [F31]...before taxation.

Textual Amendments

F31 Words in Sch. 1 para. 6 omitted (6.4.2015) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(2)(d)** (with reg. 3)

7.—(1) For every item shown in the balance sheet or profit and loss account the corresponding amount for the immediately preceding financial year must also be shown.

(2) Where that corresponding amount is not comparable with the amount to be shown for the item in question in respect of the financial year to which the balance sheet or profit and loss account relates, the former amount may be adjusted, and particulars of the non-comparability and of any adjustment must be disclosed in a note to the accounts.

8. Amounts in respect of items representing assets or income may not be set off against amounts in respect of items representing liabilities or expenditure (as the case may be), or vice versa.

9. The company's directors must, in determining how amounts are presented within items in the profit and loss account and balance sheet, have regard to the substance of the reported transaction or arrangement, in accordance with generally accepted accounting principles or practice.

[[F32]9A. Where an asset or liability relates to more than one item in the balance sheet, the relationship of such asset or liability to the relevant items must be disclosed either under those items or in the notes to the accounts.**]**

Textual Amendments

F32 Sch. 1 para. 9A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(2)(e)** (with reg. 3)

SECTION B

THE REQUIRED FORMATS FOR ACCOUNTS[M4]

Marginal Citations

M4 A number in brackets following any item is a reference to the note of that number in the notes following the formats.

Balance sheet formats Format 1

A. Called up share capital not paid *(1)*

B. Fixed assets

  I. Intangible assets

    1. Development costs

    2. Concessions, patents, licences, trade marks and similar rights and assets *(2)*

    3. Goodwill *(3)*

    4. Payments on account

  II. Tangible assets

    1. Land and buildings

2. Plant and machinery
3. Fixtures, fittings, tools and equipment
4. Payments on account and assets in course of construction

III. Investments

1. Shares in group undertakings
2. Loans to group undertakings
3. Participating interests
4. Loans to undertakings in which the company has a participating interest
5. Other investments other than loans
6. Other loans
7. Own shares *(4)*

C. Current assets

I. Stocks

1. Raw materials and consumables
2. Work in progress
3. Finished goods and goods for resale
4. Payments on account

II. Debtors *(5)*

1. Trade debtors
2. Amounts owed by group undertakings
3. Amounts owed by undertakings in which the company has a participating interest
4. Other debtors
5. Called up share capital not paid *(1)*
6. Prepayments and accrued income *(6)*

III. Investments

1. Shares in group undertakings
2. Own shares *(4)*
3. Other investments

IV. Cash at bank and in hand

D. Prepayments and accrued income *(6)*

E. Creditors: amounts falling due within one year

1. Debenture loans *(7)*
2. Bank loans and overdrafts
3. Payments received on account *(8)*
4. Trade creditors
5. Bills of exchange payable
6. Amounts owed to group undertakings
7. Amounts owed to undertakings in which the company has a participating interest
8. Other creditors including taxation and social security *(9)*

9. Accruals and deferred income *(10)*

F. Net current assets (liabilities) *(11)*

G. Total assets less current liabilities

H. Creditors: amounts falling due after more than one year

1. Debenture loans *(7)*
2. Bank loans and overdrafts
3. Payments received on account *(8)*
4. Trade creditors
5. Bills of exchange payable
6. Amounts owed to group undertakings
7. Amounts owed to undertakings in which the company has a participating interest
8. Other creditors including taxation and social security *(9)*
9. Accruals and deferred income *(10)*

I. Provisions for liabilities

1. Pensions and similar obligations
2. Taxation, including deferred taxation
3. Other provisions

J. Accruals and deferred income *(10)*

K. Capital and reserves

I. Called up share capital *(12)*

II. Share premium account

III. Revaluation reserve

IV. Other reserves

1. Capital redemption reserve
2. Reserve for own shares
3. Reserves provided for by the articles of association
4. **[**[F33]Other reserves, including the fair value reserve**]**

V. Profit and loss account

Textual Amendments

F33 Words in Sch. 1 Pt. 1 Section B substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(a)** (with reg. 3)

Balance sheet formats Format 2

ASSETS

A. Called up share capital not paid *(1)*

B. Fixed assets

I. Intangible assets

1. Development costs

2. Concessions, patents, licences, trade marks and similar rights and assets *(2)*
3. Goodwill *(3)*
4. Payments on account

II. Tangible assets

1. Land and buildings
2. Plant and machinery
3. Fixtures, fittings, tools and equipment
4. Payments on account and assets in course of construction

III. Investments

1. Shares in group undertakings
2. Loans to group undertakings
3. Participating interests
4. Loans to undertakings in which the company has a participating interest
5. Other investments other than loans
6. Other loans
7. Own shares *(4)*

C. Current assets

I. Stocks

1. Raw materials and consumables
2. Work in progress
3. Finished goods and goods for resale
4. Payments on account

II. Debtors *(5)*

1. Trade debtors
2. Amounts owed by group undertakings
3. Amounts owed by undertakings in which the company has a participating interest
4. Other debtors
5. Called up share capital not paid *(1)*
6. Prepayments and accrued income *(6)*

III. Investments

1. Shares in group undertakings
2. Own shares *(4)*
3. Other investments

IV. Cash at bank and in hand

D. Prepayments and accrued income *(6)*

[F34CAPITAL, RESERVES AND LIABILITIES]

A. Capital and reserves

I. Called up share capital *(12)*

II. Share premium account

III. Revaluation reserve

IV. Other reserves

1. Capital redemption reserve
2. Reserve for own shares
3. Reserves provided for by the articles of association
4. **[**[F35]Other reserves, including the fair value reserve**]**

V. Profit and loss account

B. Provisions for liabilities

1. Pensions and similar obligations
2. Taxation, including deferred taxation
3. Other provisions

C. Creditors *(13)*

1. Debenture loans *(7)*
2. Bank loans and overdrafts
3. Payments received on account *(8)*
4. Trade creditors
5. Bills of exchange payable
6. Amounts owed to group undertakings
7. Amounts owed to undertakings in which the company has a participating interest
8. Other creditors including taxation and social security *(9)*
9. Accruals and deferred income *(10)*

D. Accruals and deferred income *(10)*

Textual Amendments

F34 Words in Sch. 1 Pt. 1 Section B substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(b)** (with reg. 3)

F35 Words in Sch. 1 Pt. 1 Section B substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(c)** (with reg. 3)

Notes on the balance sheet formats

(1) *Called up share capital not paid*

(Formats 1 and 2, items A and C.II.5.)

This item may be shown in either of the two positions given in formats 1 and 2.

(2) *Concessions, patents, licences, trade marks and similar rights and assets*

(Formats 1 and 2, item B.I.2.)

Amounts in respect of assets are only to be included in a company's balance sheet under this item if either—

(a) the assets were acquired for valuable consideration and are not required to be shown under goodwill, or

(b) the assets in question were created by the company itself.

(3) *Goodwill*

(Formats 1 and 2, item B.I.3.)

Amounts representing goodwill are only to be included to the extent that the goodwill was acquired for valuable consideration.

(4) *Own shares*

(Formats 1 and 2, items B.III.7 and C.III.2.)

The nominal value of the shares held must be shown separately.

(5) *Debtors*

(Formats 1 and 2, items C.II.1 to 6.)

The amount falling due after more than one year must be shown separately for each item included under debtors.

(6) *Prepayments and accrued income*

(Formats 1 and 2, items C.II.6 and D.)

This item may be shown in either of the two positions given in formats 1 and 2.

(7) *Debenture loans*

(Format 1, items E.1 and H.1 and format 2, item C.1.)

The amount of any convertible loans must be shown separately.

(8) *Payments received on account*

(Format 1, items E.3 and H.3 and format 2, item C.3.)

Payments received on account of orders must be shown for each of these items in so far as they are not shown as deductions from stocks.

(9) *Other creditors including taxation and social security*

(Format 1, items E.8 and H.8 and format 2, item C.8.)

The amount for creditors in respect of taxation and social security must be shown separately from the amount for other creditors.

(10) *Other creditors including taxation and social security*

(Format 1, items E.9, H.9 and J and format 2, items C.9 and D.)

The two positions given for this item in format 1 at E.9 and H.9 are an alternative to the position at J, but if the item is not shown in a position corresponding to that at J it may be shown in either or both of the other two positions (as the case may require).

The two positions given for this item in format 2 are alternatives.

(11) *Net current assets (liabilities)*

(Format 1, item F.)

In determining the amount to be shown for this item any amounts shown under “prepayments and accrued income” must be taken into account wherever shown.

(12) *Net current assets (liabilities)*

(Format 1, item K.I and format 2, item A.I.)

The amount of allotted share capital and the amount of called up share capital which has been paid up must be shown separately.

(13) *Creditors*

(Format 2, items C.1 to 9.)

Amounts falling due within one year and after one year must be shown separately for each of these items and for the aggregate of all of these items.

Profit and loss account formats [M5]Format 1 (see note (17) below)

Marginal Citations

M5 See regulation 4(3)(a) for exemption for medium-sized companies in accounts delivered to registrar of companies.

1. Turnover
2. Cost of sales *(14)*
3. Gross profit or loss
4. Distribution costs *(14)*
5. Administrative expenses *(14)*
6. Other operating income
7. Income from shares in group undertakings
8. Income from participating interests
9. Income from other fixed asset investments *(15)*
10. Other interest receivable and similar income *(15)*
11. Amounts written off investments
12. Interest payable and similar **[**[F36]expenses**]***(16)*
13. Tax on profit or loss [F37]...
14. Profit or loss [F38]... after taxation
15. [F39]. . . . . .
16. [F39]. . . . . .
17. [F39]. . . . . .
18. [F39]. . . . . .
19. Other taxes not shown under the above items
20. Profit or loss for the financial year

Textual Amendments

F36 Word in Sch. 1 Pt. 1 Section B substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(d)(i)** (with reg. 3)

F37 Words in Sch. 1 Pt. 1 Section B omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(d)(ii)** (with reg. 3)

F38 Words in Sch. 1 Pt. 1 Section B omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(d)(iii)** (with reg. 3)

F39 Words in Sch. 1 Pt. 1 Section B omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(d)(iv)** (with reg. 3)

Profit and loss account formats [M6]Format 2

Marginal Citations

M6 See regulation 4(3)(a) for exemption for medium-sized companies in accounts delivered to registrar of companies.

1. Turnover
2. Change in stocks of finished goods and in work in progress
3. Own work capitalised
4. Other operating income
5. (a) Raw materials and consumables
   (b) Other external **[**[F40]expenses**]**
6. Staff costs
   (a) wages and salaries
   (b) social security costs
   (c) other pension costs
7. (a) Depreciation and other amounts written off tangible and intangible fixed assets
   (b) **[**[F41] Amounts written off current assets, to the extent that they exceed write-offs which are normal in the undertaking concerned**]**
8. Other operating **[**[F42]expenses**]**
9. Income from shares in group undertakings
10. Income from participating interests
11. Income from other fixed asset investments *(15)*
12. Other interest receivable and similar income (*15)*
13. Amounts written off investments
14. Interest payable and similar **[**[F43]expenses **]***(16)*
15. Tax on profit or loss [F44]...
16. Profit or loss [F45]... after taxation
17. [F46]. . . . . .
18. [F46]. . . . . .
19. [F46]. . . . . .
20. [F46]. . . . . .
21. Other taxes not shown under the above items
22. Profit or loss for the financial year

Textual Amendments

F40 Word in Sch. 1 Pt. 1 Section B substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(e)(i)** (with reg. 3)

F41 Words in Sch. 1 Pt. 1 Section B substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(e)(ii)** (with reg. 3)

F42 Word in Sch. 1 Pt. 1 Section B substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(e)(iii)** (with reg. 3)

F43 Word in Sch. 1 Pt. 1 Section B substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(e)(iv)** (with reg. 3)

F44 Words in Sch. 1 Pt. 1 Section B omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(e)(v)** (with reg. 3)

F45 Words in Sch. 1 Pt. 1 Section B omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(e)(vi)** (with reg. 3)

F46 Words in Sch. 1 Pt. 1 Section B omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(e)(vii)** (with reg. 3)

Profit and loss account formats Format 3 (see note (17) below)

F47

. . . . . .

Textual Amendments

F47 Words in Sch. 1 Pt. 1 Section B omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(f)** (with reg. 3)

Profit and loss account formats Format 4

F48

. . . . . .

Textual Amendments

F48 Words in Sch. 1 Pt. 1 Section B omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(g)** (with reg. 3)

Notes on the profit and loss account formats

(14) *Cost of sales: distribution costs: administrative expenses*

(Format 1, items 2, 4 and 5 [F49]...)

These items must be stated after taking into account any necessary provisions for depreciation or diminution in value of assets.

(15) *Income from other fixed asset investments: other interest receivable and similar income*

(Format 1, items 9 and 10; format 2, items 11 and 12; [F50]...)

Income and interest derived from group undertakings must be shown separately from income and interest derived from other sources.

(16) *Interest payable and similar* ***[***[F51]*expenses****]***

(Format 1, item 12; format 2, item 14; [F52]...)

The amount payable to group undertakings must be shown separately.

(17) *[F53 Format 1]*

The amount of any provisions for depreciation and diminution in value of tangible and intangible fixed assets falling to be shown under **[**F54 item 7(a) in format 2**]** must be disclosed in a note to the accounts in any case where the profit and loss account is prepared using format 1 F55 ...

Textual Amendments

F49 Words in Sch. 1 Pt. 1 Section B omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(h)** (with reg. 3)

F50 Words in Sch. 1 Pt. 1 Section B omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(i)** (with reg. 3)

F51 Word in Sch. 1 Pt. 1 Section B substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(j)** (with reg. 3)

F52 Words in Sch. 1 Pt. 1 Section B omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(j)** (with reg. 3)

F53 Words in Sch. 1 Pt. 1 Section B substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(k)** (with reg. 3)

F54 Words in Sch. 1 Pt. 1 Section B substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(k)(i)** (with reg. 3)

F55 Words in Sch. 1 Pt. 1 Section B omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **27(3)(k)(ii)** (with reg. 3)

PART 2

ACCOUNTING PRINCIPLES AND RULES

SECTION A

ACCOUNTING PRINCIPLES

Preliminary

10.—(1) The amounts to be included in respect of all items shown in a company's accounts must be determined in accordance with the principles set out in this Section.

(2) But if it appears to the company's directors that there are special reasons for departing from any of those principles in preparing the company's accounts in respect of any financial year they may do so, in which case particulars of the departure, the reasons for it and its effect must be given in a note to the accounts.

Accounting principles

11. The company is presumed to be carrying on business as a going concern.

12. Accounting policies **[**[F56]and measurement bases**]** must be applied consistently within the same accounts and from one financial year to the next.

Textual Amendments

F56 Words in Sch. 1 para. 12 inserted (6.4.2015) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(2)(a)** (with reg. 3)

13. The amount of any item must be determined on a prudent basis, and in particular—

(a) only profits realised at the balance sheet date are to be included in the profit and loss account, [F57]...

(b) all liabilities which have arisen in respect of the financial year to which the accounts relate or a previous financial year must be taken into account, including those which only become apparent between the balance sheet date and the date on which it is signed on behalf of the board of directors in accordance with section 414 of the 2006 Act (approval and signing of accounts), **[**[F58]and**]**

[[F59](c) all provisions for diminution of value must be recognised, whether the result of the financial year is a profit or a loss.**]**

Textual Amendments

F57 Word in Sch. 1 para. 13(a) omitted (6.4.2015) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(2)(b)(i)** (with reg. 3)

F58 Word in Sch. 1 para. 13(b) inserted (6.4.2015) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(2)(b)(ii)** (with reg. 3)

F59 Sch. 1 para. 13(c) inserted (6.4.2015) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(2)(b)(iii)** (with reg. 3)

14. All income and charges relating to the financial year to which the accounts relate must be taken into account, without regard to the date of receipt or payment.

15. In determining the aggregate amount of any item, the amount of each individual asset or liability that falls to be taken into account must be determined separately.

[[F60]**15A.** The opening balance sheet for each financial year shall correspond to the closing balance sheet for the preceding financial year.**]**

Textual Amendments

F60 Sch. 1 para. 15A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(2)(c)** (with reg. 3)

SECTION B

HISTORICAL COST ACCOUNTING RULES

Preliminary

16. Subject to Sections C and D of this Part of this Schedule, the amounts to be included in respect of all items shown in a company's accounts must be determined in accordance with the rules set out in this Section.

Fixed assets

General rules

17.—(1) The amount to be included in respect of any fixed asset must be its purchase price or production cost.

(2) This is subject to any provision for depreciation or diminution in value made in accordance with paragraphs 18 to 20.

Rules for depreciation and diminution in value

18. In the case of any fixed asset which has a limited useful economic life, the amount of—

(a) its purchase price or production cost, or

(b) where it is estimated that any such asset will have a residual value at the end of the period of its useful economic life, its purchase price or production cost less that estimated residual value,

must be reduced by provisions for depreciation calculated to write off that amount systematically over the period of the asset's useful economic life.

19.—(1) Where a fixed asset investment falling to be included under item B.III of either of the balance sheet formats set out in Part 1 of this Schedule has diminished in value, provisions for diminution in value may be made in respect of it and the amount to be included in respect of it may be reduced accordingly.

(2) Provisions for diminution in value must be made in respect of any fixed asset which has diminished in value if the reduction in its value is expected to be permanent (whether its useful economic life is limited or not), and the amount to be included in respect of it must be reduced accordingly.

[[F61](3) Provisions made under sub-paragraph (1) or (2) must be charged to the profit and loss account and disclosed separately in a note to the accounts if not shown separately in the profit and loss account.**]**

Textual Amendments

F61 Sch. 1 para. 19(3) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(3)(a)** (with reg. 3)

20.—(1) Where the reasons for which any provision was made in accordance with paragraph 19 have ceased to apply to any extent, that provision must be written back to the extent that it is no longer necessary.

[[F62](1A) But provision made in accordance with paragraph 19(2) in respect of goodwill must not be written back to any extent.**]**

[[F63](2) Any amounts written back under sub-paragraph (1) must be recognised in the profit and loss account and disclosed separately in a note to the accounts if not shown separately in the profit and loss account.**]**

Textual Amendments

F62 Sch. 1 para. 20(1A) inserted (with effect in accordance with reg. 2(2)(3) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) (No. 2) Regulations 2015 (S.I. 2015/1672), regs. 2(1), **4(2)**

F63 Sch. 1 para. 20(2) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(3)(b)** (with reg. 3)

[[F64]Intangible Assets

21.—(1) Where this is in accordance with generally accepted accounting principles or practice, development costs may be included in "other intangible assets" under "fixed assets" in the balance sheet formats set out in Section B of Part 1 of this Schedule.

(2) If any amount is included in a company's balance sheet in respect of development costs, the note on accounting policies (see paragraph 44 of this Schedule) must include the following information—

(a) the period over which the amount of those costs originally capitalised is being or is to be written off, and

(b) the reasons for capitalising the development costs in question.**]**

Textual Amendments

F64 Sch. 1 paras. 21, 22 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(3)(c)** (with reg. 3)

[[F64]**22.**—(1) Intangible assets must be written off over the useful economic life of the intangible asset.

(2) Where in exceptional cases the useful life of intangible assets cannot be reliably estimated, such assets must be written off over a period chosen by the directors of the company.

(3) The period referred to in sub-paragraph (2) must not exceed ten years.

(4) There must be disclosed in a note to the accounts the period referred to in sub-paragraph (2) and the reasons for choosing that period.**]**

Textual Amendments

F64 Sch. 1 paras. 21, 22 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(3)(c)** (with reg. 3)

Textual Amendments

F64 Sch. 1 paras. 21, 22 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(3)(c)** (with reg. 3)

Current assets

23. Subject to paragraph 24, the amount to be included in respect of any current asset must be its purchase price or production cost.

24.—(1) If the net realisable value of any current asset is lower than its purchase price or production cost, the amount to be included in respect of that asset must be the net realisable value.

(2) Where the reasons for which any provision for diminution in value was made in accordance with sub-paragraph (1) have ceased to apply to any extent, that provision must be written back to the extent that it is no longer necessary.

Miscellaneous and supplementary provisions

Excess of money owed over value received as an asset item

25.—(1) Where the amount repayable on any debt owed by a company is greater than the value of the consideration received in the transaction giving rise to the debt, the amount of the difference may be treated as an asset.

(2) Where any such amount is so treated—

(a) it must be written off by reasonable amounts each year and must be completely written off before repayment of the debt, and

(b) if the current amount is not shown as a separate item in the company's balance sheet, it must be disclosed in a note to the accounts.

Assets included at a fixed amount

26.—(1) Subject to sub-paragraph (2) , assets which fall to be included—

(a) amongst the fixed assets of a company under the item “tangible assets”, or

(b) amongst the current assets of a company under the item “raw materials and consumables”,

may be included at a fixed quantity and value.

(2) Sub-paragraph (1) applies to assets of a kind which are constantly being replaced where—

(a) their overall value is not material to assessing the company's state of affairs, and

(b) their quantity, value and composition are not subject to material variation.

Determination of purchase price or production cost

27.—(1) The purchase price of an asset is to be determined by adding to the actual price paid any expenses incidental to its acquisition **[**[F65]and then subtracting any incidental reductions in the cost of acquisition**]**.

(2) The production cost of an asset is to be determined by adding to the purchase price of the raw materials and consumables used the amount of the costs incurred by the company which are directly attributable to the production of that asset.

(3) In addition, there may be included in the production cost of an asset—

(a) a reasonable proportion of the costs incurred by the company which are only indirectly attributable to the production of that asset, but only to the extent that they relate to the period of production, and

(b) interest on capital borrowed to finance the production of that asset, to the extent that it accrues in respect of the period of production,

provided, however, in a case within paragraph (b), that the inclusion of the interest in determining the cost of that asset and the amount of the interest so included is disclosed in a note to the accounts.

(4) In the case of current assets distribution costs may not be included in production costs.

Textual Amendments

F65 Words in Sch. 1 para. 27(1) added (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(3)(d)** (with reg. 3)

28.—(1) The purchase price or production cost of—

(a) any assets which fall to be included under any item shown in a company's balance sheet under the general item "stocks", and

(b) any assets which are fungible assets (including investments),

may be determined by the application of any of the methods mentioned in sub-paragraph (2) in relation to any such assets of the same class, provided that the method chosen is one which appears to the directors to be appropriate in the circumstances of the company.

(2) Those methods are—

(a) the method known as "first in, first out" (FIFO),

(b) the method known as "last in, first out" (LIFO),

(c) a weighted average price, and

(d) any other method **[**[F66]reflecting generally accepted best practice**]**.

(3) Where in the case of any company—

(a) the purchase price or production cost of assets falling to be included under any item shown in the company's balance sheet has been determined by the application of any method permitted by this paragraph, and

(b) the amount shown in respect of that item differs materially from the relevant alternative amount given below in this paragraph,

the amount of that difference must be disclosed in a note to the accounts.

(4) Subject to sub-paragraph (5), for the purposes of sub-paragraph (3)(b), the relevant alternative amount, in relation to any item shown in a company's balance sheet, is the amount which would have been shown in respect of that item if assets of any class included under that item at an amount determined by any method permitted by this paragraph had instead been included at their replacement cost as at the balance sheet date.

(5) The relevant alternative amount may be determined by reference to the most recent actual purchase price or production cost before the balance sheet date of assets of any class included under the item in question instead of by reference to their replacement cost as at that date, but only if the former appears to the directors of the company to constitute the more appropriate standard of comparison in the case of assets of that class.

Textual Amendments

F66 Words in Sch. 1 para. 28(2)(d) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(3)(e)** (with reg. 3)

Textual Amendments

F65 Words in Sch. 1 para. 27(1) added (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(3)(d)** (with reg. 3)

F66 Words in Sch. 1 para. 28(2)(d) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(3)(e)** (with reg. 3)

Substitution of original stated amount where price or cost unknown

29.—(1) This paragraph applies where—

(a) there is no record of the purchase price or production cost of any asset of a company or of any price, expenses or costs relevant for determining its purchase price or production cost in accordance with paragraph 27, or

(b) any such record cannot be obtained without unreasonable expense or delay.

(2) In such a case, the purchase price or production cost of the asset must be taken, for the purposes of paragraphs 17 to 24, to be the value ascribed to it in the earliest available record of its value made on or after its acquisition or production by the company.

[[F67]Equity method in respect of participating interests

29A.—(1) Participating interests may be accounted for using the equity method.

(2) If participating interests are accounted for using the equity method—

(a) the proportion of profit or loss attributable to a participating interest and recognised in the profit and loss account may be that proportion which corresponds to the amount of any dividends, and

(b) where the profit attributable to a participating interest and recognised in the profit and loss account exceeds the amount of any dividends, the difference must be placed in a reserve which cannot be distributed to shareholders.

(3) The reference to "dividends" in sub-paragraph (2) includes dividends already paid and those whose payment can be claimed.**]**

Textual Amendments

F67 Sch. 1 para. 29A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(3)(f)** (with reg. 3)

SECTION C

ALTERNATIVE ACCOUNTING RULES

Preliminary

30.—(1) The rules set out in Section B are referred to below in this Schedule as the historical cost accounting rules.

(2) Those rules, with the omission of paragraphs 16, 22 and 26 to 29, are referred to below in this Part of this Schedule as the depreciation rules; and references below in this Schedule to the historical cost accounting rules do not include the depreciation rules as they apply by virtue of paragraph 33.

31. Subject to paragraphs 33 to 35, the amounts to be included in respect of assets of any description mentioned in paragraph 32 may be determined on any basis so mentioned.

Alternative accounting rules

32.—(1) Intangible fixed assets, other than goodwill, may be included at their current cost.

(2) Tangible fixed assets may be included at a market value determined as at the date of their last valuation or at their current cost.

(3) Investments of any description falling to be included under item B III of either of the balance sheet formats set out in Part 1 of this Schedule may be included either—

(a) at a market value determined as at the date of their last valuation, or

(b) at a value determined on any basis which appears to the directors to be appropriate in the circumstances of the company.

But in the latter case particulars of the method of valuation adopted and of the reasons for adopting it must be disclosed in a note to the accounts.

[F68](4) . . . . . .

[F68](5) . . . . . .

Textual Amendments

F68 Sch. 1 para. 32(4)-(5) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(4)(a)** (with reg. 3)

Application of the depreciation rules

33.—(1) Where the value of any asset of a company is determined on any basis mentioned in paragraph 32, that value must be, or (as the case may require) be the starting point for determining, the amount to be included in respect of that asset in the company's accounts, instead of its purchase price or production cost or any value previously so determined for that asset. The depreciation rules apply accordingly in relation to any such asset with the substitution for any reference to its purchase price or production cost of a reference to the value most recently determined for that asset on any basis mentioned in paragraph 32.

(2) The amount of any provision for depreciation required in the case of any fixed asset by paragraphs 18 to 20 as they apply by virtue of sub-paragraph (1) is referred to below in this paragraph as the adjusted amount, and the amount of any provision which would be required by any of those paragraphs in the case of that asset according to the historical cost accounting rules is referred to as the historical cost amount.

(3) Where sub-paragraph (1) applies in the case of any fixed asset the amount of any provision for depreciation in respect of that asset—

(a) included in any item shown in the profit and loss account in respect of amounts written off assets of the description in question, or

(b) taken into account in stating any item so shown which is required by note (14) of the notes on the profit and loss account formats set out in Part 1 of this Schedule to be stated after taking into account any necessary provision for depreciation or diminution in value of assets included under it,

may be the historical cost amount instead of the adjusted amount, provided that the amount of any difference between the two is shown separately in the profit and loss account or in a note to the accounts.

Additional information to be provided in case of departure from historical cost accounting rules

34.—(1) This paragraph applies where the amounts to be included in respect of assets covered by any items shown in a company's accounts have been determined on any basis mentioned in paragraph 32.

(2) The items affected and the basis of valuation adopted in determining the amounts of the assets in question in the case of each such item must be disclosed in **[**[F69]the note on accounting policies (see paragraph 44 of this Schedule)**]**.

[[F70](3) In the case of each balance sheet item affected, the comparable amounts determined according to the historical cost accounting rules must be shown in a note to the accounts.**]**

(4) In sub-paragraph (3), references in relation to any item to the comparable amounts determined as there mentioned are references to—

(a) the aggregate amount which would be required to be shown in respect of that item if the amounts to be included in respect of all the assets covered by that item were determined according to the historical cost accounting rules, and

(b) the aggregate amount of the cumulative provisions for depreciation or diminution in value which would be permitted or required in determining those amounts according to those rules.

Textual Amendments

F69 Words in Sch. 1 para. 34(2) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(4)(b)** (with reg. 3)

F70 Sch. 1 para. 34(3) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(4)(c)** (with reg. 3)

Revaluation reserve

35.—(1) With respect to any determination of the value of an asset of a company on any basis mentioned in paragraph 32, the amount of any profit or loss arising from that determination (after allowing, where appropriate, for any provisions for depreciation or diminution in value made otherwise than by reference to the value so determined and any adjustments of any such provisions made in the light of that determination) must be credited or (as the case may be) debited to a separate reserve (“the revaluation reserve”).

(2) The amount of the revaluation reserve must be shown in the company's balance sheet under a separate sub-heading in the position given for the item "revaluation reserve" **[**[F71]under "Capital and reserves" **]** in format 1 or 2 of the balance sheet formats set out in Part 1 of this Schedule[F72]....

(3) An amount may be transferred—

(a) from the revaluation reserve—

(i) to the profit and loss account, if the amount was previously charged to that account or represents realised profit, or

(ii) on capitalisation,

(b) to or from the revaluation reserve in respect of the taxation relating to any profit or loss credited or debited to the reserve.

The revaluation reserve must be reduced to the extent that the amounts transferred to it are no longer necessary for the purposes of the valuation method used.

(4) In sub-paragraph (3)(a)(ii) "capitalisation", in relation to an amount standing to the credit of the revaluation reserve, means applying it in wholly or partly paying up unissued shares in the company to be allotted to members of the company as fully or partly paid shares.

(5) The revaluation reserve must not be reduced except as mentioned in this paragraph.

(6) The treatment for taxation purposes of amounts credited or debited to the revaluation reserve must be disclosed in a note to the accounts.

Textual Amendments

F71 Words in Sch. 1 para. 35(2) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(4)(d)(i)** (with reg. 3)

F72 Words in Sch. 1 para. 35(2) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(4)(d)(ii)** (with reg. 3)

SECTION D

FAIR VALUE ACCOUNTING

Inclusion of financial instruments at fair value

36.—(1) Subject to sub-paragraphs (2) to (5), financial instruments (including derivatives) may be included at fair value.

(2) Sub-paragraph (1) does not apply to financial instruments that constitute liabilities unless—

(a) they are held as part of a trading portfolio,

(b) they are derivatives, or

(c) they are financial instruments falling within sub-paragraph (4).

(3) Unless they are financial instruments falling within sub-paragraph (4), sub-paragraph (1) does not apply to—

(a) financial instruments (other than derivatives) held to maturity,

(b) loans and receivables originated by the company and not held for trading purposes,

(c) interests in subsidiary undertakings, associated undertakings and joint ventures,

(d) equity instruments issued by the company,

(e) contracts for contingent consideration in a business combination, or

(f) other financial instruments with such special characteristics that the instruments, according to generally accepted accounting principles or practice, should be accounted for differently from other financial instruments.

[[F73](4) Financial instruments which under **[**[F74]UK-adopted international accounting standards**]** may be included in accounts at fair value, may be so included, provided that the disclosures required by such accounting standards are made.**]**

(5) If the fair value of a financial instrument cannot be determined reliably in accordance with paragraph 37, sub-paragraph (1) does not apply to that financial instrument.

(6) In this paragraph—

"associated undertaking" has the meaning given by paragraph 19 of Schedule 6 to these Regulations;

"joint venture" has the meaning given by paragraph 18 of that Schedule.

Textual Amendments

F73 Sch. 1 para. 36(4) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(5)(a)** (with reg. 3)

F74 Words in Sch. 1 para. 36(4) substituted (31.12.2020) by The International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/685), reg. 1(2), **Sch. 1 para. 57(2)(a)** (with reg. 1(3)(4)) (as amended by S.I. 2020/523, regs. 1(2), 22); 2020 c. 1, Sch. 5 para. 1(1)

Determination of fair value

37.—(1) The fair value of a financial instrument is its value determined in accordance with this paragraph.

(2) If a reliable market can readily be identified for the financial instrument, its fair value is determined by reference to its market value.

(3) If a reliable market cannot readily be identified for the financial instrument but can be identified for its components or for a similar instrument, its fair value is determined by reference to the market value of its components or of the similar instrument.

(4) If neither sub-paragraph (2) nor (3) applies, the fair value of the financial instrument is a value resulting from generally accepted valuation models and techniques.

(5) Any valuation models and techniques used for the purposes of sub-paragraph (4) must ensure a reasonable approximation of the market value.

Hedged items

38. A company may include any assets and liabilities, or identified portions of such assets or liabilities, that qualify as hedged items under a fair value hedge accounting system at the amount required under that system.

Other assets that may be included at fair value

[[F75]**39.**—(1) This paragraph applies to—

(a) stocks,

(b) investment property, and

(c) living animals and plants.

(2) Such stocks, investment property, and living animals and plants may be included at fair value, provided that, as the case may be, all such stocks, investment property, and living animals and plants are so included where their fair value can reliably be determined.

(3) In this paragraph, "fair value" means fair value determined in accordance with generally accepted accounting principles or practice.**]**

Textual Amendments

F75 Sch. 1 para. 39 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **28(5)(b)** (with reg. 3)

Accounting for changes in value

40.—(1) This paragraph applies where a financial instrument is valued in accordance with paragraph 36 or 38 or an asset is valued in accordance with paragraph 39.

(2) Notwithstanding paragraph 13 in this Part of this Schedule, and subject to sub-paragraphs (3) and (4), a change in the value of the financial instrument or of the investment property or living animal or plant must be included in the profit and loss account.

(3) Where—

(a) the financial instrument accounted for is a hedging instrument under a hedge accounting system that allows some or all of the change in value not to be shown in the profit and loss account, or

(b) the change in value relates to an exchange difference arising on a monetary item that forms part of a company's net investment in a foreign entity,

the amount of the change in value must be credited to or (as the case may be) debited from a separate reserve ("the fair value reserve").

(4) Where the instrument accounted for—

(a) is an available for sale financial asset, and

(b) is not a derivative,

the change in value may be credited to or (as the case may be) debited from the fair value reserve.

The fair value reserve

41.—(1) The fair value reserve must be adjusted to the extent that the amounts shown in it are no longer necessary for the purposes of paragraph 40(3) or (4).

(2) The treatment for taxation purposes of amounts credited or debited to the fair value reserve must be disclosed in a note to the accounts.

PART 3

NOTES TO THE ACCOUNTS

Preliminary

[[F76]**42.**—(1) Any information required in the case of a company by the following provisions of this Part of this Schedule must be given by way of a note to the accounts.

(2) These notes must be presented in the order in which, where relevant, the items to which they relate are presented in the balance sheet and in the profit and loss account.**]**

Textual Amendments

F76 Sch. 1 para. 42 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **29(2)** (with reg. 3)

General

Reserves and dividends

43. There must be stated—

(a) any amount set aside or proposed to be set aside to, or withdrawn or proposed to be withdrawn from, reserves,

(b) the aggregate amount of dividends paid in the financial year (other than those for which a liability existed at the immediately preceding balance sheet date),

(c) the aggregate amount of dividends that the company is liable to pay at the balance sheet date, and

(d) the aggregate amount of dividends that are proposed before the date of approval of the accounts, and not otherwise disclosed under sub-paragraph (b) or (c).

Disclosure of accounting policies

44. The accounting policies adopted by the company in determining the amounts to be included in respect of items shown in the balance sheet and in determining the profit or loss of the company must be stated (including such policies with respect to the depreciation and diminution in value of assets).

45. It must be stated whether the accounts have been prepared in accordance with applicable accounting standards and particulars of any material departure from those standards and the reasons for it must be given (see regulation 4(2) for exemption for medium-sized companies).

Information supplementing the balance sheet

46. Paragraphs 47 to 64 require information which either supplements the information given with respect to any particular items shown in the balance sheet or is otherwise relevant to assessing the company's state of affairs in the light of the information so given.

Share capital and debentures

47.—(1) The following information must be given with respect to the company's share capital—

(a) where shares of more than one class have been allotted, the number and aggregate nominal value of shares of each class allotted, and

(b) where shares are held as treasury shares, the number and aggregate nominal value of the treasury shares and, where shares of more than one class have been allotted, the number and aggregate nominal value of the shares of each class held as treasury shares.

(2) In the case of any part of the allotted share capital that consists of redeemable shares, the following information must be given—

(a) the earliest and latest dates on which the company has power to redeem those shares,

(b) whether those shares must be redeemed in any event or are liable to be redeemed at the option of the company or of the shareholder, and

(c) whether any (and, if so, what) premium is payable on redemption.

48. If the company has allotted any shares during the financial year, the following information must be given—

(a) the classes of shares allotted, and

(b) as respects each class of shares, the number allotted, their aggregate nominal value, and the consideration received by the company for the allotment.

49.—(1) With respect to any contingent right to the allotment of shares in the company the following particulars must be given—

(a) the number, description and amount of the shares in relation to which the right is exercisable,

(b) the period during which it is exercisable, and

(c) the price to be paid for the shares allotted.

(2) In sub-paragraph (1) "contingent right to the allotment of shares" means any option to subscribe for shares and any other right to require the allotment of shares to any person whether arising on the conversion into shares of securities of any other description or otherwise.

50.—(1) If the company has issued any debentures during the financial year to which the accounts relate, the following information must be given—

(a) the classes of debentures issued, and

(b) as respects each class of debentures, the amount issued and the consideration received by the company for the issue.

(2) Where any of the company's debentures are held by a nominee of or trustee for the company, the nominal amount of the debentures and the amount at which they are stated in the accounting records kept by the company in accordance with section 386 of the 2006 Act (duty to keep accounting records) must be stated.

Fixed assets

51.—(1) In respect of each item which is or would but for paragraph 4(2)(b) be shown under the general item "fixed assets" in the company's balance sheet the following information must be given—

(a) the appropriate amounts in respect of that item as at the date of the beginning of the financial year and as at the balance sheet date respectively,

(b) the effect on any amount shown in the balance sheet in respect of that item of—

(i) any revision of the amount in respect of any assets included under that item made during that year on any basis mentioned in paragraph 32,

(ii) acquisitions during that year of any assets,

(iii) disposals during that year of any assets, and

(iv) any transfers of assets of the company to and from that item during that year.

(2) The reference in sub-paragraph (1)(a) to the appropriate amounts in respect of any item as at any date there mentioned is a reference to amounts representing the aggregate amounts determined, as at that date, in respect of assets falling to be included under that item on either of the following bases, that is to say—

(a) on the basis of purchase price or production cost (determined in accordance with paragraphs 27 and 28), or

(b) on any basis mentioned in paragraph 32,

(leaving out of account in either case any provisions for depreciation or diminution in value).

(3) In respect of each item within sub-paragraph (1) there must also be stated—

(a) the cumulative amount of provisions for depreciation or diminution in value of assets included under that item as at each date mentioned in sub-paragraph (1)(a),

(b) the amount of any such provisions made in respect of the financial year,

(c) the amount of any adjustments made in respect of any such provisions during that year in consequence of the disposal of any assets, and

(d) the amount of any other adjustments made in respect of any such provisions during that year.

52. Where any fixed assets of the company (other than listed investments) are included under any item shown in the company's balance sheet at an amount determined on any basis mentioned in paragraph 32, the following information must be given—

(a) the years (so far as they are known to the directors) in which the assets were severally valued and the several values, and

(b) in the case of assets that have been valued during the financial year, the names of the persons who valued them or particulars of their qualifications for doing so and (whichever is stated) the bases of valuation used by them.

53. In relation to any amount which is or would but for paragraph 4(2)(b) be shown in respect of the item “land and buildings” in the company's balance sheet there must be stated—

(a) how much of that amount is ascribable to land of freehold tenure and how much to land of leasehold tenure, and

(b) how much of the amount ascribable to land of leasehold tenure is ascribable to land held on long lease and how much to land held on short lease.

Investments

54.—(1) In respect of the amount of each item which is or would but for paragraph 4(2)(b) be shown in the company's balance sheet under the general item “investments” (whether as fixed assets or as current assets) there must be stated how much of that amount is ascribable to listed investments.

(2) Where the amount of any listed investments is stated for any item in accordance with sub-paragraph (1), the following amounts must also be stated—

(a) the aggregate market value of those investments where it differs from the amount so stated, and

(b) both the market value and the stock exchange value of any investments of which the former value is, for the purposes of the accounts, taken as being higher than the latter.

Information about fair value of assets and liabilities

[[F77]**55.**—(1) This paragraph applies where financial instruments or other assets have been valued in accordance with, as appropriate, paragraph 36, 38 or 39.

(2) There must be stated—

(a) the significant assumptions underlying the valuation models and techniques used to determine the fair value of the instruments or other assets,

(b) for each category of financial instrument or other asset, the fair value of the assets in that category and the changes in value—

(i) included directly in the profit and loss account, or

(ii) credited to or (as the case may be) debited from the fair value reserve,

in respect of those assets, and

(c) for each class of derivatives, the extent and nature of the instruments, including significant terms and conditions that may affect the amount, timing and certainty of future cash flows.

(3) Where any amount is transferred to or from the fair value reserve during the financial year, there must be stated in tabular form—

(a) the amount of the reserve as at the date of the beginning of the financial year and as at the balance sheet date respectively,

(b) the amount transferred to or from the reserve during the year, and

(c) the source and application respectively of the amounts so transferred.**]**

Textual Amendments

F77 Words in Sch. 1 para. 55 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **29(3)** (with reg. 3)

56. Where the company has derivatives that it has not included at fair value, there must be stated for each class of such derivatives—

(a) the fair value of the derivatives in that class, if such a value can be determined in accordance with paragraph 37, and

(b) the extent and nature of the derivatives.

57.—(1) This paragraph applies if—

(a) the company has financial fixed assets that could be included at fair value by virtue of paragraph 36,

(b) the amount at which those items are included under any item in the company's accounts is in excess of their fair value, and

(c) the company has not made provision for diminution in value of those assets in accordance with paragraph 19(1) of this Schedule.

(2) There must be stated—

(a) the amount at which either the individual assets or appropriate groupings of those individual assets are included in the company's accounts,

(b) the fair value of those assets or groupings, and

(c) the reasons for not making a provision for diminution in value of those assets, including the nature of the evidence that provides the basis for the belief that the amount at which they are stated in the accounts will be recovered.

Information where investment property and living animals and plants included at fair value

58.—(1) This paragraph applies where the amounts to be included in a company's accounts in respect of **[**[F78]stocks,**]** investment property or living animals and plants have been determined in accordance with paragraph 39.

(2) The balance sheet items affected and the basis of valuation adopted in determining the amounts of the assets in question in the case of each such item must be disclosed in a note to the accounts.

(3) In the case of investment property, for each balance sheet item affected there must be shown, either separately in the balance sheet or in a note to the accounts—

(a) the comparable amounts determined according to the historical cost accounting rules, or

(b) the differences between those amounts and the corresponding amounts actually shown in the balance sheet in respect of that item.

(4) In sub-paragraph (3), references in relation to any item to the comparable amounts determined in accordance with that sub-paragraph are to—

(a) the aggregate amount which would be required to be shown in respect of that item if the amounts to be included in respect of all the assets covered by that item were determined according to the historical cost accounting rules, and

(b) the aggregate amount of the cumulative provisions for depreciation or diminution in value which would be permitted or required in determining those amounts according to those rules.

Textual Amendments

F78 Word in Sch. 1 para. 58(1) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **29(4)** (with reg. 3)

Reserves and provisions

59.—(1) This paragraph applies where any amount is transferred—

(a) to or from any reserves, or

(b) to any provision for liabilities, or

(c) from any provision for liabilities otherwise than for the purpose for which the provision was established,

and the reserves or provisions are or would but for paragraph 4(2)(b) be shown as separate items in the company's balance sheet.

(2) The following information must be given in respect of the aggregate of reserves or provisions included in the same item **[**[F79] in tabular form**]**—

(a) the amount of the reserves or provisions as at the date of the beginning of the financial year and as at the balance sheet date respectively,

(b) any amounts transferred to or from the reserves or provisions during that year, and

(c) the source and application respectively of any amounts so transferred.

(3) Particulars must be given of each provision included in the item "other provisions" in the company's balance sheet in any case where the amount of that provision is material.

Textual Amendments

F79 Words in Sch. 1 para. 59(2) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **29(5)** (with reg. 3)

Provision for taxation

60. The amount of any provision for deferred taxation must be stated separately from the amount of any provision for other taxation.

Details of indebtedness

61.—(1) For the aggregate of all items shown under "creditors" in the company's balance sheet there must be stated the aggregate of the following amounts—

(a) the amount of any debts included under "creditors" which are payable or repayable otherwise than by instalments and fall due for payment or repayment after the end of the period of five years beginning with the day next following the end of the financial year, and

(b) in the case of any debts so included which are payable or repayable by instalments, the amount of any instalments which fall due for payment after the end of that period.

(2) Subject to sub-paragraph (3), in relation to each debt falling to be taken into account under sub-paragraph (1), the terms of payment or repayment and the rate of any interest payable on the debt must be stated.

(3) If the number of debts is such that, in the opinion of the directors, compliance with sub-paragraph (2) would result in a statement of excessive length, it is sufficient to give a general indication of the terms of payment or repayment and the rates of any interest payable on the debts.

(4) In respect of each item shown under "creditors" in the company's balance sheet there must be stated—

(a) the aggregate amount of any debts included under that item in respect of which any security has been given by the company, and

(b) an indication of the nature **[**[F80]and form**]** of the securities so given.

(5) References above in this paragraph to an item shown under "creditors" in the company's balance sheet include references, where amounts falling due to creditors within one year and after more than one year are distinguished in the balance sheet—

(a) in a case within sub-paragraph (1), to an item shown under the latter of those categories, and

(b) in a case within sub-paragraph (4), to an item shown under either of those categories.

References to items shown under "creditors" include references to items which would but for paragraph 4(2)(b) be shown under that heading.

Textual Amendments

F80 Words in Sch. 1 para. 61(4)(b) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **29(6)** (with reg. 3)

62. If any fixed cumulative dividends on the company's shares are in arrear, there must be stated—

(a) the amount of the arrears, and

(b) the period for which the dividends or, if there is more than one class, each class of them are in arrear.

Guarantees and other financial commitments

[[F81]63.—(1) Particulars must be given of any charge on the assets of the company to secure the liabilities of any other person including the amount secured.

(2) Particulars and the total amount of any financial commitments, guarantees and contingencies that are not included in the balance sheet must be disclosed.

(3) An indication of the nature and form of any valuable security given by the company in respect of commitments, guarantees and contingencies within sub-paragraph (2) must be given.

(4) The total amount of any commitments within sub-paragraph (2) concerning pensions must be separately disclosed.

(5) Particulars must be given of pension commitments which are included in the balance sheet.

(6) Where any commitment within sub-paragraph (4) or (5) relates wholly or partly to pensions payable to past directors of the company separate particulars must be given of that commitment.

(7) The total amount of any commitments, guarantees and contingencies within sub-paragraph (2) which are undertaken on behalf of or for the benefit of—

(a) any parent undertaking or fellow subsidiary undertaking of the company,

(b) any subsidiary undertaking of the company, or

(c) any undertaking in which the company has a participating interest

must be separately stated and those within each of paragraphs (a), (b) and (c) must also be stated separately from those within any other of those paragraphs.**]**

Textual Amendments

F81 Sch. 1 para. 63 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **29(7)** (with reg. 3)

Miscellaneous matters

64.—(1) Particulars must be given of any case where the purchase price or production cost of any asset is for the first time determined under paragraph 29.

(2) Where any outstanding loans made under the authority of section 682(2)(b), (c) or (d) of the 2006 Act (various cases of financial assistance by a company for purchase of its own shares) are included under any item shown in the company's balance sheet, the aggregate amount of those loans must be disclosed for each item in question.

Information supplementing the profit and loss account

65. Paragraphs 66 to 69 require information which either supplements the information given with respect to any particular items shown in the profit and loss account or otherwise provides particulars of income or expenditure of the company or of circumstances affecting the items shown in the profit

and loss account (see regulation 3(2) for exemption for companies falling within section 408 of the 2006 Act (individual profit and loss account where group accounts prepared)).

Separate statement of certain items of income and expenditure

66.—(1) Subject to sub-paragraph (2), there must be stated the amount of the interest on or any similar charges in respect of bank loans and overdrafts, and loans of any other kind made to the company.

(2) Sub-paragraph (1) does not apply to interest or charges on loans to the company from group undertakings, but, with that exception, it applies to interest or charges on all loans, whether made on the security of debentures or not.

Particulars of tax

67.—(1) Particulars must be given of any special circumstances which affect liability in respect of taxation of profits, income or capital gains for the financial year or liability in respect of taxation of profits, income or capital gains for succeeding financial years.

(2) The following amounts must be stated—

(a) the amount of the charge for United Kingdom corporation tax,

(b) if that amount would have been greater but for relief from double taxation, the amount which it would have been but for such relief,

(c) the amount of the charge for United Kingdom income tax, and

(d) the amount of the charge for taxation imposed outside the United Kingdom of profits, income and (so far as charged to revenue) capital gains.

[[F82]These amounts must be stated separately in respect of each of the amounts which is or would but for paragraph 4(2)(b) be shown under the item "tax on profit or loss" in the profit and loss account.**]**

Textual Amendments

F82 Words in Sch. 1 para. 67(2) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **29(8)** (with reg. 3)

Particulars of turnover

68.—(1) If in the course of the financial year the company has carried on business of two or more classes that, in the opinion of the directors, differ substantially from each other, the amount of the turnover attributable to each class must be stated and the class described (see regulation 4(3)(b) for exemption for medium-sized companies in accounts delivered to registrar).

(2) If in the course of the financial year the company has supplied markets that, in the opinion of the directors, differ substantially from each other, the amount of the turnover attributable to each such market must also be stated. In this paragraph "market" means a market delimited by geographical bounds.

(3) In analysing for the purposes of this paragraph the source (in terms of business or in terms of market) of turnover, the directors of the company must have regard to the manner in which the company's activities are organised.

(4) For the purposes of this paragraph—

(a) classes of business which, in the opinion of the directors, do not differ substantially from each other must be treated as one class, and

(b) markets which, in the opinion of the directors, do not differ substantially from each other must be treated as one market,

and any amounts properly attributable to one class of business or (as the case may be) to one market which are not material may be included in the amount stated in respect of another.

(5) Where in the opinion of the directors the disclosure of any information required by this paragraph would be seriously prejudicial to the interests of the company, that information need not be disclosed, but the fact that any such information has not been disclosed must be stated.

Miscellaneous matters

69.—(1) Where any amount relating to any preceding financial year is included in any item in the profit and loss account, the effect must be stated.

[[F83](2) The amount, nature and effect of any individual items of income or expenditure which are of exceptional size or incidence must be stated.**]**

Textual Amendments

F83 Sch. 1 para. 69(2) substituted for Sch. 1 para. 69(2)(3) (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **29(9)** (with reg. 3)

Sums denominated in foreign currencies

70. Where any sums originally denominated in foreign currencies have been brought into account under any items shown in the balance sheet format or profit and loss account formats, the basis on which those sums have been translated into sterling (or the currency in which the accounts are drawn up) must be stated.

Dormant companies acting as agents

71. Where the directors of a company take advantage of the exemption conferred by section 480 of the 2006 Act (dormant companies: exemption from audit), and the company has during the financial year in question acted as an agent for any person, the fact that it has so acted must be stated.

Related party transactions

72.—(1) Particulars may be given of transactions which the company has entered into with related parties, and must be given if such transactions are material and have not been concluded under normal market conditions (see **[**[F84]regulation 4(2B) for a modification**]** for medium-sized companies).

(2) The particulars of transactions required to be disclosed by sub-paragraph (1) must include—

(a) the amount of such transactions,

(b) the nature of the related party relationship, and

(c) other information about the transactions necessary for an understanding of the financial position of the company.

(3) Information about individual transactions may be aggregated according to their nature, except where separate information is necessary for an understanding of the effects of related party transactions on the financial position of the company.

(4) Particulars need not be given of transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is a party to the transaction is wholly-owned by such a member.

(5) In this paragraph, "related party" has the same meaning as in **[**[F85]UK-adopted international accounting standards**]**.

Textual Amendments

F84 Words in Sch. 1 para. 72(1) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **29(10)** (with reg. 3)

F85 Words in Sch. 1 para. 72(5) substituted (31.12.2020) by The International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/685), reg. 1(2), **Sch. 1 para. 57(2)(b)** (with reg. 1(3)(4)) (as amended by S.I. 2020/523, regs. 1(2), 22); 2020 c. 1, Sch. 5 para. 1(1)

[[F86]**Post balance sheet events**

72A. The nature and financial effect of material events arising after the balance sheet date which are not reflected in the profit and loss account or balance sheet must be stated.**]**

Textual Amendments

F86 Sch. 1 paras. 72A, 72B inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **29(11)** (with reg. 3)

[[F86]**Appropriations**

72B. Particulars must be given of the proposed appropriation of profit or treatment of loss or, where applicable, particulars of the actual appropriation of the profits or treatment of the losses.**]**

Textual Amendments

F86 Sch. 1 paras. 72A, 72B inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **29(11)** (with reg. 3)

PART 4

SPECIAL PROVISION WHERE COMPANY IS A PARENT COMPANY OR SUBSIDIARY UNDERTAKING

Company's own accounts: guarantees and other financial commitments in favour of group undertakings

[F87]**73.** . . . . . .

Textual Amendments

F87 Sch. 1 Pt. 4 para. 73 omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **30** (with reg. 3)

PART 5

SPECIAL PROVISIONS WHERE THE COMPANY IS AN INVESTMENT COMPANY

74.—(1) Paragraph 35 does not apply to the amount of any profit or loss arising from a determination of the value of any investments of an investment company on any basis mentioned in paragraph 32(3).

(2) Any provisions made by virtue of paragraph 19(1) or (2) in the case of an investment company in respect of any fixed asset investments need not be charged to the company's profit and loss account provided they are either—

(a) charged against any reserve account to which any amount excluded by sub-paragraph (1) from the requirements of paragraph 35 has been credited, or

(b) shown as a separate item in the company's balance sheet under the sub-heading "other reserves".

(3) For the purposes of this paragraph, as it applies in relation to any company, "fixed asset investment" means any asset falling to be included under any item shown in the company's balance sheet under the subdivision "investments" under the general item "fixed assets".

75.—(1) Any distribution made by an investment company which reduces the amount of its net assets to less than the aggregate of its called-up share capital and undistributable reserves shall be disclosed in a note to the company's accounts.

(2) For purposes of this paragraph, a company's net assets are the aggregate of its assets less the aggregate of its liabilities (including any provision for liabilities within paragraph 2 of Schedule 9 to these Regulations that is made in Companies Act accounts and any provision that is made in IAS accounts); and "undistributable reserves" has the meaning given by section 831(4) of the 2006 Act.

(3) A company shall be treated as an investment company for the purposes of this Part of this Schedule in relation to any financial year of the company if—

(a) during the whole of that year it was an investment company as defined by section 833 of the 2006 Act, and

(b) it was not at any time during that year prohibited from making a distribution by virtue of section 832 of the 2006 Act due to either or both of the conditions specified in section 832(5)(a) or (b) (no distribution where capital profits have been distributed etc) not being met.

SCHEDULE 2 Regulation 5(1)

BANKING COMPANIES: COMPANIES ACT INDIVIDUAL ACCOUNTS

PART 1

GENERAL RULES AND FORMATS

SECTION A

GENERAL RULES

1. Subject to the following provisions of this Part of this Schedule—

(a) every balance sheet of a company must show the items listed in the balance sheet format set out in Section B of this Part, and

(b) every profit and loss account must show the items listed in either of the profit and loss account formats in Section B.

2.—(1) References in this Part of this Schedule to the items listed in any of the formats set out in Section B, are to those items read together with any of the notes following the formats which apply to those items.

(2) The items must be shown in the order and under the headings and sub-headings given in the particular format used, but—

(a) the notes to the formats may permit alternative positions for any particular items,

(b) the heading or sub-heading for any item does not have to be distinguished by any letter or number assigned to that item in the format used, and

(c) where the heading of an item in the format used contains any wording in square brackets, that wording may be omitted if not applicable to the company.

3.—(1) Where in accordance with paragraph 1 a company's profit and loss account for any financial year has been prepared by reference to one of the formats in Section B, the company's directors must use the same format in preparing the profit and loss account for subsequent financial years, unless in their opinion there are special reasons for a change.

(2) Particulars of any change must be given in a note to the accounts in which the new format is first used, and the reasons for the change must be explained.

4.—(1) Any item required to be shown in a company's balance sheet or profit and loss account may be shown in greater detail than required by the particular format used.

(2) The balance sheet or profit and loss account may include an item representing or covering the amount of any asset or liability, income or expenditure not specifically covered by any of the items listed in the format used, save that none of the following may be treated as assets in any balance sheet—

(a) preliminary expenses,

(b) expenses of, and commission on, any issue of shares or debentures, and

(c) costs of research.

5.—(1) Items to which lower case letters are assigned in any of the formats in Section B may be combined in a company's accounts for any financial year if—

(a) their individual amounts are not material for the purpose of giving a true and fair view, or

(b) the combination facilitates the assessment of the state of affairs or profit or loss of the company for that year.

(2) Where sub-paragraph (1)(b) applies, the individual amounts of any items so combined must be disclosed in a note to the accounts and any notes required by this Schedule to the items so combined must, notwithstanding the combination, be given.

6.—(1) Subject to sub-paragraph (2), the directors must not include a heading or sub-heading corresponding to an item in the balance sheet or profit and loss account format used if there is no amount to be shown for that item for the financial year to which the balance sheet or profit and loss account relates.

(2) Where an amount can be shown for the item in question for the immediately preceding financial year, that amount must be shown under the heading or sub-heading required by the format for that item.

7.—(1) For every item shown in the balance sheet or profit and loss account the corresponding amount for the immediately preceding financial year must also be shown.

(2) Where that corresponding amount is not comparable with the amount to be shown for the item in question in respect of the financial year to which the balance sheet or profit and loss account relates, the former amount may be adjusted, and particulars of the non-comparability and of any adjustment must be disclosed in a note to the accounts.

8.—(1) Subject to the following provisions of this paragraph and without prejudice to note (6) to the balance sheet format, amounts in respect of items representing assets or income may not be set off against amounts in respect of items representing liabilities or expenditure (as the case may be), or vice versa.

(2) Charges required to be included in profit and loss account format 1, items 11(a) and 11(b) or format 2, items A7(a) and A7(b) may be set off against income required to be included in format 1, items 12(a) and 12(b) or format 2, items B5(a) and B5(b) and the resulting figure shown as a single item (in format 2 at position A7 if negative and at position B5 if positive).

(3) Charges required to be included in profit and loss account format 1, item 13 or format 2, item A8 may also be set off against income required to be included in format 1, item 14 or format 2, item B6 and the resulting figure shown as a single item (in format 2 at position A8 if negative and at position B6 if positive).

9.—(1) Assets must be shown under the relevant balance sheet headings even where the company has pledged them as security for its own liabilities or for those of third parties or has otherwise assigned them as security to third parties.

(2) A company may not include in its balance sheet assets pledged or otherwise assigned to it as security unless such assets are in the form of cash in the hands of the company.

(3) Assets acquired in the name of and on behalf of third parties must not be shown in the balance sheet.

10. The company's directors must, in determining how amounts are presented within items in the profit and loss account and balance sheet, have regard to the substance of the reported transaction or arrangement, in accordance with generally accepted accounting principles or practice.

[[F88]10A. Where an asset or liability relates to more than one item in the balance sheet, the relationship of such asset or liability to the relevant items must be disclosed either under those items or in the notes to the accounts.**]**

Textual Amendments

F88 Sch. 2 Pt. 1 para. 10A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **31(2)** (with reg. 3)

SECTION B

THE REQUIRED FORMATS[M7]

Marginal Citations

M7 A number in brackets following any item is a reference to the note of that number in the notes following the formats.

Balance sheet format

ASSETS

(1) Cash and balances at central [or post office] banks *(1)*
(2) Treasury bills and other eligible bills *(20)*
  (a) Treasury bills and similar securities *(2)*
  (b) Other eligible bills *(3)*
(3) Loans and advances to banks *(4), (20)*
  (a) Repayable on demand
  (b) Other loans and advances
(4) Loans and advances to customers *(5), (20)*
(5) Debt securities [and other fixed-income securities] *(6), (20)*
  (a) Issued by public bodies
  (b) Issued by other issuers
(6) Equity shares [and other variable-yield securities]
(7) Participating interests
(8) Shares in group undertakings
(9) Intangible fixed assets *(7)*
(10) Tangible fixed assets *(8)*
(11) Called up capital not paid *(9)*
(12) Own shares *(10)*
(13) Other assets
(14) Called up capital not paid *(9)*
(15) Prepayments and accrued income

Total assets

LIABILITIES

(1) Deposits by banks *(11), (20)*

(a) Repayable on demand
(b) With agreed maturity dates or periods of notice

(2) Customer accounts *(12), (20)*
(a) Repayable on demand
(b) With agreed maturity dates or periods of notice

(3) Debt securities in issue *(13), (20)*
(a) Bonds and medium term notes
(b) Others

(4) Other liabilities

(5) Accruals and deferred income

(6) Provisions for liabilities
(a) Provisions for pensions and similar obligations
(b) Provisions for tax
(c) Other provisions

(7) Subordinated liabilities *(14), (20)*

(8) Called up share capital *(15)*

(9) Share premium account

(10) Reserves
(a) Capital redemption reserve
(b) Reserve for own shares
(c) Reserves provided for by the articles of association
(d) Other reserves

(11) Revaluation reserve

(12) Profit and loss account

Total liabilities

MEMORANDUM ITEMS

(1) Contingent liabilities *(16)*
(1) Acceptances and endorsements
(2) Guarantees and assets pledged as collateral security *(17)*
(3) Other contingent liabilities

(2) Commitments *(18)*
(1) Commitments arising out of sale and option to resell transactions *(19)*
(2) Other commitments

Notes on the balance sheet format and memorandum items

(1) *Cash and balances at central [or post office] banks*

(Assets item 1.)

Cash is to comprise all currency including foreign notes and coins.

Only those balances which may be withdrawn without notice and which are deposited with central or post office banks of the country or countries in which the company is established

may be included in this item. All other claims on central or post office banks must be shown under assets items 3 or 4.

(2) *Treasury bills and other eligible bills: Treasury bills and similar securities*

(Assets item 2.(a).)

Treasury bills and similar securities are to comprise treasury bills and similar debt instruments issued by public bodies which are eligible for refinancing with central banks of the country or countries in which the company is established. Any treasury bills or similar debt instruments not so eligible must be included under assets item 5(a).

(3) *Treasury bills and other eligible bills: Other eligible bills*

(Assets item 2.(b).)

Other eligible bills are to comprise all bills purchased to the extent that they are eligible, under national law, for refinancing with the central banks of the country or countries in which the company is established.

(4) *Loans and advances to banks*

(Assets item 3.)

Loans and advances to banks are to comprise all loans and advances to domestic or foreign credit institutions made by the company arising out of banking transactions. However loans and advances to credit institutions represented by debt securities or other fixed-income securities must be included under assets item 5 and not this item.

(5) *Loans and advances to customers*

(Assets item 4.)

Loans and advances to customers are to comprise all types of assets in the form of claims on domestic and foreign customers other than credit institutions. However loans and advances represented by debt securities or other fixed-income securities must be included under assets item 5 and not this item.

(6) *Debt securities [and other fixed-income securities]*

(Assets item 5.)

This item is to comprise transferable debt securities and any other transferable fixed-income securities issued by credit institutions, other undertakings or public bodies. Debt securities and other fixed-income securities issued by public bodies are, however, only to be included in this item if they may not be shown under assets item 2.

Where a company holds its own debt securities these must not be included under this item but must be deducted from liabilities item 3.(a) or (b), as appropriate.

Securities bearing interest rates that vary in accordance with specific factors, for example the interest rate on the inter-bank market or on the Euromarket, are also to be regarded as fixed-income securities to be included under this item.

(7) *Intangible fixed assets*

(Assets item 9.)

This item is to comprise—

(a) development costs,

(b) concessions, patents, licences, trade marks and similar rights and assets,

(c) goodwill, and

(d) payments on account.

Amounts are, however, to be included in respect of (b) only if the assets were acquired for valuable consideration or the assets in question were created by the company itself.

Amounts representing goodwill are only to be included to the extent that the goodwill was acquired for valuable consideration.

The amount of any goodwill included in this item must be disclosed in a note to the accounts.

(8) *Tangible fixed assets*

(Assets item 10.)

This item is to comprise—

(a) land and buildings,

(b) plant and machinery,

(c) fixtures and fittings, tools and equipment, and

(d) payments on account and assets in the course of construction.

The amount included in this item with respect to land and buildings occupied by the company for its own activities must be disclosed in a note to the accounts.

(9) *Called up capital not paid*

(Assets items 11 and 14.)

The two positions shown for this item are alternatives.

(10) *Own shares*

(Assets item 12.)

The nominal value of the shares held must be shown separately under this item.

(11) *Deposits by banks*

(Liabilities item 1.)

Deposits by banks are to comprise all amounts arising out of banking transactions owed to other domestic or foreign credit institutions by the company. However liabilities in the form of debt securities and any liabilities for which transferable certificates have been issued must be included under liabilities item 3 and not this item.

(12) *Customer accounts*

(Liabilities item 2.)

This item is to comprise all amounts owed to creditors that are not credit institutions. However liabilities in the form of debt securities and any liabilities for which transferable certificates have been issued must be shown under liabilities item 3 and not this item.

(13) *Debt securities in issue*

(Liabilities item 3.)

This item is to include both debt securities and debts for which transferable certificates have been issued, including liabilities arising out of own acceptances and promissory notes. (Only acceptances which a company has issued for its own refinancing and in respect of which it is the first party liable are to be treated as own acceptances.)

(14) *Subordinated liabilities*

(Liabilities item 7.)

This item is to comprise all liabilities in respect of which there is a contractual obligation that, in the event of winding up or bankruptcy, they are to be repaid only after the claims of other creditors have been met.

This item must include all subordinated liabilities, whether or not a ranking has been agreed between the subordinated creditors concerned.

(15) *Called up share capital*

(Liabilities item 8.)

The amount of allotted share capital and the amount of called up share capital which has been paid up must be shown separately.

(16) *Contingent liabilities*

(Memorandum item 1.)

This item is to include all transactions whereby the company has underwritten the obligations of a third party.

Liabilities arising out of the endorsement of rediscounted bills must be included in this item. Acceptances other than own acceptances must also be included.

(17) *Contingent liabilities: Guarantees and assets pledged as collateral security*

(Memorandum item 1(2).)

This item is to include all guarantee obligations incurred and assets pledged as collateral security on behalf of third parties, particularly in respect of sureties and irrevocable letters of credit.

(18) *Commitments*

(Memorandum item 2.)

This item is to include every irrevocable commitment which could give rise to a credit risk.

(19) *Commitments: Commitments arising out of sale and option to resell transactions*

(Memorandum item 2(1).)

This item is to comprise commitments entered into by the company in the context of sale and option to resell transactions.

(20) *Claims on, and liabilities to, undertakings in which a participating interest is held or group undertakings*

(Assets items 2 to 5, liabilities items 1 to 3 and 7.)

The following information must be given either by way of subdivision of the relevant items or by way of notes to the accounts.

The amount of the following must be shown for each of assets items 2 to 5—

(a) claims on group undertakings included therein, and

(b) claims on undertakings in which the company has a participating interest included therein.

The amount of the following must be shown for each of liabilities items 1, 2, 3 and 7—

(i) liabilities to group undertakings included therein, and

(ii) liabilities to undertakings in which the company has a participating interest included therein.

Special rules

Subordinated assets

11.—(1) The amount of any assets that are subordinated must be shown either as a subdivision of any relevant asset item or in the notes to the accounts; in the latter case disclosure must be by reference to the relevant asset item or items in which the assets are included.

(2) In the case of assets items 2 to 5 in the balance sheet format, the amounts required to be shown by note (20) to the format as sub-items of those items must be further subdivided so as to show the amount of any claims included therein that are subordinated.

(3) For this purpose, assets are subordinated if there is a contractual obligation to the effect that, in the event of winding up or bankruptcy, they are to be repaid only after the claims of other creditors have been met, whether or not a ranking has been agreed between the subordinated creditors concerned.

Syndicated loans

12.—(1) Where a company is a party to a syndicated loan transaction the company must include only that part of the total loan which it itself has funded.

(2) Where a company is a party to a syndicated loan transaction and has agreed to reimburse (in whole or in part) any other party to the syndicate any funds advanced by that party or any interest thereon upon the occurrence of any event, including the default of the borrower, any additional liability by reason of such a guarantee must be included as a contingent liability in Memorandum item 1(2).

Sale and repurchase transactions

13.—(1) The following rules apply where a company is a party to a sale and repurchase transaction.

(2) Where the company is the transferor of the assets under the transaction—

(a) the assets transferred must, notwithstanding the transfer, be included in its balance sheet,

(b) the purchase price received by it must be included in its balance sheet as an amount owed to the transferee, and

(c) the value of the assets transferred must be disclosed in a note to its accounts.

(3) Where the company is the transferee of the assets under the transaction, it must not include the assets transferred in its balance sheet but the purchase price paid by it to the transferor must be so included as an amount owed by the transferor.

Sale and option to resell transactions

14.—(1) The following rules apply where a company is a party to a sale and option to resell transaction.

(2) Where the company is the transferor of the assets under the transaction, it must not include in its balance sheet the assets transferred but it must enter under Memorandum item 2 an amount equal to the price agreed in the event of repurchase.

(3) Where the company is the transferee of the assets under the transaction it must include those assets in its balance sheet.

Managed funds

15.—(1) For the purposes of this paragraph, “managed funds” are funds which the company administers in its own name but on behalf of others and to which it has legal title.

(2) The company must, in any case where claims and obligations arising in respect of managed funds fall to be treated as claims and obligations of the company, adopt the following accounting treatment.

(3) Claims and obligations representing managed funds are to be included in the company's balance sheet, with the notes to the accounts disclosing the total amount included with respect to

such assets and liabilities in the balance sheet and showing the amount included under each relevant balance sheet item in respect of such assets or (as the case may be) liabilities.

Profit and loss account formats*Format 1*

Vertical layout

(1) Interest receivable *(1)*
  (1) Interest receivable and similar income arising from debt securities [and other fixed-income securities]
  (2) Other interest receivable and similar income
(2) Interest payable *(2)*
(3) Dividend income
  (a) Income from equity shares [and other variable-yield securities]
  (b) Income from participating interests
  (c) Income from shares in group undertakings
(4) Fees and commissions receivable *(3)*
(5) Fees and commissions payable *(4)*
(6) Dealing [profits] [losses] *(5)*
(7) Other operating income
(8) Administrative expenses
  (a) Staff costs
    (i) Wages and salaries
    (ii) Social security costs
    (iii) Other pension costs
  (b) Other administrative expenses
(9) Depreciation and amortisation *(6)*
(10) Other operating charges
(11) Provisions
  (a) Provisions for bad and doubtful debts *(7)*
  (b) Provisions for contingent liabilities and commitments *(8)*
(12) Adjustments to provisions
  (a) Adjustments to provisions for bad and doubtful debts *(9)*
  (b) Adjustments to provisions for contingent liabilities and commitments *(10)*
(13) Amounts written off fixed asset investments *(11)*
(14) Adjustments to amounts written off fixed asset investments *(12)*
(15) [Profit] [loss] on ordinary activities before tax
(16) Tax on [profit] [loss] on ordinary activities
(17) [Profit] [loss] on ordinary activities after tax
(18) Extraordinary income
(19) Extraordinary charges
(20) Extraordinary [profit] [loss]

(21) Tax on extraordinary [profit] [loss]
(22) Extraordinary [profit] [loss] after tax
(23) Other taxes not shown under the preceding items
(24) [Profit] [loss] for the financial year

Profit and loss account formats*Format 2*

Horizontal layout

A. Charges

(1) Interest payable *(2)*
(2) Fees and commissions payable *(4)*
(3) Dealing losses *(5)*
(4) Administrative expenses
  (a) Staff costs
    (i) Wages and salaries
    (ii) Social security costs
    (iii) Other pension costs
  (b) Other administrative expenses
(5) Depreciation and amortisation *(6)*
(6) Other operating charges
(7) Provisions
  (a) Provisions for bad and doubtful debts *(7)*
  (b) Provisions for contingent liabilities and commitments *(8)*
(8) Amounts written off fixed asset investments *(11)*
(9) Profit on ordinary activities before tax
(10) Tax on [profit] [loss] on ordinary activities
(11) Profit on ordinary activities after tax
(12) Extraordinary charges
(13) Tax on extraordinary [profit] [loss]
(14) Extraordinary loss after tax
(15) Other taxes not shown under the preceding items
(16) Profit for the financial year

B. Income

(1) Interest receivable *(1)*
  (1) Interest receivable and similar income arising from debt securities [and other fixed-income securities]
  (2) Other interest receivable and similar income
(2) Dividend income
  (a) Income from equity shares [and other variable-yield securities]

(b) Income from participating interests

(c) Income from shares in group undertakings

(3) Fees and commissions receivable *(3)*

(4) Dealing profits *(5)*

(5) Adjustments to provisions

(a) Adjustments to provisions for bad and doubtful debts *(9)*

(b) Adjustments to provisions for contingent liabilities and commitments *(10)*

(6) Adjustments to amounts written off fixed asset investments *(12)*

(7) Other operating income

(8) Loss on ordinary activities before tax

(9) Loss on ordinary activities after tax

(10) Extraordinary income

(11) Extraordinary profit after tax

(12) Loss for the financial year

Notes on the profit and loss account formats

(1) *Interest receivable*

(Format 1, item 1; format 2, item B1.)

This item is to include all income arising out of banking activities, including—

(a) income from assets included in assets items 1 to 5 in the balance sheet format, however calculated,

(b) income resulting from covered forward contracts spread over the actual duration of the contract and similar in nature to interest, and

(c) fees and commissions receivable similar in nature to interest and calculated on a time basis or by reference to the amount of the claim (but not other fees and commissions receivable).

(2) *Interest payable*

(Format 1, item 2; format 2, item A1.)

This item is to include all expenditure arising out of banking activities, including—

(a) charges arising out of liabilities included in liabilities items 1, 2, 3 and 7 in the balance sheet format, however calculated,

(b) charges resulting from covered forward contracts, spread over the actual duration of the contract and similar in nature to interest, and

(c) fees and commissions payable similar in nature to interest and calculated on a time basis or by reference to the amount of the liability (but not other fees and commissions payable).

(3) *Fees and commissions receivable*

(Format 1, item 4; format 2, item B3.)

Fees and commissions receivable are to comprise income in respect of all services supplied by the company to third parties, but not fees or commissions required to be included under interest receivable (format 1, item 1; format 2, item B1).

In particular the following fees and commissions receivable must be included (unless required to be included under interest receivable)—

(a) fees and commissions for guarantees, loan administration on behalf of other lenders and securities transactions,

(b) fees, commissions and other income in respect of payment transactions, account administration charges and commissions for the safe custody and administration of securities,

(c) fees and commissions for foreign currency transactions and for the sale and purchase of coin and precious metals, and

(d) fees and commissions charged for brokerage services in connection with savings and insurance contracts and loans.

(4) *Fees and commissions payable*

(Format 1, item 5; format 2, item A2.)

Fees and commissions payable are to comprise charges for all services rendered to the company by third parties but not fees or commissions required to be included under interest payable (format 1, item 2; format 2, item A1).

In particular the following fees and commissions payable must be included (unless required to be included under interest payable)—

(a) fees and commissions for guarantees, loan administration and securities transactions;

(b) fees, commissions and other charges in respect of payment transactions, account administration charges and commissions for the safe custody and administration of securities;

(c) fees and commissions for foreign currency transactions and for the sale and purchase of coin and precious metals; and

(d) fees and commissions for brokerage services in connection with savings and insurance contracts and loans.

(5) *Dealing [profits] [losses]*

(Format 1, item 6; format 2, items B4 and A3.)

This item is to comprise—

(a) the net profit or net loss on transactions in securities which are not held as financial fixed assets together with amounts written off or written back with respect to such securities, including amounts written off or written back as a result of the application of paragraph 33(1),

(b) the net profit or loss on exchange activities, save in so far as the profit or loss is included in interest receivable or interest payable (format 1, items 1 or 2; format 2, items B1 or A1), and

(c) the net profits and losses on other dealing operations involving financial instruments, including precious metals.

(6) *Depreciation and amortisation*

(Format 1, item 9; format 2, item A5.)

This item is to comprise depreciation and other amounts written off in respect of balance sheet assets items 9 and 10.

(7) *Provisions: Provisions for bad and doubtful debts*

(Format 1, item 11(a); format 2, item A7(a).)

Provisions for bad and doubtful debts are to comprise charges for amounts written off and for provisions made in respect of loans and advances shown under balance sheet assets items 3 and 4.

(8) *Provisions: Provisions for contingent liabilities and commitments*

(Format 1, item 11(b); format 2, item A7(b).)

This item is to comprise charges for provisions for contingent liabilities and commitments of a type which would, if not provided for, be shown under Memorandum items 1 and 2.

(9) *Adjustments to provisions: Adjustments to provisions for bad and doubtful debts*

(Format 1, item 12(a); format 2, item B5(a).)

This item is to include credits from the recovery of loans that have been written off, from other advances written back following earlier write offs and from the reduction of provisions previously made with respect to loans and advances.

(10) *Adjustments to provisions: Adjustments to provisions for contingent liabilities and commitments*

(Format 1, item 12(b); format 2, item B5(b).)

This item comprises credits from the reduction of provisions previously made with respect to contingent liabilities and commitments.

(11) *Amounts written off fixed asset investments*

(Format 1, item 13; format 2, item A8.)

Amounts written off fixed asset investments are to comprise amounts written off in respect of assets which are transferable securities held as financial fixed assets, participating interests and shares in group undertakings and which are included in assets items 5 to 8 in the balance sheet format.

(12) *Adjustments to amounts written off fixed asset investments*

(Format 1, item 14; format 2, item B6.)

Adjustments to amounts written off fixed asset investments are to include amounts written back following earlier write offs and provisions in respect of assets which are transferable securities held as financial fixed assets, participating interests and group undertakings and which are included in assets items 5 to 8 in the balance sheet format.

PART 2

ACCOUNTING PRINCIPLES AND RULES

SECTION A

ACCOUNTING PRINCIPLES

Preliminary

16.—(1) The amounts to be included in respect of all items shown in a company's accounts must be determined in accordance with the principles set out in this Section.

(2) But if it appears to the company's directors that there are special reasons for departing from any of those principles in preparing the company's accounts in respect of any financial year they may do so, in which case particulars of the departure, the reasons for it and its effect must be given in a note to the accounts.

Accounting principles

17. The company is presumed to be carrying on business as a going concern.

18. Accounting policies **[**[F89]and measurement bases**]** must be applied consistently within the same accounts and from one financial year to the next.

Textual Amendments

F89 Words in Sch. 2 para. 18 inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(2)(a)** (with reg. 3)

19. The amount of any item must be determined on a prudent basis, and in particular—

(a) only profits realised at the balance sheet date are to be included in the profit and loss account, [F90]...

(b) all liabilities which have arisen in respect of the financial year to which the accounts relate or a previous financial year must be taken into account, including those which only become apparent between the balance sheet date and the date on which it is signed on behalf of the board of directors in accordance with section 414 of the 2006 Act (approval and signing of accounts), **[**[F91]and**]**

[[F92](c) all provisions for diminution of value must be recognised, whether the result of the financial year is a profit or a loss.**]**

Textual Amendments

F90 Word in Sch. 2 para. 19 omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(2)(b)(i)** (with reg. 3)

F91 Word in Sch. 2 para. 19 inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(2)(b)(ii)** (with reg. 3)

F92 Sch. 2 para. 19 inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(2)(b)(iii)** (with reg. 3)

20. All income and charges relating to the financial year to which the accounts relate must be taken into account, without regard to the date of receipt or payment.

21. In determining the aggregate amount of any item, the amount of each individual asset or liability that falls to be taken into account must be determined separately.

[[F93]**21A.** The opening balance sheet for each financial year shall correspond to the closing balance sheet for the preceding financial year.**]**

Textual Amendments

F93 Sch. 2 para. 21A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(2)(c)** (with reg. 3)

Textual Amendments

F89 Words in Sch. 2 para. 18 inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(2)(a)** (with reg. 3)

F90 Word in Sch. 2 para. 19 omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(2)(b)(i)** (with reg. 3)

F91 Word in Sch. 2 para. 19 inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(2)(b)(ii)** (with reg. 3)

F92 Sch. 2 para. 19 inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(2)(b)(iii)** (with reg. 3)

F93 Sch. 2 para. 21A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(2)(c)** (with reg. 3)

SECTION B

HISTORICAL COST ACCOUNTING RULES

Preliminary

22. Subject to Sections C and D of this Part of this Schedule, the amounts to be included in respect of all items shown in a company's accounts must be determined in accordance with the rules set out in this Section.

Fixed assets

General rules

23.—(1) The amount to be included in respect of any fixed asset is its cost.

(2) This is subject to any provision for depreciation or diminution in value made in accordance with paragraphs 24 to 26.

Rules for depreciation and diminution in value

24. In the case of any fixed asset which has a limited useful economic life, the amount of—

(a) its cost, or

(b) where it is estimated that any such asset will have a residual value at the end of the period of its useful economic life, its cost less that estimated residual value,

must be reduced by provisions for depreciation calculated to write off that amount systematically over the period of the asset's useful economic life.

25.—(1) Where a fixed asset investment to which sub-paragraph (2) applies has diminished in value, provisions for diminution in value may be made in respect of it and the amount to be included in respect of it may be reduced accordingly.

(2) This sub-paragraph applies to fixed asset investments of a description falling to be included under assets item 7 (participating interests) or 8 (shares in group undertakings) in the balance sheet format, or any other holding of securities held as a financial fixed asset.

(3) Provisions for diminution in value must be made in respect of any fixed asset which has diminished in value if the reduction in its value is expected to be permanent (whether its useful economic life is limited or not), and the amount to be included in respect of it must be reduced accordingly.

[[F94](4) Provisions made under this paragraph must be charged to the profit and loss account and disclosed separately in a note to the accounts if they have not been shown separately in the profit and loss account.**]**

Textual Amendments

F94 Sch. 2 para. 25(4) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(3)(a)** (with reg. 3)

26.—(1) Where the reasons for which any provision was made in accordance with paragraph 25 have ceased to apply to any extent, that provision must be written back to the extent that it is no longer necessary.

[[F95](1A) But provision made in accordance with paragraph 25(3) in respect of goodwill must not be written back to any extent.**]**

[[F96](2) Any amounts written back under sub-paragraph (1) must be recognised in the profit and loss account and disclosed separately in a note to the accounts if not shown separately in the profit and loss account.**]**

Textual Amendments

F95 Sch. 2 para. 26(1A) inserted (with effect in accordance with reg. 2(2)(3) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) (No. 2) Regulations 2015 (S.I. 2015/1672), regs. 2(1), **4(4)**

F96 Sch. 2 para. 26(2) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(3)(b)** (with reg. 3)

Intangible assets

[[F97]**27.**—(1) Where this is in accordance with generally accepted accounting principles or practice, development costs may be included under assets item 9 in the balance sheet format.

(2) If any amount is included in a company's balance sheet in respect of development costs, the note on accounting policies (see paragraph 53 of this Schedule) must include the following information—

(a) the period over which the amount of those costs originally capitalised is being or is to be written off, and

(b) the reasons for capitalising the development costs in question.**]**

Textual Amendments

F97 Sch. 2 paras. 27, 28 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(3)(c)** (with reg. 3)

[[F97]28.—(1) Intangible assets must be written off over the useful economic life of the intangible asset.

(2) Where in exceptional cases the useful life of intangible assets cannot be reliably estimated, such assets must be written off over a period chosen by the directors of the company.

(3) The period referred to in sub-paragraph (2) must not exceed ten years.

(4) There must be disclosed in a note to the accounts the period referred to in sub-paragraph (2) and the reasons for choosing that period.**]**

Textual Amendments

F97 Sch. 2 paras. 27, 28 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(3)(c)** (with reg. 3)

Textual Amendments

F97 Sch. 2 paras. 27, 28 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(3)(c)** (with reg. 3)

Treatment of fixed assets

29.—(1) Assets included in assets items 9 (intangible fixed assets) and 10 (tangible fixed assets) in the balance sheet format must be valued as fixed assets.

(2) Other assets falling to be included in the balance sheet must be valued as fixed assets where they are intended for use on a continuing basis in the company's activities.

Financial fixed assets

30.—(1) Debt securities, including fixed-income securities, held as financial fixed assets must be included in the balance sheet at an amount equal to their maturity value plus any premium, or less any discount, on their purchase, subject to the following provisions of this paragraph.

(2) The amount included in the balance sheet with respect to such securities purchased at a premium must be reduced each financial year on a systematic basis so as to write the premium off over the period to the maturity date of the security and the amounts so written off must be charged to the profit and loss account for the relevant financial years.

(3) The amount included in the balance sheet with respect to such securities purchased at a discount must be increased each financial year on a systematic basis so as to extinguish the discount over the period to the maturity date of the security and the amounts by which the amount is increased must be credited to the profit and loss account for the relevant years.

(4) The notes to the accounts must disclose the amount of any unamortized premium or discount not extinguished which is included in the balance sheet by virtue of sub-paragraph (1).

(5) For the purposes of this paragraph “premium” means any excess of the amount paid for a security over its maturity value and “discount” means any deficit of the amount paid for a security over its maturity value.

Current assets

31. The amount to be included in respect of loans and advances, debt or other fixed-income securities and equity shares or other variable yield securities not held as financial fixed assets must be their cost, subject to paragraphs 32 and 33.

32.—(1) If the net realisable value of any asset referred to in paragraph 31 is lower than its cost, the amount to be included in respect of that asset is the net realisable value.

(2) Where the reasons for which any provision for diminution in value was made in accordance with sub-paragraph (1) have ceased to apply to any extent, that provision must be written back to the extent that it is no longer necessary.

33.—(1) Subject to paragraph 32, the amount to be included in the balance sheet in respect of transferable securities not held as financial fixed assets may be the higher of their cost or their market value at the balance sheet date.

(2) The difference between the cost of any securities included in the balance sheet at a valuation under sub-paragraph (1) and their market value must be shown (in aggregate) in the notes to the accounts.

Miscellaneous and supplementary provisions

Excess of money owed over value received as an asset item

34.—(1) Where the amount repayable on any debt owed by a company is greater than the value of the consideration received in the transaction giving rise to the debt, the amount of the difference may be treated as an asset.

(2) Where any such amount is so treated—

(a) it must be written off by reasonable amounts each year and must be completely written off before repayment of the debt, and

(b) if the current amount is not shown as a separate item in the company's balance sheet, it must be disclosed in a note to the accounts.

Determination of cost

35.—(1) The cost of an asset that has been acquired by the company is to be determined by adding to the actual price paid any expenses incidental to its acquisition **[**[F98]and then subtracting any incidental reductions in the cost of acquisition**]**.

(2) The cost of an asset constructed by the company is to be determined by adding to the purchase price of the raw materials and consumables used the amount of the costs incurred by the company which are directly attributable to the construction of that asset.

(3) In addition, there may be included in the cost of an asset constructed by the company—

(a) a reasonable proportion of the costs incurred by the company which are only indirectly attributable to the construction of that asset, but only to the extent that they relate to the period of construction, and

(b) interest on capital borrowed to finance the construction of that asset, to the extent that it accrues in respect of the period of construction,

provided, however, in a case within paragraph (b), that the inclusion of the interest in determining the cost of that asset and the amount of the interest so included is disclosed in a note to the accounts.

Textual Amendments

F98 Words in Sch. 2 para. 35(1) added (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(3)(d)** (with reg. 3)

36.—(1) The cost of any assets which are fungible assets (including investments), may be determined by the application of any of the methods mentioned in sub-paragraph (2) in relation to any such assets of the same class, provided that the method chosen is one which appears to the directors to be appropriate in the circumstances of the company.

(2) Those methods are—

(a) the method known as "first in, first out" (FIFO),

(b) the method known as "last in, first out" (LIFO),

(c) a weighted average price, and

(d) any other method **[**[F99] reflecting generally accepted best practice**]**.

(3) Where in the case of any company—

(a) the cost of assets falling to be included under any item shown in the company's balance sheet has been determined by the application of any method permitted by this paragraph, and

(b) the amount shown in respect of that item differs materially from the relevant alternative amount given below in this paragraph,

the amount of that difference must be disclosed in a note to the accounts.

(4) Subject to sub-paragraph (5), for the purposes of sub-paragraph (3)(b), the relevant alternative amount, in relation to any item shown in a company's balance sheet, is the amount which would have been shown in respect of that item if assets of any class included under that item at an amount determined by any method permitted by this paragraph had instead been included at their replacement cost as at the balance sheet date.

(5) The relevant alternative amount may be determined by reference to the most recent actual purchase price before the balance sheet date of assets of any class included under the item in question instead of by reference to their replacement cost as at that date, but only if the former appears to the directors of the company to constitute the more appropriate standard of comparison in the case of assets of that class.

Textual Amendments

F99 Words in Sch. 2 para. 36(2)(d) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(3)(e)** (with reg. 3)

Textual Amendments

F98 Words in Sch. 2 para. 35(1) added (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(3)(d)** (with reg. 3)

F99 Words in Sch. 2 para. 36(2)(d) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(3)(e)** (with reg. 3)

Substitution of original stated amount where price or cost unknown

37.—(1) This paragraph applies where—

(a) there is no record of the purchase price of any asset acquired by a company or of any price, expenses or costs relevant for determining its cost in accordance with paragraph 35, or

(b) any such record cannot be obtained without unreasonable expense or delay.

(2) In such a case, its cost is to be taken, for the purposes of paragraphs 23 to 33, to be the value ascribed to it in the earliest available record of its value made on or after its acquisition by the company.

SECTION C

ALTERNATIVE ACCOUNTING RULES

Preliminary

38.—(1) The rules set out in Section B are referred to below in this Schedule as the historical cost accounting rules.

(2) Paragraphs 23 to 26 and 30 to 34 are referred to below in this Section as the depreciation rules; and references below in this Schedule to the historical cost accounting rules do not include the depreciation rules as they apply by virtue of paragraph 41.

39. Subject to paragraphs 41 to 43, the amounts to be included in respect of assets of any description mentioned in paragraph 40 may be determined on any basis so mentioned.

Alternative accounting rules

40.—(1) Intangible fixed assets, other than goodwill, may be included at their current cost.

(2) Tangible fixed assets may be included at a market value determined as at the date of their last valuation or at their current cost.

(3) Investments of any description falling to be included under assets items 7 (participating interests) or 8 (shares in group undertakings) of the balance sheet format and any other securities held as financial fixed assets may be included either—

(a) at a market value determined as at the date of their last valuation, or

(b) at a value determined on any basis which appears to the directors to be appropriate in the circumstances of the company.

But in the latter case particulars of the method of valuation adopted and of the reasons for adopting it must be disclosed in a note to the accounts.

[F100](4) . . . . . .

Textual Amendments

F100 Sch. 2 para. 40(4) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(4)(a)** (with reg. 3)

Application of the depreciation rules

41.—(1) Where the value of any asset of a company is determined in accordance with paragraph 40, that value must be, or (as the case may require) be the starting point for determining, the amount to be included in respect of that asset in the company's accounts, instead of its cost or any value previously so determined for that asset. The depreciation rules apply accordingly in relation to any such asset with the substitution for any reference to its cost of a reference to the value most recently determined for that asset in accordance with paragraph 40.

(2) The amount of any provision for depreciation required in the case of any fixed asset by paragraphs 24 to 26 as they apply by virtue of sub-paragraph (1) is referred to below in this paragraph as the adjusted amount, and the amount of any provision which would be required by any of those paragraphs in the case of that asset according to the historical cost accounting rules is referred to as the historical cost amount.

(3) Where sub-paragraph (1) applies in the case of any fixed asset the amount of any provision for depreciation in respect of that asset included in any item shown in the profit and loss account in respect of amounts written off assets of the description in question may be the historical cost amount instead of the adjusted amount, provided that the amount of any difference between the two is shown separately in the profit and loss account or in a note to the accounts.

Additional information to be provided in case of departure from historical cost accounting rules

42.—(1) This paragraph applies where the amounts to be included in respect of assets covered by any items shown in a company's accounts have been determined in accordance with paragraph 40.

(2) The items affected and the basis of valuation adopted in determining the amounts of the assets in question in the case of each such item must be disclosed in **[**[F101]the note on accounting policies (see paragraph 53 of this Schedule)**]**.

[[F102](3) In the case of each balance sheet item affected, the comparable amounts determined according to the historical cost accounting rules must be shown in a note to the accounts.**]**

(4) In sub-paragraph (3), references in relation to any item to the comparable amounts determined as there mentioned are references to—

(a) the aggregate amount which would be required to be shown in respect of that item if the amounts to be included in respect of all the assets covered by that item were determined according to the historical cost accounting rules, and

(b) the aggregate amount of the cumulative provisions for depreciation or diminution in value which would be permitted or required in determining those amounts according to those rules.

Textual Amendments

F101 Words in Sch. 2 para. 42(2) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(4)(b)** (with reg. 3)

F102 Sch. 2 para. 42(3) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(4)(c)** (with reg. 3)

Revaluation reserve

43.—(1) With respect to any determination of the value of an asset of a company in accordance with paragraph 40, the amount of any profit or loss arising from that determination (after allowing, where appropriate, for any provisions for depreciation or diminution in value made otherwise than by reference to the value so determined and any adjustments of any such provisions made in the light of that determination) must be credited or (as the case may be) debited to a separate reserve ("the revaluation reserve").

(2) The amount of the revaluation reserve must be shown in the company's balance sheet under liabilities item 11 in the balance sheet format, [F103]....

(3) An amount may be transferred—

(a) from the revaluation reserve—

(i) to the profit and loss account, if the amount was previously charged to that account or represents realised profit, or

(ii) on capitalisation,

(b) to or from the revaluation reserve in respect of the taxation relating to any profit or loss credited or debited to the reserve.

The revaluation reserve must be reduced to the extent that the amounts transferred to it are no longer necessary for the purposes of the valuation method used.

(4) In sub-paragraph (3)(a)(ii) "capitalisation", in relation to an amount standing to the credit of the revaluation reserve, means applying it in wholly or partly paying up unissued shares in the company to be allotted to members of the company as fully or partly paid shares.

(5) The revaluation reserve must not be reduced except as mentioned in this paragraph.

(6) The treatment for taxation purposes of amounts credited or debited to the revaluation reserve must be disclosed in a note to the accounts.

Textual Amendments

F103 Words in Sch. 2 para. 43(2) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(4)(d)** (with reg. 3)

SECTION D

FAIR VALUE ACCOUNTING

Inclusion of financial instruments at fair value

44.—(1) Subject to sub-paragraphs (2) to (5), financial instruments (including derivatives) may be included at fair value.

(2) Sub-paragraph (1) does not apply to financial instruments that constitute liabilities unless—

(a) they are held as part of a trading portfolio,

(b) they are derivatives, or

(c) they are financial instruments falling within sub-paragraph (4).

(3) Unless they are financial instruments falling within sub-paragraph (4), sub-paragraph (1) does not apply to—

(a) financial instruments (other than derivatives) held to maturity,

(b) loans and receivables originated by the company and not held for trading purposes,

(c) interests in subsidiary undertakings, associated undertakings and joint ventures,

(d) equity instruments issued by the company,

(e) contracts for contingent consideration in a business combination, or

(f) other financial instruments with such special characteristics that the instruments, according to generally accepted accounting principles or practice, should be accounted for differently from other financial instruments.

[[F104](4) Financial instruments which under **[**[F105]UK-adopted international accounting standards**]** may be included in accounts at fair value, may be so included, provided that the disclosures required by such accounting standards are made.**]**

(5) If the fair value of a financial instrument cannot be determined reliably in accordance with paragraph 45, sub-paragraph (1) does not apply to that financial instrument.

(6) In this paragraph—

"associated undertaking" has the meaning given by paragraph 19 of Schedule 6 to these Regulations;

"joint venture" has the meaning given by paragraph 18 of that Schedule.

Textual Amendments

F104 Sch. 2 para. 44(4) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(5)(a)** (with reg. 3)

F105 Words in Sch. 2 para. 44(4) substituted (31.12.2020) by The International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/685), reg. 1(2), **Sch. 1 para. 57(3)(a)** (with reg. 1(3)(4)) (as amended by S.I. 2020/523, regs. 1(2), 22); 2020 c. 1, Sch. 5 para. 1(1)

Determination of fair value

45.—(1) The fair value of a financial instrument is its value determined in accordance with this paragraph.

(2) If a reliable market can readily be identified for the financial instrument, its fair value is determined by reference to its market value.

(3) If a reliable market cannot readily be identified for the financial instrument but can be identified for its components or for a similar instrument, its fair value is determined by reference to the market value of its components or of the similar instrument.

(4) If neither sub-paragraph (2) nor (3) applies, the fair value of the financial instrument is a value resulting from generally accepted valuation models and techniques.

(5) Any valuation models and techniques used for the purposes of sub-paragraph (4) must ensure a reasonable approximation of the market value.

Hedged items

46. A company may include any assets and liabilities, or identified portions of such assets or liabilities, that qualify as hedged items under a fair value hedge accounting system at the amount required under that system.

Other assets that may be included at fair value

[[F106]**47.**—(1) This paragraph applies to—

(a) investment property, and

(b) living animals and plants.

(2) Such investment property and living animals and plants may be included at fair value, provided that, as the case may be, all such investment property or living animals and plants are so included where their fair value can be reliably determined.

(3) In this paragraph, "fair value" means fair value determined in accordance with generally accepted accounting principles or practice.**]**

Textual Amendments

F106 Sch. 2 para. 47 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **32(5)(b)** (with reg. 3)

Accounting for changes in value

48.—(1) This paragraph applies where a financial instrument is valued in accordance with paragraph 44 or 46 or an asset is valued in accordance with paragraph 47.

(2) Notwithstanding paragraph 19 in this Part of this Schedule, and subject to sub-paragraphs (3) and (4), a change in the value of the financial instrument or of the investment property or living animal or plant must be included in the profit and loss account.

(3) Where—

(a) the financial instrument accounted for is a hedging instrument under a hedge accounting system that allows some or all of the change in value not to be shown in the profit and loss account, or

(b) the change in value relates to an exchange difference arising on a monetary item that forms part of a company's net investment in a foreign entity,

the amount of the change in value must be credited to or (as the case may be) debited from a separate reserve ("the fair value reserve").

(4) Where the instrument accounted for—

(a) is an available for sale financial asset, and

(b) is not a derivative,

the change in value may be credited to or (as the case may be) debited from the fair value reserve.

The fair value reserve

49.—(1) The fair value reserve must be adjusted to the extent that the amounts shown in it are no longer necessary for the purposes of paragraph 48(3) or (4).

(2) The treatment for taxation purposes of amounts credited or debited to the fair value reserve must be disclosed in a note to the accounts.

Assets and liabilities denominated in foreign currencies

50.—(1) Subject to the following sub-paragraphs, amounts to be included in respect of assets and liabilities denominated in foreign currencies must be in sterling (or the currency in which the

accounts are drawn up) after translation at an appropriate spot rate of exchange prevailing at the balance sheet date.

(2) An appropriate rate of exchange prevailing on the date of purchase may however be used for assets held as financial fixed assets and assets to be included under assets items 9 (intangible fixed assets) and 10 (tangible fixed assets) in the balance sheet format, if they are not covered or not specifically covered in either the spot or forward currency markets.

(3) An appropriate spot rate of exchange prevailing at the balance sheet date must be used for translating uncompleted spot exchange transactions.

(4) An appropriate forward rate of exchange prevailing at the balance sheet date must be used for translating uncompleted forward exchange transactions.

(5) This paragraph does not apply to any assets or liabilities held, or any transactions entered into, for hedging purposes or to any assets or liabilities which are themselves hedged.

51.—(1) Subject to sub-paragraph (2), any difference between the amount to be included in respect of an asset or liability under paragraph 50 and the book value, after translation into sterling (or the currency in which the accounts are drawn up) at an appropriate rate, of that asset or liability must be credited or, as the case may be, debited to the profit and loss account.

(2) In the case, however, of assets held as financial fixed assets, of assets to be included under assets items 9 (intangible fixed assets) and 10 (tangible fixed assets) in the balance sheet format and of transactions undertaken to cover such assets, any such difference may be deducted from or credited to any non-distributable reserve available for the purpose.

PART 3

NOTES TO THE ACCOUNTS

Preliminary

[[F107]**52.**—(1) Any information required in the case of a company by the following provisions of this Part of this Schedule must be given by way of a note to the accounts.

(2) These notes must be presented in the order in which, where relevant, the items to which they relate are presented in the balance sheet and in the profit and loss account.**]**

Textual Amendments

F107 Sch. 2 para. 52 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **33(2)** (with reg. 3)

General

Disclosure of accounting policies

53. The accounting policies adopted by the company in determining the amounts to be included in respect of items shown in the balance sheet and in determining the profit or loss of the company must be stated (including such policies with respect to the depreciation and diminution in value of assets).

54. It must be stated whether the accounts have been prepared in accordance with applicable accounting standards and particulars of any material departure from those standards and the reasons for it must be given.

Sums denominated in foreign currencies

55. Where any sums originally denominated in foreign currencies have been brought into account under any items shown in the balance sheet format or profit and loss account formats, the basis on which those sums have been translated into sterling (or the currency in which the accounts are drawn up) must be stated.

Reserves and dividends

56. There must be stated—

(a) any amount set aside or proposed to be set aside to, or withdrawn or proposed to be withdrawn from, reserves,

(b) the aggregate amount of dividends paid in the financial year (other than those for which a liability existed at the immediately preceding balance sheet date),

(c) the aggregate amount of dividends that the company is liable to pay at the balance sheet date, and

(d) the aggregate amount of dividends that are proposed before the date of approval of the accounts, and not otherwise disclosed under sub-paragraph (b) or (c).

Information supplementing the balance sheet

57. Paragraphs 58 to 84 require information which either supplements the information given with respect to any particular items shown in the balance sheet or is otherwise relevant to assessing the company's state of affairs in the light of the information so given.

Share capital and debentures

58.—(1) Where shares of more than one class have been allotted, the number and aggregate nominal value of shares of each class allotted must be given.

(2) In the case of any part of the allotted share capital that consists of redeemable shares, the following information must be given—

(a) the earliest and latest dates on which the company has power to redeem those shares,

(b) whether those shares must be redeemed in any event or are liable to be redeemed at the option of the company or of the shareholder, and

(c) whether any (and, if so, what) premium is payable on redemption.

59. If the company has allotted any shares during the financial year, the following information must be given—

(a) the classes of shares allotted, and

(b) as respects each class of shares, the number allotted, their aggregate nominal value and the consideration received by the company for the allotment.

60.—(1) With respect to any contingent right to the allotment of shares in the company the following particulars must be given—

(a) the number, description and amount of the shares in relation to which the right is exercisable,

(b) the period during which it is exercisable, and

(c) the price to be paid for the shares allotted.

(2) In sub-paragraph (1) "contingent right to the allotment of shares" means any option to subscribe for shares and any other right to require the allotment of shares to any person whether arising on the conversion into shares of securities of any other description or otherwise.

61.—(1) If the company has issued any debentures during the financial year to which the accounts relate, the following information must be given—

(a) the classes of debentures issued, and

(b) as respects each class of debentures, the amount issued and the consideration received by the company for the issue.

(2) Where any of the company's debentures are held by a nominee of or trustee for the company, the nominal amount of the debentures and the amount at which they are stated in the accounting records kept by the company in accordance with section 386 of the 2006 Act (duty to keep accounting records) must be stated.

Fixed assets

62.—(1) In respect of any fixed assets of the company included in any assets item in the company's balance sheet the following information must be given by reference to each such item—

(a) the appropriate amounts in respect of those assets included in the item as at the date of the beginning of the financial year and as at the balance sheet date respectively,

(b) the effect on any amount shown included in the item in respect of those assets of—

(i) any determination during that year of the value to be ascribed to any of those assets in accordance with paragraph 40,

(ii) acquisitions during that year of any fixed assets,

(iii) disposals during that year of any fixed assets, and

(iv) any transfers of fixed assets of the company to and from that item during that year.

(2) The reference in sub-paragraph (1)(a) to the appropriate amounts in respect of any fixed assets (included in an assets item) as at any date there mentioned is a reference to amounts representing the aggregate amounts determined, as at that date, in respect of fixed assets falling to be included under the item on either of the following bases—

(a) on the basis of cost (determined in accordance with paragraphs 35 and 36), or

(b) on any basis permitted by paragraph 40,

(leaving out of account in either case any provisions for depreciation or diminution in value).

(3) In addition, in respect of any fixed assets of the company included in any assets item in the company's balance sheet, there must be stated (by reference to each such item)—

(a) the cumulative amount of provisions for depreciation or diminution in value of those assets included under that item as at each date mentioned in sub-paragraph (1)(a),

(b) the amount of any such provisions made in respect of the financial year,

(c) the amount of any adjustments made in respect of any such provisions during that year in consequence of the disposal of any of those assets, and

(d) the amount of any other adjustments made in respect of any such provisions during that year.

(4) The requirements of this paragraph need not be complied with to the extent that a company takes advantage of the option of setting off charges and income afforded by paragraph 8(3) in Part 1 of this Schedule.

63. Where any fixed assets of the company (other than listed investments) are included under any item shown in the company's balance sheet at an amount determined in accordance with paragraph 40, the following information must be given—

(a) the years (so far as they are known to the directors) in which the assets were severally valued and the several values, and

(b) in the case of assets that have been valued during the financial year, the names of the persons who valued them or particulars of their qualifications for doing so and (whichever is stated) the bases of valuation used by them.

64. In relation to any amount which is included under assets item 10 in the balance sheet format (tangible fixed assets) with respect to land and buildings there must be stated—

(a) how much of that amount is ascribable to land of freehold tenure and how much to land of leasehold tenure, and

(b) how much of the amount ascribable to land of leasehold tenure is ascribable to land held on long lease and how much to land held on short lease.

65. There must be disclosed separately the amount of—

(a) any participating interests, and

(b) any shares in group undertakings that are held in credit institutions.

Information about fair value of assets and liabilities

[[F108]66.—(1) This paragraph applies where financial instruments or other assets have been valued in accordance with, as appropriate, paragraph 44, 46 or 47.

(2) There must be stated—

(a) the significant assumptions underlying the valuation models and techniques used to determine the fair value of the financial instruments or other assets,

(b) for each category of financial instrument or other asset, the fair value of the assets in that category and the changes in value—

(i) included directly in the profit and loss account, or

(ii) credited to or (as the case may be) debited from the fair value reserve,

in respect of those assets, and

(c) for each class of derivatives, the extent and nature of the instruments, including significant terms and conditions that may affect the amount, timing and certainty of future cash flows.

(3) Where any amount is transferred to or from the fair value reserve during the financial year, there must be stated in tabular form—

(a) the amount of the reserve as at the date of the beginning of the financial year and as at the balance sheet date respectively,

(b) the amount transferred to or from the reserve during the year, and

(c) the source and application respectively of the amounts so transferred.**]**

Textual Amendments

F108 Sch. 2 para. 66 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **33(3)** (with reg. 3)

67. Where the company has derivatives that it has not included at fair value, there must be stated for each class of such derivatives—

(a) the fair value of the derivatives in that class, if such a value can be determined in accordance with paragraph 45, and

(b) the extent and nature of the derivatives.

68.—(1) This paragraph applies if—

(a) the company has financial fixed assets that could be included at fair value by virtue of paragraph 44,

(b) the amount at which those items are included under any item in the company's accounts is in excess of their fair value, and

(c) the company has not made provision for diminution in value of those assets in accordance with paragraph 25(1) in Part 2 of this Schedule.

(2) There must be stated—

(a) the amount at which either the individual assets or appropriate groupings of those individual assets are included in the company's accounts,

(b) the fair value of those assets or groupings, and

(c) the reasons for not making a provision for diminution in value of those assets, including the nature of the evidence that provides the basis for the belief that the amount at which they are stated in the accounts will be recovered.

Information where investment property and living animals and plants included at fair value

69.—(1) This paragraph applies where the amounts to be included in a company's accounts in respect of investment property or living animals and plants have been determined in accordance with paragraph 47.

(2) The balance sheet items affected and the basis of valuation adopted in determining the amounts of the assets in question in the case of each such item must be disclosed in a note to the accounts.

(3) In the case of investment property, for each balance sheet item affected there must be shown, either separately in the balance sheet or in a note to the accounts—

(a) the comparable amounts determined according to the historical cost accounting rules, or

(b) the differences between those amounts and the corresponding amounts actually shown in the balance sheet in respect of that item.

(4) In sub-paragraph (3), references in relation to any item to the comparable amounts determined in accordance with that sub-paragraph are to—

(a) the aggregate amount which would be required to be shown in respect of that item if the amounts to be included in respect of all the assets covered by that item were determined according to the historical cost accounting rules, and

(b) the aggregate amount of the cumulative provisions for depreciation or diminution in value which would be permitted or required in determining those amounts according to those rules.

Reserves and provisions

70.—(1) This paragraph applies where any amount is transferred—

(a) to or from any reserves, or

(b) to any provision for liabilities, or

(c) from any provision for liabilities otherwise than for the purpose for which the provision was established,

and the reserves or provisions are or would but for paragraph 5(1) in Part 1 of this Schedule be shown as separate items in the company's balance sheet.

(2) The following information must be given in respect of the aggregate of reserves or provisions included in the same item **[**[F109]in tabular form**]**—

(a) the amount of the reserves or provisions as at the date of the beginning of the financial year and as at the balance sheet date respectively,

(b) any amounts transferred to or from the reserves or provisions during that year, and

(c) the source and application respectively of any amounts so transferred.

(3) Particulars must be given of each provision included in liabilities item 6.(c) (other provisions) in the company's balance sheet in any case where the amount of that provision is material.

Textual Amendments

F109 Words in Sch. 2 para. 70(2) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **33(4)** (with reg. 3)

Provision for taxation

71. The amount of any provision for deferred taxation must be stated separately from the amount of any provision for other taxation.

Maturity analysis

72.—(1) A company must disclose separately for each of assets items 3.(b) and 4 and liabilities items 1.(b), 2.(b) and 3.(b) the aggregate amount of the loans and advances and liabilities included in those items broken down into the following categories—

(a) those repayable in not more than three months,

(b) those repayable in more than three months but not more than one year,

(c) those repayable in more than one year but not more than five years,

(d) those repayable in more than five years,

from the balance sheet date.

(2) A company must also disclose the aggregate amounts of all loans and advances falling within assets item 4 (loans and advances to customers) which are—

(a) repayable on demand, or

(b) are for an indeterminate period, being repayable upon short notice.

(3) For the purposes of sub-paragraph (1), where a loan or advance or liability is repayable by instalments, each such instalment is to be treated as a separate loan or advance or liability.

Debt and other fixed-income securities

73. A company must disclose the amount of debt and fixed-income securities included in assets item 5 (debt securities [and other fixed-income securities]) and the amount of such securities included in liabilities item 3.(a) (bonds and medium term notes) that (in each case) will become due within one year of the balance sheet date.

Subordinated liabilities

74.—(1) The following information must be disclosed in relation to any borrowing included in liabilities item 7 (subordinated liabilities) that exceeds 10 % of the total for that item—

(a) its amount,

(b) the currency in which it is denominated,

(c) the rate of interest and the maturity date (or the fact that it is perpetual),

(d) the circumstances in which early repayment may be demanded,

(e) the terms of the subordination, and

(f) the existence of any provisions whereby it may be converted into capital or some other form of liability and the terms of any such provisions.

(2) The general terms of any other borrowings included in liabilities item 7 must also be stated.

Fixed cumulative dividends

75. If any fixed cumulative dividends on the company's shares are in arrear, there must be stated—

(a) the amount of the arrears, and

(b) the period for which the dividends or, if there is more than one class, each class of them are in arrear.

Details of assets charged

76.—(1) There must be disclosed, in relation to each liabilities and memorandum item of the balance sheet format—

(a) the aggregate amount of any assets of the company which have been charged to secure any liability or potential liability included under that item,

(b) the aggregate amount of the liabilities or potential liabilities so secured, and

(c) an indication of the nature of the security given.

(2) Particulars must also be given of any other charge on the assets of the company to secure the liabilities of any other person, including, where practicable, the amount secured.

Guarantees and other financial commitments

[[F110]77.—(1) Particulars and the total amount of any financial commitments, guarantees and contingencies that are not included in the balance sheet must be disclosed.

(2) An indication of the nature and form of any valuable security given by the company in respect of commitments, guarantees and contingencies within sub-paragraph (1) must be given.

(3) The total amount of any commitments within sub-paragraph (1) concerning pensions must be separately disclosed.

(4) Particulars must be given of pension commitments which are included in the balance sheet.

(5) Where any commitment within sub-paragraph (3) or (4) relates wholly or partly to pensions payable to past directors of the company separate particulars must be given of that commitment.

(6) The total amount of any commitments, guarantees and contingencies within sub-paragraph (1) which are undertaken on behalf of or for the benefit of—

(a) any parent undertaking or fellow subsidiary undertaking of the company,

(b) any subsidiary undertaking of the company, or

(c) any undertaking in which the company has a participating interest

must be separately stated and those within each of paragraphs (a), (b) and (c) must also be stated separately from those within any other of those paragraphs.

(7) There must be disclosed the nature and amount of any contingent liabilities and commitments included in Memorandum items 1 and 2 which are material in relation to the company's activities **]**

Textual Amendments

F110 Sch. 2 para. 77 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **33(5)** (with reg. 3)

Memorandum items: Group undertakings

78.—(1) With respect to contingent liabilities required to be included under Memorandum item 1 in the balance sheet format, there must be stated in a note to the accounts the amount of such contingent liabilities incurred on behalf of or for the benefit of—

(a) any parent undertaking or fellow subsidiary undertaking, or

(b) any subsidiary undertaking,

of the company; in addition the amount incurred in respect of the undertakings referred to in paragraph (a) must be stated separately from the amount incurred in respect in respect of the undertakings referred to in paragraph (b).

(2) With respect to commitments required to be included under Memorandum item 2 in the balance sheet format, there must be stated in a note to the accounts the amount of such commitments undertaken on behalf of or for the benefit of—

(a) any parent undertaking or fellow subsidiary undertaking, or

(b) any subsidiary undertaking,

of the company; in addition the amount incurred in respect of the undertakings referred to in paragraph (a) must be stated separately from the amount incurred in respect of the undertakings referred to in paragraph (b).

Transferable securities

79.—(1) There must be disclosed for each of assets items 5 to 8 in the balance sheet format the amount of transferable securities included under those items that are listed and the amount of those that are unlisted.

(2) In the case of each amount shown in respect of listed securities under sub-paragraph (1), there must also be disclosed the aggregate market value of those securities, if different from the amount shown.

(3) There must also be disclosed for each of assets items 5 and 6 the amount of transferable securities included under those items that are held as financial fixed assets and the amount of those that are not so held, together with the criterion used by the directors to distinguish those held as financial fixed assets.

Leasing transactions

80. The aggregate amount of all property (other than land) leased by the company to other persons must be disclosed, broken down so as to show the aggregate amount included in each relevant balance sheet item.

Assets and liabilities denominated in a currency other than sterling (or the currency in which the accounts are drawn up)

81.—(1) The aggregate amount, in sterling (or the currency in which the accounts are drawn up), of all assets denominated in a currency other than sterling (or the currency used) together with the aggregate amount, in sterling (or the currency used), of all liabilities so denominated, is to be disclosed.

(2) For the purposes of this paragraph an appropriate rate of exchange prevailing at the balance sheet date must be used to determine the amounts concerned.

Sundry assets and liabilities

82. Where any amount shown under either of the following items is material, particulars must be given of each type of asset or liability included in that item, including an explanation of the nature of the asset or liability and the amount included with respect to assets or liabilities of that type—

(a) assets item 13 (other assets),

(b) liabilities item 4 (other liabilities).

Unmatured forward transactions

83.—(1) The following must be disclosed with respect to unmatured forward transactions outstanding at the balance sheet date—

(a) the categories of such transactions, by reference to an appropriate system of classification,

(b) whether, in the case of each such category, they have been made, to any material extent, for the purpose of hedging the effects of fluctuations in interest rates, exchange rates and market prices or whether they have been made, to any material extent, for dealing purposes.

(2) Transactions falling within sub-paragraph (1) must include all those in relation to which income or expenditure is to be included in—

(a) format 1, item 6 or format 2, items B4 or A3 (dealing [profits][losses]),

(b) format 1, items 1 or 2, or format 2, items B1 or A1, by virtue of notes (1)(b) and (2)(b) to the profit and loss account formats (forward contracts, spread over the actual duration of the contract and similar in nature to interest).

Miscellaneous matters

84.—(1) Particulars must be given of any case where the cost of any asset is for the first time determined under paragraph 37 in Part 2 of this Schedule.

(2) Where any outstanding loans made under the authority of section 682(2)(b), (c) or (d) of the 2006 Act (various cases of financial assistance by a company for purchase of its own shares) are included under any item shown in the company's balance sheet, the aggregate amount of those loans must be disclosed for each item in question.

Information supplementing the profit and loss account

85. Paragraphs 86 to 91 require information which either supplements the information given with respect to any particular items shown in the profit and loss account or otherwise provides particulars of income or expenditure of the company or of circumstances affecting the items shown in the profit and loss account (see regulation 5(2) for exemption for companies falling within section 408 of the 2006 Act (individual profit and loss account where group accounts prepared)).

Particulars of tax

86.—(1) Particulars must be given of any special circumstances which affect liability in respect of taxation of profits, income or capital gains for the financial year or liability in respect of taxation of profits, income or capital gains for succeeding financial years.

(2) The following amounts must be stated—

(a) the amount of the charge for United Kingdom corporation tax,

(b) if that amount would have been greater but for relief from double taxation, the amount which it would have been but for such relief,

(c) the amount of the charge for United Kingdom income tax, and

(d) the amount of the charge for taxation imposed outside the United Kingdom of profits, income and (so far as charged to revenue) capital gains.

These amounts must be stated separately in respect of each of the amounts which is shown under the following items in the profit and loss account, that is to say format 1 item 16, format 2 item A10 (tax on [profit][loss] on ordinary activities) and format 1 item 21, format 2 item A13 (tax on extraordinary [profit][loss]).

Particulars of income

87.—(1) A company must disclose, with respect to income included in the following items in the profit and loss account formats, the amount of that income attributable to each of the geographical markets in which the company has operated during the financial year—

(a) format 1 item 1, format 2 item B1 (interest receivable),

(b) format 1 item 3, format 2 item B2 (dividend income),

(c) format 1 item 4, format 2 item B3 (fees and commissions receivable),

(d) format 1 item 6, format 2 item B4 (dealing profits), and

(e) format 1 item 7, format 2 item B7 (other operating income).

(2) In analysing for the purposes of this paragraph the source of any income, the directors must have regard to the manner in which the company's activities are organised.

(3) For the purposes of this paragraph, markets which do not differ substantially from each other shall be treated as one market.

(4) Where in the opinion of the directors the disclosure of any information required by this paragraph would be seriously prejudicial to the interests of the company, that information need not be disclosed, but the fact that any such information has not been disclosed must be stated.

Management and agency services

88. A company providing any management and agency services to customers must disclose that fact, if the scale of such services provided is material in the context of its business as a whole.

Subordinated liabilities

89. Any amounts charged to the profit and loss account representing charges incurred during the year with respect to subordinated liabilities must be disclosed.

Sundry income and charges

90. Where any amount to be included in any of the following items is material, particulars must be given of each individual component of the figure, including an explanation of their nature and amount—

(a) in format 1—

(i) items 7 and 10 (other operating income and charges),

(ii) items 18 and 19 (extraordinary income and charges);

(b) in format 2—

(i) items A6 and B7 (other operating charges and income),

(ii) items A12 and B10 (extraordinary charges and income).

Miscellaneous matters

91.—(1) Where any amount relating to any preceding financial year is included in any item in the profit and loss account, the effect must be stated.

[[F111](2) The amount, nature and effect of any individual items of income or expenditure which are of exceptional size or incidence must be stated.**]**

Textual Amendments

F111 Sch. 2 para. 91(2) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **33(6)** (with reg. 3)

Related party transactions

92.—(1) Particulars may be given of transactions which the company has entered into with related parties, and must be given if such transactions are material and have not been concluded under normal market conditions.

(2) The particulars of transactions required to be disclosed by sub-paragraph (1) must include—

(a) the amount of such transactions,

(b) the nature of the related party relationship, and

(c) other information about the transactions necessary for an understanding of the financial position of the company.

(3) Information about individual transactions may be aggregated according to their nature, except where separate information is necessary for an understanding of the effects of related party transactions on the financial position of the company.

(4) Particulars need not be given of transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is a party to the transaction is wholly-owned by such a member.

(5) In this paragraph, "related party" has the same meaning as in **[**[F112]UK-adopted international accounting standards**]**.

Textual Amendments

F112 Words in Sch. 2 para. 92(5) substituted (31.12.2020) by The International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/685), reg. 1(2), **Sch. 1 para. 57(3)(b)** (with reg. 1(3)(4)) (as amended by S.I. 2020/523, regs. 1(2), 22); 2020 c. 1, Sch. 5 para. 1(1)

[[F113]**Post balance sheet events**

92A. The nature and financial effect of material events arising after the balance sheet date which are not reflected in the profit and loss account of balance sheet must be stated.**]**

Textual Amendments

F113 Sch. 2 paras. 92A, 92B inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **33(7)** (with reg. 3)

[[F113]**Appropriations**

92B. Particulars must be given of the proposed appropriation of profit or treatment of loss or, where applicable, particulars of the actual appropriation of the profits or treatment of the losses.**]**

Textual Amendments

F113 Sch. 2 paras. 92A, 92B inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **33(7)** (with reg. 3)

PART 4

INTERPRETATION OF THIS SCHEDULE

Definitions for this Schedule

93. The following definitions apply for the purposes of this Schedule.

Financial fixed assets

94. "Financial fixed assets" means loans and advances and securities held as fixed assets; participating interests and shareholdings in group undertakings are to be regarded as financial fixed assets.

Financial instruments

95. For the purposes of this Schedule, references to "derivatives" include commodity-based contracts that give either contracting party the right to settle in cash or in some other financial instrument, except when such contracts—

(a) were entered into for the purpose of, and continue to meet, the company's expected purchase, sale or usage requirements,

(b) were designated for such purpose at their inception, and

(c) are expected to be settled by delivery of the commodity.

96.—(1) The expressions listed in sub-paragraph (2) have the same meaning in paragraphs 44 to 49, 66 to 68 and 95 of this Schedule as they have in Council Directives **[**[F114]2013/34/EU on the annual financial statements etc of certain types of undertaking**]** and 86/635/EEC on the annual accounts and consolidated accounts of banks and other financial institutions [M8].

(2) Those expressions are "available for sale financial asset", "business combination", "commodity-based contracts", "derivative", "equity instrument", "exchange difference", "fair value hedge accounting system", "financial fixed asset", "financial instrument", "foreign entity", "hedge accounting", "hedge accounting system", "hedged items", "hedging instrument", "held for trading purposes", "held to maturity", "monetary item", "receivables", "reliable market" and "trading portfolio".

Textual Amendments

F114 Words in Sch. 2 Pt. 3 para. 96(1) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **33(8)** (with reg. 3)

Marginal Citations

M8 O.J. No. L372 of 31stDecember 1986, page 1,as amended in particular by Directives 2001/65/EEC, 2003/51/EEC and 2006/46/EEC of the European Parliament and of the Council (O.J. L238 of 27.12.2001, page 28, O.J. L178 of 17.7.2003, page 16 and O.J. L224 of 16.8.2006, page 1).

Repayable on demand

97. "Repayable on demand", in connection with deposits, loans or advances, means that they can at any time be withdrawn or demanded without notice or that a maturity or period of notice of not more than 24 hours or one working day has been agreed for them.

Sale and repurchase transaction

98.—(1) "Sale and repurchase transaction" means a transaction which involves the transfer by a credit institution or customer ("the transferor") to another credit institution or customer ("the transferee") of assets subject to an agreement that the same assets, or (in the case of fungible assets) equivalent assets, will subsequently be transferred back to the transferor at a specified price on a date specified or to be specified by the transferor.

(2) The following are not to be regarded as sale and repurchase transactions for the purposes of sub-paragraph (1)—

(a) forward exchange transactions,

(b) options,

(c) transactions involving the issue of debt securities with a commitment to repurchase all or part of the issue before maturity, or

(d) any similar transactions.

Sale and option to resell transaction

99. "Sale and option to resell transaction" means a transaction which involves the transfer by a credit institution or customer ("the transferor") to another credit institution or customer ("the transferee") of assets subject to an agreement that the transferee is entitled to require the subsequent transfer of the same assets, or (in the case of fungible assets) equivalent assets, back to the transferor at the purchase price or another price agreed in advance on a date specified or to be specified.

SCHEDULE 3 Regulation 6(1)

INSURANCE COMPANIES: COMPANIES ACT INDIVIDUAL ACCOUNTS

PART 1

GENERAL RULES AND FORMATS

SECTION A

GENERAL RULES

1.—(1) Subject to the following provisions of this Schedule—

(a) every balance sheet of a company must show the items listed in the balance sheet format in Section B of this Part, and

(b) every profit and loss account must show the items listed in the profit and loss account format in Section B.

(2) References in this Schedule to the items listed in any of the formats in Section B are to those items read together with any of the notes following the formats which apply to those items.

(3) The items must be shown in the order and under the headings and sub-headings given in the particular format, but—

(a) the notes to the formats may permit alternative positions for any particular items, and

(b) the heading or sub-heading for any item does not have to be distinguished by any letter or number assigned to that item in the format used.

2.—(1) Any item required to be shown in a company's balance sheet or profit and loss account may be shown in greater detail than required by the particular format.

(2) The balance sheet or profit and loss account may include an item representing or covering the amount of any asset or liability, income or expenditure not specifically covered by any of the items listed in the formats set out in Section B, save that none of the following may be treated as assets in any balance sheet—

(a) preliminary expenses,

(b) expenses of, and commission on, any issue of shares or debentures, and

(c) costs of research.

3.—(1) The directors may combine items to which Arabic numbers are given in the balance sheet format set out in Section B (except for items concerning technical provisions and the reinsurers' share of technical provisions), and items to which lower case letters in parentheses are given in the profit and loss account format so set out (except for items within items I.1 and 4 and II.1, 5 and 6) if—

(a) their individual amounts are not material for the purpose of giving a true and fair view, or

(b) the combination facilitates the assessment of the state of affairs or profit or loss of the company for the financial year in question.

(2) Where sub-paragraph (1)(b) applies—

(a) the individual amounts of any items which have been combined must be disclosed in a note to the accounts, and

(b) any notes required by this Schedule to the items so combined must, notwithstanding the combination, be given.

4.—(1) Subject to sub-paragraph (2), the directors must not include a heading or sub-heading corresponding to an item in the balance sheet or profit and loss account format used if there is no amount to be shown for that item for the financial year to which the balance sheet or profit and loss account relates.

(2) Where an amount can be shown for the item in question for the immediately preceding financial year that amount must be shown under the heading or sub-heading required by the format for that item.

5.—(1) For every item shown in the balance sheet or profit and loss account the corresponding amount for the immediately preceding financial year must also be shown.

(2) Where that corresponding amount is not comparable with the amount to be shown for the item in question in respect of the financial year to which the balance sheet or profit and loss account relates, the former amount may be adjusted, and particulars of the non-comparability and of any adjustment must be disclosed in a note to the accounts.

6. Subject to the provisions of this Schedule, amounts in respect of items representing assets or income may not be set off against amounts in respect of items representing liabilities or expenditure (as the case may be), or vice versa.

7.—(1) The provisions of this Schedule which relate to long-term business apply, with necessary modifications, to business which consists of effecting or carrying out relevant contracts of general insurance which—

(a) is transacted exclusively or principally according to the technical principles of long-term business, and

(b) is a significant amount of the business of the company.

(2) For the purposes of paragraph (1), a contract of general insurance is a relevant contract if the risk insured against relates to—

(a) accident, or

(b) sickness.

(3) Sub-paragraph (2) must be read with—

(a) section 22 of the Financial Services and Markets Act 2000 [M9],

(b) the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 [M10], and

(c) Schedule 2 to that Act.

Marginal Citations

M9 2000 c.8.

M10 S.I. 2001/544, as amended by S.I. 2001/3544, **S.I**. 2002/682, S.I. 2002/1310, **S.I**. 2002/1776, S.I. 2002/1777, **S.I**. 2003/1475, S.I. 2003/1476, **S.I**. 2003/2822, S.I. 2004/1610, **S.I**. 2004/2737, S.I. 2004/3379, **S.I**. 2005/593, S.I. 2005/1518, **S.I**. 2005/2114 and S.I. 2006/1969.

8. The company's directors must, in determining how amounts are presented within items in the profit and loss account and balance sheet, have regard to the substance of the reported transaction or arrangement, in accordance with generally accepted accounting principles or practice.

[[F115]8A. Where an asset or liability relates to more than one item in the balance sheet, the relationship of such asset or liability to the relevant items must be disclosed either under those items or in the notes to the accounts.**]**

Textual Amendments

F115 Sch. 3 Pt. 1 para. 8A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **34(2)** (with reg. 3)

SECTION B

THE REQUIRED FORMATS[M11]

Marginal Citations

M11 A number in brackets following any item is a reference to the note of that number in the notes following the formats.

Preliminary

9.—(1) Where in respect of any item to which an Arabic number is assigned in the balance sheet or profit and loss account format, the gross amount and reinsurance amount or reinsurers' share are required to be shown, a sub-total of those amounts must also be given.

(2) Where in respect of any item to which an Arabic number is assigned in the profit and loss account format, separate items are required to be shown, then a separate sub-total of those items must also be given in addition to any sub-total required by sub-paragraph (1).

10.—(1) In the profit and loss account format set out below—

(a) the heading "Technical account — General business" is for business which consists of effecting or carrying out contracts of general business; and

(b) the heading "Technical account — Long-term business" is for business which consists of effecting or carrying out contracts of long-term insurance.

(2) In sub-paragraph (1), references to—

(a) contracts of general or long-term insurance, and

(b) the effecting or carrying out of such contracts,

must be read with section 22 of the Financial Services and Markets Act 2000, the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001, and Schedule 2 to that Act.

Balance sheet format

ASSETS

(A) Called up share capital not paid *(1)*

(B) Intangible assets

(1) Development costs

(2) Concessions, patents, licences, trade marks and similar rights and assets *(2)*

(3) Goodwill *(3)*

(4) Payments on account

(C) Investments

(I) Land and buildings *(4)*

(II) Investments in group undertakings and participating interests

(1) Shares in group undertakings

(2) Debt securities issued by, and loans to, group undertakings

(3) Participating interests

(4) Debt securities issued by, and loans to, undertakings in which the company has a participating interest

(III) Other financial investments

(1) Shares and other variable-yield securities and units in unit trusts

(2) Debt securities and other fixed-income securities *(5)*

(3) Participation in investment pools *(6)*

(4) Loans secured by mortgages *(7)*

(5) Other loans *(7)*

(6) Deposits with credit institutions *(8)*

(7) Other *(9)*

(IV) Deposits with ceding undertakings *(10)*

(D) Assets held to cover linked liabilities *(11)*

(Da) Reinsurers' share of technical provisions *(12)*

(1) Provision for unearned premiums

(2) Long-term business provision

(3) Claims outstanding

(4) Provisions for bonuses and rebates

(5) Other technical provisions

(6) Technical provisions for unit-linked liabilities

(E) Debtors *(13)*

(I) Debtors arising out of direct insurance operations

(1) Policyholders

(2) Intermediaries

(II) Debtors arising out of reinsurance operations

(III) Other debtors

(IV) Called up share capital not paid *(1)*

(F) Other assets

(I) Tangible assets

(1) Plant and machinery

(2) Fixtures, fittings, tools and equipment

(3) Payments on account (other than deposits paid on land and buildings) and assets (other than buildings) in course of construction

(II) Stocks

(1) Raw materials and consumables

(2) Work in progress

(3) Finished goods and goods for resale

(4) Payments on account

(III) Cash at bank and in hand

(IV) Own shares *(14)*

(V) Other *(15)*

(G) Prepayments and accrued income

(I) Accrued interest and rent *(16)*

(II) Deferred acquisition costs *(17)*

(III) Other prepayments and accrued income

LIABILITIES

(A) Capital and reserves

(I) Called up share capital or equivalent funds

(II) Share premium account

(III) Revaluation reserve

(IV) Reserves

(1) Capital redemption reserve

(2) Reserve for own shares

(3) Reserves provided for by the articles of association

(4) Other reserves

(V) Profit and loss account

(B) Subordinated liabilities *(18)*

(Ba) Fund for future appropriations *(19)*

(C) Technical provisions

(1) Provision for unearned premiums *(20)*

(a) gross amount

(b) reinsurance amount *(12)*

(2) Long-term business provision *(20) (21) (26)*

(a) gross amount

(b) reinsurance amount *(12)*

(3) Claims outstanding *(22)*

(a) gross amount

(b) reinsurance amount *(12)*

(4) Provision for bonuses and rebates *(23)*

(a) gross amount

(b) reinsurance amount *(12)*

(5) Equalisation provision *(24)*

(6) Other technical provisions *(25)*

(a) gross amount

(b) reinsurance amount *(12)*

(D) Technical provisions for linked liabilities *(26)*

(a) gross amount

(b) reinsurance amount *(12)*

(E) Provisions for other risks

(1) Provisions for pensions and similar obligations

(2) Provisions for taxation

(3) Other provisions

(F) Deposits received from reinsurers *(27)*

(G) Creditors *(28)*

(I) Creditors arising out of direct insurance operations

(II) Creditors arising out of reinsurance operations

(III) Debenture loans *(29)*

(IV) Amounts owed to credit institutions

(V) Other creditors including taxation and social security

(H) Accruals and deferred income

Notes on the balance sheet format

.—(1) *Called up share capital not paid*

(Assets items A and E.IV.)

This item may be shown in either of the positions given in the format.

(2) *Concessions, patents, licences, trade marks and similar rights and assets*

(Assets item B.2.)

Amounts in respect of assets are only to be included in a company's balance sheet under this item if either—

(a) the assets were acquired for valuable consideration and are not required to be shown under goodwill, or

(b) the assets in question were created by the company itself.

(3) *Goodwill*

(Assets item B.3.)

Amounts representing goodwill are only to be included to the extent that the goodwill was acquired for valuable consideration.

(4) *Land and buildings*

(Assets item C.I.)

The amount of any land and buildings occupied by the company for its own activities must be shown separately in the notes to the accounts.

(5) *Debt securities and other fixed-income securities*

(Assets item C.III.2.)

This item is to comprise transferable debt securities and any other transferable fixed-income securities issued by credit institutions, other undertakings or public bodies, in so far as they are not covered by assets item C.II.2 or C.II.4.

Securities bearing interest rates that vary in accordance with specific factors, for example the interest rate on the inter-bank market or on the Euromarket, are also to be regarded as debt securities and other fixed-income securities and so be included under this item.

(6) *Participation in investment pools*

(Assets item C.III.3.)

This item is to comprise shares held by the company in joint investments constituted by several undertakings or pension funds, the management of which has been entrusted to one of those undertakings or to one of those pension funds.

(7) *Loans secured by mortgages and other loans*

(Assets items C.III.4 and C.III.5.)

Loans to policyholders for which the policy is the main security are to be included under “Other loans” and their amount must be disclosed in the notes to the accounts. Loans secured by mortgage are to be shown as such even where they are also secured by insurance policies. Where the amount of “Other loans” not secured by policies is material, an appropriate breakdown must be given in the notes to the accounts.

(8) *Deposits with credit institutions*

(Assets item C.III.6.)

This item is to comprise sums the withdrawal of which is subject to a time restriction. Sums deposited with no such restriction must be shown under assets item F.III even if they bear interest.

(9) *Other*

(Assets item C.III.7.)

This item is to comprise those investments which are not covered by assets items C.III.1 to 6. Where the amount of such investments is significant, they must be disclosed in the notes to the accounts.

(10) *Deposits with ceding undertakings*

(Assets item C.IV.)

Where the company accepts reinsurance this item is to comprise amounts, owed by the ceding undertakings and corresponding to guarantees, which are deposited with those ceding undertakings or with third parties or which are retained by those undertakings.

These amounts may not be combined with other amounts owed by the ceding insurer to the reinsurer or set off against amounts owed by the reinsurer to the ceding insurer.

Securities deposited with ceding undertakings or third parties which remain the property of the company must be entered in the company's accounts as an investment, under the appropriate item.

(11) *Assets held to cover linked liabilities*

(Assets item D.)

In respect of long-term business, this item is to comprise investments made pursuant to long- term policies under which the benefits payable to the policyholder are wholly or partly to be determined by reference to the value of, or the income from, property of any description (whether or not specified in the contract) or by reference to fluctuations in, or in an index of, the value of property of any description (whether or not so specified).

This item is also to comprise investments which are held on behalf of the members of a tontine and are intended for distribution among them.

(12) *Reinsurance amounts*

(Assets item Da: liabilities items C.1.(b), 2.(b), 3.(b), 4.(b) and 6.(b) and D.(b).)

The reinsurance amounts may be shown either under assets item Da or under liabilities items C.1.(b), 2.(b), 3.(b), 4.(b) and 6.(b) and D.(b).

The reinsurance amounts are to comprise the actual or estimated amounts which, under contractual reinsurance arrangements, are deducted from the gross amounts of technical provisions.

As regards the provision for unearned premiums, the reinsurance amounts must be calculated according to the methods referred to in paragraph 50 below or in accordance with the terms of the reinsurance policy.

(13) *Debtors*

(Assets item E.)

Amounts owed by group undertakings and undertakings in which the company has a participating interest must be shown separately as sub-items of assets items E.I, II and III.

(14) *Own shares*

(Assets item F.IV.)

The nominal value of the shares must be shown separately under this item.

(15) *Other*

(Assets item F.V.)

This item is to comprise those assets which are not covered by assets items F.I to IV. Where such assets are material they must be disclosed in the notes to the accounts.

(16) *Accrued interest and rent*

(Assets item G.I.)

This item is to comprise those items that represent interest and rent that have been earned up to the balance-sheet date but have not yet become receivable.

(17) *Deferred acquisition costs*

(Assets item G.II.)

This item is to comprise the costs of acquiring insurance policies which are incurred during a financial year but relate to a subsequent financial year ("deferred acquisition costs"), except in so far as—

(a) allowance has been made in the computation of the long-term business provision made under paragraph 52 below and shown under liabilities item C2 or D in the balance sheet, for—

(i) the explicit recognition of such costs, or

(ii) the implicit recognition of such costs by virtue of the anticipation of future income from which such costs may prudently be expected to be recovered, or

(b) allowance has been made for such costs in respect of general business policies by a deduction from the provision for unearned premiums made under paragraph 50 below and shown under liabilities item C.I in the balance sheet.

Deferred acquisition costs arising in general business must be distinguished from those arising in long-term business.

In the case of general business, the amount of any deferred acquisition costs must be established on a basis compatible with that used for unearned premiums.

There must be disclosed in the notes to the accounts—

(c) how the deferral of acquisition costs has been treated (unless otherwise expressly stated in the accounts), and

(d) where such costs are included as a deduction from the provisions at liabilities item C.I, the amount of such deduction, or

(e) where the actuarial method used in the calculation of the provisions at liabilities item C.2 or D has made allowance for the explicit recognition of such costs, the amount of the costs so recognised.

(18) *Subordinated liabilities*

(Liabilities item B.)

This item is to comprise all liabilities in respect of which there is a contractual obligation that, in the event of winding up or of bankruptcy, they are to be repaid only after the claims of all other creditors have been met (whether or not they are represented by certificates).

(19) *Fund for future appropriations*

(Liabilities item Ba.)

This item is to comprise all funds the allocation of which either to policyholders or to shareholders has not been determined by the end of the financial year.

Transfers to and from this item must be shown in item II.12a in the profit and loss account.

(20) *Provision for unearned premiums*

(Liabilities item C.1.)

In the case of long-term business the provision for unearned premiums may be included in liabilities item C.2 rather than in this item.

The provision for unearned premiums is to comprise the amount representing that part of gross premiums written which is estimated to be earned in the following financial year or to subsequent financial years.

(21) *Long-term business provision*

(Liabilities item C.2.)

This item is to comprise the actuarially estimated value of the company's liabilities (excluding technical provisions included in liabilities item D), including bonuses already declared and after deducting the actuarial value of future premiums.

This item is also to comprise claims incurred but not reported, plus the estimated costs of settling such claims.

(22) *Claims outstanding*

(Liabilities item C.3.)

This item is to comprise the total estimated ultimate cost to the company of settling all claims arising from events which have occurred up to the end of the financial year (including, in the case of general business, claims incurred but not reported) less amounts already paid in respect of such claims.

(23) *Provision for bonuses and rebates*

(Liabilities item C.4.)

This item is to comprise amounts intended for policyholders or contract beneficiaries by way of bonuses and rebates as defined in Note *(5)* on the profit and loss account format to the extent that such amounts have not been credited to policyholders or contract beneficiaries or included in liabilities item Ba or in liabilities item C.2.

(24) *Equalisation provision*

(Liabilities item C.5.)

This item is to comprise the amount of any equalisation reserve maintained in respect of general business by the company, in accordance with the rules **[**[F116]made by the Financial Conduct Authority or the Prudential Regulation Authority**]** under Part 10 of the Financial Services and Markets Act 2000.

This item is also to comprise any amounts which, in accordance with Council Directive 87/343/EEC of 22nd June 1987 [M12], are required to be set aside by a company to equalise fluctuations in loss ratios in future years or to provide for special risks.

A company which otherwise constitutes reserves to equalise fluctuations in loss ratios in future years or to provide for special risks must disclose that fact in the notes to the accounts.

(25) *Other technical provisions*

(Liabilities item C.6.)

This item is to comprise, inter alia, the provision for unexpired risks as defined in paragraph 91 below. Where the amount of the provision for unexpired risks is significant, it must be disclosed separately either in the balance sheet or in the notes to the accounts.

(26) *Technical provisions for linked liabilities*

(Liabilities item D.)

This item is to comprise technical provisions constituted to cover liabilities relating to investment in the context of long-term policies under which the benefits payable to policyholders are wholly or partly to be determined by reference to the value of, or the income from, property of any description (whether or not specified in the contract) or by reference to fluctuations in, or in an index of, the value of property of any description (whether or not so specified).

Any additional technical provisions constituted to cover death risks, operating expenses or other risks (such as benefits payable at the maturity date or guaranteed surrender values) must be included under liabilities item C.2.

This item must also comprise technical provisions representing the obligations of a tontine's organiser in relation to its members.

(27) *Deposits received from reinsurers*

(Liabilities item F.)

Where the company cedes reinsurance, this item is to comprise amounts deposited by or withheld from other insurance undertakings under reinsurance contracts. These amounts may not be merged with other amounts owed to or by those other undertakings.

Where the company cedes reinsurance and has received as a deposit securities which have been transferred to its ownership, this item is to comprise the amount owed by the company by virtue of the deposit.

(28) *Creditors*

(Liabilities item G.)

Amounts owed to group undertakings and undertakings in which the company has a participating interest must be shown separately as sub-items.

(29) *Debenture loans*

(Liabilities item G.III.)

The amount of any convertible loans must be shown separately.

Textual Amendments

F116 Words in Sch. 3 para. 10 substituted (1.4.2013) by The Financial Services Act 2012 (Consequential Amendments and Transitional Provisions) Order 2013 (S.I. 2013/472), art. 1(1), **Sch. 2 para. 135(a)**

Marginal Citations

M12 O.J. No. L185 of 4th July 1987, p.72.

Special rules for balance sheet format

Additional items

11.—(1) Every balance sheet of a company which carries on long-term business must show separately as an additional item the aggregate of any amounts included in liabilities item A (capital and reserves) which are required not to be treated as realised profits under section 843 of the 2006 Act.

(2) A company which carries on long-term business must show separately, in the balance sheet or in the notes to the accounts, the total amount of assets representing the long-term fund valued in accordance with the provisions of this Schedule.

Managed funds

12.—(1) For the purposes of this paragraph "managed funds" are funds of a group pension fund—

(a) the management of which constitutes long-term insurance business, and

(b) which the company administers in its own name but on behalf of others, and

(c) to which it has legal title.

(2) The company must, in any case where assets and liabilities arising in respect of managed funds fall to be treated as assets and liabilities of the company, adopt the following accounting treatment: assets and liabilities representing managed funds are to be included in the company's balance sheet, with the notes to the accounts disclosing the total amount included with respect to such assets and liabilities in the balance sheet and showing the amount included under each relevant balance sheet item in respect of such assets or (as the case may be) liabilities.

Deferred acquisition costs

13. The costs of acquiring insurance policies which are incurred during a financial year but which relate to a subsequent financial year must be deferred in a manner specified in Note *(17)* on the balance sheet format.

Profit and loss account format

I. Technical account — General business

(1) Earned premiums, net of reinsurance

(a) gross premiums written *(1)*

(b) outward reinsurance premiums *(2)*

(c) change in the gross provision for unearned premiums

(d) change in the provision for unearned premiums, reinsurers' share

(2) Allocated investment return transferred from the non-technical account (item III.6) *(10)*

(2a) Investment income *(8) (10)*

(a) income from participating interests, with a separate indication of that derived from group undertakings

(b) income from other investments, with a separate indication of that derived from group undertakings

(aa) income from land and buildings

(bb) income from other investments

(c) value re-adjustments on investments

(d) gains on the realisation of investments

(3) Other technical income, net of reinsurance

(4) Claims incurred, net of reinsurance *(4)*

(a) claims paid

(aa) gross amount

(bb) reinsurers' share

(b) change in the provision for claims

(aa) gross amount

(bb) reinsurers' share

(5) Changes in other technical provisions, net of reinsurance, not shown under other headings

(6) Bonuses and rebates, net of reinsurance *(5)*

(7) Net operating expenses

(a) acquisition costs *(6)*

(b) change in deferred acquisition costs

(c) administrative expenses *(7)*

(d) reinsurance commissions and profit participation

(8) Other technical charges, net of reinsurance

(8a) Investment expenses and charges *(8)*

(a) investment management expenses, including interest

(b) value adjustments on investments

(c) losses on the realisation of investments

(9) Change in the equalisation provision

(10) Sub-total (balance on the technical account for general business) (item III.1)

II. Technical account — Long-term business

(1) Earned premiums, net of reinsurance

(a) gross premiums written *(1)*

(b) outward reinsurance premiums *(2)*

(c) change in the provision for unearned premiums, net of reinsurance *(3)*

(2) Investment income *(8) (10)*

(a) income from participating interests, with a separate indication of that derived from group undertakings

(b) income from other investments, with a separate indication of that derived from group undertakings

(aa) income from land and buildings

(bb) income from other investments

(c) value re-adjustments on investments

(d) gains on the realisation of investments

(3) Unrealised gains on investments *(9)*

(4) Other technical income, net of reinsurance

(5) Claims incurred, net of reinsurance *(4)*

(a) claims paid

(aa) gross amount

(bb) reinsurers' share

(b) change in the provision for claims

(aa) gross amount

(bb) reinsurers' share

(6) Change in other technical provisions, net of reinsurance, not shown under other headings

(a) Long-term business provision, net of reinsurance *(3)*

(aa) gross amount

(bb) reinsurers' share

(b) other technical provisions, net of reinsurance

(7) Bonuses and rebates, net of reinsurance *(5)*

(8) Net operating expenses

(a) acquisition costs *(6)*

(b) change in deferred acquisition costs

(c) administrative expenses *(7)*

(d) reinsurance commissions and profit participation

(9) Investment expenses and charges *(8)*

(a) investment management expenses, including interest

(b) value adjustments on investments

(c) losses on the realisation of investments

(10) Unrealised losses on investments *(9)*

(11) Other technical charges, net of reinsurance

(11a) Tax attributable to the long-term business

(12) Allocated investment return transferred to the non-technical account (item III.4)

(12a) Transfers to or from the fund for future appropriations

(13) Sub-total (balance on the technical account — long-term business) (item III.2)

III. Non-technical account

(1) Balance on the general business technical account (item I.10)

(2) Balance on the long-term business technical account (item II.13)

(2a) Tax credit attributable to balance on the long-term business technical account

(3) Investment income *(8)*

(a) income from participating interests, with a separate indication of that derived from group undertakings

(b) income from other investments, with a separate indication of that derived from group undertakings

(aa) income from land and buildings

(bb) income from other investments

(c) value re-adjustments on investments

(d) gains on the realisation of investments

(3a) Unrealised gains on investments *(9)*

(4) Allocated investment return transferred from the long-term business technical account (item II.12) *(10)*

(5) Investment expenses and charges *(8)*

(a) investment management expenses, including interest

(b) value adjustments on investments

(c) losses on the realisation of investments

(5a) Unrealised losses on investments *(9)*

(6) Allocated investment return transferred to the general business technical account (item I.2) *(10)*

(7) Other income

(8) Other charges, including value adjustments

(8a) Profit or loss on ordinary activities before tax

(9) Tax on profit or loss on ordinary activities

(10) Profit or loss on ordinary activities after tax

(11) Extraordinary income

(12) Extraordinary charges

(13) Extraordinary profit or loss

(14) Tax on extraordinary profit or loss

(15) Other taxes not shown under the preceding items

(16) Profit or loss for the financial year

Notes on the profit and loss account format

(1) *Gross premiums written*

(General business technical account: item I.1.(a).

Long-term business technical account: item II.1.(a).)

This item is to comprise all amounts due during the financial year in respect of insurance contracts entered into regardless of the fact that such amounts may relate in whole or in part to a later financial year, and must include inter alia—

(i) premiums yet to be determined, where the premium calculation can be done only at the end of the year;

(ii) single premiums, including annuity premiums, and, in long-term business, single premiums resulting from bonus and rebate provisions in so far as they must be considered as premiums under the terms of the contract;

(iii) additional premiums in the case of half-yearly, quarterly or monthly payments and additional payments from policyholders for expenses borne by the company;

(iv) in the case of co-insurance, the company's portion of total premiums;

(v) reinsurance premiums due from ceding and retroceding insurance undertakings, including portfolio entries,

after deduction of cancellations and portfolio withdrawals credited to ceding and retroceding insurance undertakings.

The above amounts must not include the amounts of taxes or duties levied with premiums.

(2) *Outward reinsurance premiums*

(General business technical account: item I.1.(b).

Long-term business technical account: item II.1.(b).)

This item is to comprise all premiums paid or payable in respect of outward reinsurance contracts entered into by the company. Portfolio entries payable on the conclusion or amendment of outward reinsurance contracts must be added; portfolio withdrawals receivable must be deducted.

(3) *Change in the provision for unearned premiums, net of reinsurance*

(Long-term business technical account: items II.1.(c) and II.6.(a).)

In the case of long-term business, the change in unearned premiums may be included either in item II.1.(c) or in item II.6.(a) of the long-term business technical account.

(4) *Claims incurred, net of reinsurance*

(General business technical account: item I.4.

Long-term business technical account: item II.5.)

This item is to comprise all payments made in respect of the financial year with the addition of the provision for claims (but after deducting the provision for claims for the preceding financial year).

These amounts must include annuities, surrenders, entries and withdrawals of loss provisions to and from ceding insurance undertakings and reinsurers and external and internal claims management costs and charges for claims incurred but not reported such as are referred to in paragraphs 53(2) and 55 below.

Sums recoverable on the basis of subrogation and salvage (within the meaning of paragraph 53 below) must be deducted.

Where the difference between—

(a) the loss provision made at the beginning of the year for outstanding claims incurred in previous years, and

(b) the payments made during the year on account of claims incurred in previous years and the loss provision shown at the end of the year for such outstanding claims,

is material, it must be shown in the notes to the accounts, broken down by category and amount.

(5) *Bonuses and rebates, net of reinsurance*

(General business technical account: item I.6.

Long-term business technical account: item II.7.)

Bonuses are to comprise all amounts chargeable for the financial year which are paid or payable to policyholders and other insured parties or provided for their benefit, including amounts used to increase technical provisions or applied to the reduction of future premiums, to the extent that such

amounts represent an allocation of surplus or profit arising on business as a whole or a section of business, after deduction of amounts provided in previous years which are no longer required.

Rebates are to comprise such amounts to the extent that they represent a partial refund of premiums resulting from the experience of individual contracts.

Where material, the amount charged for bonuses and that charged for rebates must be disclosed separately in the notes to the accounts.

(6) *Acquisition costs*

(General business technical account: item I.7.(a).

Long-term business technical account: item II.8.(a).)

This item is to comprise the costs arising from the conclusion of insurance contracts. They must cover both direct costs, such as acquisition commissions or the cost of drawing up the insurance document or including the insurance contract in the portfolio, and indirect costs, such as advertising costs or the administrative expenses connected with the processing of proposals and the issuing of policies.

In the case of long-term business, policy renewal commissions must be included under item II.8.(c) in the long-term business technical account.

(7) *Administrative expenses*

(General business technical account: item I.7.(c).

Long-term business technical account: item II.8.(c).)

This item must include the costs arising from premium collection, portfolio administration, handling of bonuses and rebates, and inward and outward reinsurance. They must in particular include staff costs and depreciation provisions in respect of office furniture and equipment in so far as these need not be shown under acquisition costs, claims incurred or investment charges.

Item II.8.(c) must also include policy renewal commissions.

(8) *Investment income, expenses and charges*

(General business technical account: items I.2a and 8a.

Long-term business technical account: items II.2 and 9.

Non-technical account: items III.3 and 5.)

Investment income, expenses and charges must, to the extent that they arise in the long-term fund, be disclosed in the long-term business technical account. Other investment income, expenses and charges must either be disclosed in the non-technical account or attributed between the appropriate technical and non-technical accounts. Where the company makes such an attribution it must disclose the basis for it in the notes to the accounts.

(9) *Unrealised gains and losses on investments*

(Long-term business technical account: items II.3 and 10.

Non-technical account: items III.3a and 5a.)

In the case of investments attributed to the long-term fund, the difference between the valuation of the investments and their purchase price or, if they have previously been valued, their valuation as at the last balance sheet date, may be disclosed (in whole or in part) in item II.3 or II.10 (as the case may be) of the long-term business technical account, and in the case of investments shown as assets under assets item D (assets held to cover linked liabilities) must be so disclosed.

In the case of other investments, the difference between the valuation of the investments and their purchase price or, if they have previously been valued, their valuation as at the last balance sheet date, may be disclosed (in whole or in part) in item III.3a or III.5a (as the case may require) of the non-technical account.

(10) *Allocated investment return*

(General business technical account: item I.2.

Long-term business technical account: item II.2.

Non-technical account: items III.4 and 6.)

The allocated return may be transferred from one part of the profit and loss account to another.

Where part of the investment return is transferred to the general business technical account, the transfer from the non-technical account must be deducted from item III.6 and added to item I.2.

Where part of the investment return disclosed in the long-term business technical account is transferred to the non-technical account, the transfer to the non-technical account shall be deducted from item II.12 and added to item III.4.

The reasons for such transfers (which may consist of a reference to any relevant statutory requirement) and the bases on which they are made must be disclosed in the notes to the accounts.

PART 2

ACCOUNTING PRINCIPLES AND RULES

SECTION A

ACCOUNTING PRINCIPLES

Preliminary

14. The amounts to be included in respect of all items shown in a company's accounts must be determined in accordance with the principles set out in this Section.

15. But if it appears to the company's directors that there are special reasons for departing from any of those principles in preparing the company's accounts in respect of any financial year they may do so, in which case particulars of the departure, the reasons for it and its effect must be given in a note to the accounts.

Accounting principles

16. The company is presumed to be carrying on business as a going concern.

17. Accounting policies **[**[F117]and measurement bases**]** must be applied consistently within the same accounts and from one financial year to the next.

Textual Amendments

F117 Words in Sch. 3 para. 17 inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(2)(a)** (with reg. 3)

18. The amount of any item must be determined on a prudent basis, and in particular—

(a) subject to note (9) on the profit and loss account format, only profits realised at the balance sheet date are to be included in the profit and loss account, [F118]...

(b) all liabilities which have arisen in respect of the financial year to which the accounts relate or a previous financial year must be taken into account, including those which only become apparent between the balance sheet date and the date on which it is signed on behalf of the

board of directors in accordance with section 414 of the 2006 Act (approval and signing of accounts), **[**[F119]and**]**

[[F120](c) all provisions for diminution of value must be recognised, whether the result of the financial year is a profit or a loss.**]**

Textual Amendments

F118 Word in Sch. 3 para. 18 omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(2)(b)(i)** (with reg. 3)

F119 Word in Sch. 3 para. 18 inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(2)(b)(ii)** (with reg. 3)

F120 Words in Sch. 3 para. 18 inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(2)(b)(iii)** (with reg. 3)

19. All income and charges relating to the financial year to which the accounts relate are to be taken into account, without regard to the date of receipt or payment.

20. In determining the aggregate amount of any item, the amount of each individual asset or liability that falls to be taken into account must be determined separately.

[[F121]**20A.** The opening balance sheet for each financial year shall correspond to the closing balance sheet for the preceding financial year.**]**

Textual Amendments

F121 Sch. 3 para. 20A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(2)(c)** (with reg. 3)

Textual Amendments

F117 Words in Sch. 3 para. 17 inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(2)(a)** (with reg. 3)

F118 Word in Sch. 3 para. 18 omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(2)(b)(i)** (with reg. 3)

F119 Word in Sch. 3 para. 18 inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(2)(b)(ii)** (with reg. 3)

F120 Words in Sch. 3 para. 18 inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(2)(b)(iii)** (with reg. 3)

F121 Sch. 3 para. 20A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(2)(c)** (with reg. 3)

Valuation

21.—(1) The amounts to be included in respect of assets of any description mentioned in paragraph 22 (valuation of assets: general) must be determined either—

(a) in accordance with that paragraph and paragraph 24 (but subject to paragraphs 27 to 29), or

(b) so far as applicable to an asset of that description, in accordance with Section C (valuation at fair value).

(2) The amounts to be included in respect of assets of any description mentioned in paragraph 24 (alternative valuation of fixed-income securities) may be determined—

(a) in accordance with that paragraph (but subject to paragraphs 27 to 29), or

(b) so far as applicable to an asset of that description, in accordance with Section C.

(3) The amounts to be included in respect of assets which—

(a) are not assets of a description mentioned in paragraph 22 or 23, but

(b) are assets of a description to which Section C is applicable,

may be determined in accordance with that Section.

(4) Subject to sub-paragraphs (1) to (3), the amounts to be included in respect of all items shown in a company's accounts are determined in accordance with Section C.

SECTION B

CURRENT VALUE ACCOUNTING RULES

Valuation of assets: general

22.—(1) Subject to paragraph 24, investments falling to be included under assets item C (investments) must be included at their current value calculated in accordance with paragraphs 25 and 26.

(2) Investments falling to be included under assets item D (assets held to cover linked liabilities) must be shown at their current value calculated in accordance with paragraphs 25 and 26.

23.—(1) Intangible assets other than goodwill may be shown at their current cost.

(2) Assets falling to be included under assets items F.I (tangible assets) and F.IV (own shares) in the balance sheet format may be shown at their current value calculated in accordance with paragraphs 25 and 26 or at their current cost.

(3) Assets falling to be included under assets item F.II (stocks) may be shown at current cost.

Alternative valuation of fixed-income securities

24.—(1) This paragraph applies to debt securities and other fixed-income securities shown as assets under assets items C.II (investments in group undertakings and participating interests) and C.III (other financial investments).

(2) Securities to which this paragraph applies may either be valued in accordance with paragraph 22 or their amortised value may be shown in the balance sheet, in which case the provisions of this paragraph apply.

(3) Subject to sub-paragraph (4), where the purchase price of securities to which this paragraph applies exceeds the amount repayable at maturity, the amount of the difference—

(a) must be charged to the profit and loss account, and

(b) must be shown separately in the balance sheet or in the notes to the accounts.

(4) The amount of the difference referred to in sub-paragraph (3) may be written off in instalments so that it is completely written off when the securities are repaid, in which case there must be shown separately in the balance sheet or in the notes to the accounts the difference between the purchase price (less the aggregate amount written off) and the amount repayable at maturity.

(5) Where the purchase price of securities to which this paragraph applies is less than the amount repayable at maturity, the amount of the difference must be released to income in instalments over the period remaining until repayment, in which case there must be shown separately in the balance sheet or in the notes to the accounts the difference between the purchase price (plus the aggregate amount released to income) and the amount repayable at maturity.

(6) Both the purchase price and the current value of securities valued in accordance with this paragraph must be disclosed in the notes to the accounts.

(7) Where securities to which this paragraph applies which are not valued in accordance with paragraph 22 are sold before maturity, and the proceeds are used to purchase other securities to which this paragraph applies, the difference between the proceeds of sale and their book value may be spread uniformly over the period remaining until the maturity of the original investment.

Meaning of "current value"

25.—(1) Subject to sub-paragraph (5), in the case of investments other than land and buildings, current value means market value determined in accordance with this paragraph.

(2) In the case of listed investments, market value means the value on the balance sheet date or, when the balance sheet date is not a stock exchange trading day, on the last stock exchange trading day before that date.

(3) Where a market exists for unlisted investments, market value means the average price at which such investments were traded on the balance sheet date or, when the balance sheet date is not a trading day, on the last trading day before that date.

(4) Where, on the date on which the accounts are drawn up, listed or unlisted investments have been sold or are to be sold within the short term, the market value must be reduced by the actual or estimated realisation costs.

(5) Except where the equity method of accounting is applied, all investments other than those referred to in sub-paragraphs (2) and (3) must be valued on a basis which has prudent regard to the likely realisable value.

26.—(1) In the case of land and buildings, current value means the market value on the date of valuation, where relevant reduced as provided in sub-paragraphs (4) and (5).

(2) Market value means the price at which land and buildings could be sold under private contract between a willing seller and an arm's length buyer on the date of valuation, it being assumed that the property is publicly exposed to the market, that market conditions permit orderly disposal and that a normal period, having regard to the nature of the property, is available for the negotiation of the sale.

(3) The market value must be determined through the separate valuation of each land and buildings item, carried out at least every five years in accordance with generally recognised methods of valuation.

(4) Where the value of any land and buildings item has diminished since the preceding valuation under sub-paragraph (3), an appropriate value adjustment must be made.

(5) The lower value arrived at under sub-paragraph (4) must not be increased in subsequent balance sheets unless such increase results from a new determination of market value arrived at in accordance with sub-paragraphs (2) and (3).

(6) Where, on the date on which the accounts are drawn up, land and buildings have been sold or are to be sold within the short term, the value arrived at in accordance with sub-paragraphs (2) and (4) must be reduced by the actual or estimated realisation costs.

(7) Where it is impossible to determine the market value of a land and buildings item, the value arrived at on the basis of the principle of purchase price or production cost is deemed to be its current value.

Application of the depreciation rules

27.—(1) Where—

(a) the value of any asset of a company is determined in accordance with paragraph 22 or 23, and

(b) in the case of a determination under paragraph 22, the asset falls to be included under assets item C.I,

that value must be, or (as the case may require) must be the starting point for determining, the amount to be included in respect of that asset in the company's accounts, instead of its cost or any value previously so determined for that asset. Paragraphs 36 to 41 and 43 apply accordingly in relation to any such asset with the substitution for any reference to its cost of a reference to the value most recently determined for that asset in accordance with paragraph 22 or 23 (as the case may be).

(2) The amount of any provision for depreciation required in the case of any asset by paragraph 37 or 38 as it applies by virtue of sub-paragraph (1) is referred to below in this paragraph as the adjusted amount, and the amount of any provision which would be required by that paragraph in the case of that asset according to the historical cost accounting rules is referred to as the historical cost amount.

(3) Where sub-paragraph (1) applies in the case of any asset the amount of any provision for depreciation in respect of that asset included in any item shown in the profit and loss account in respect of amounts written off assets of the description in question may be the historical cost amount instead of the adjusted amount, provided that the amount of any difference between the two is shown separately in the profit and loss account or in a note to the accounts.

Additional information to be provided

28.—(1) This paragraph applies where the amounts to be included in respect of assets covered by any items shown in a company's accounts have been determined in accordance with paragraph 22 or 23.

(2) The items affected and the basis of valuation adopted in determining the amounts of the assets in question in the case of each such item must be disclosed in a note to the accounts.

(3) The purchase price of investments valued in accordance with paragraph 22 must be disclosed in the notes to the accounts.

(4) In the case of each balance sheet item valued in accordance with paragraph 23 either—

(a) the comparable amounts determined according to the historical cost accounting rules (without any provision for depreciation or diminution in value), or

(b) the differences between those amounts and the corresponding amounts actually shown in the balance sheet in respect of that item,

must be shown separately in the balance sheet or in a note to the accounts.

(5) In sub-paragraph (4), references in relation to any item to the comparable amounts determined as there mentioned are references to—

(a) the aggregate amount which would be required to be shown in respect of that item if the amounts to be included in respect of all the assets covered by that item were determined according to the historical cost accounting rules, and

(b) the aggregate amount of the cumulative provisions for depreciation or diminution in value which would be permitted or required in determining those amounts according to those rules.

Revaluation reserve

29.—(1) Subject to sub-paragraph (7) , with respect to any determination of the value of an asset of a company in accordance with paragraph 22 or 23, the amount of any profit or loss arising from that determination (after allowing, where appropriate, for any provisions for depreciation or diminution in value made otherwise than by reference to the value so determined and any adjustments of any such provisions made in the light of that determination) must be credited or (as the case may be) debited to a separate reserve ("the revaluation reserve").

(2) The amount of the revaluation reserve must be shown in the company's balance sheet under liabilities item A.III, but need not be shown under the name "revaluation reserve".

(3) An amount may be transferred—

(a) from the revaluation reserve—

(i) to the profit and loss account, if the amount was previously charged to that account or represents realised profit, or

(ii) on capitalisation,

(b) to or from the revaluation reserve in respect of the taxation relating to any profit or loss credited or debited to the reserve.

The revaluation reserve must be reduced to the extent that the amounts transferred to it are no longer necessary for the purposes of the valuation method used.

(4) In sub-paragraph (3)(a)(ii) "capitalisation", in relation to an amount standing to the credit of the revaluation reserve, means applying it in wholly or partly paying up unissued shares in the company to be allotted to members of the company as fully or partly paid shares.

(5) The revaluation reserve must not be reduced except as mentioned in this paragraph.

(6) The treatment for taxation purposes of amounts credited or debited to the revaluation reserve must be disclosed in a note to the accounts.

(7) This paragraph does not apply to the difference between the valuation of investments and their purchase price or previous valuation shown in the long-term business technical account or the non-technical account in accordance with note (9) on the profit and loss account format.

SECTION C

VALUATION AT FAIR VALUE

Inclusion of financial instruments at fair value

30.—(1) Subject to sub-paragraphs (2) to (5), financial instruments (including derivatives) may be included at fair value.

(2) Sub-paragraph (1) does not apply to financial instruments that constitute liabilities unless—

(a) they are held as part of a trading portfolio,

(b) they are derivatives, or

(c) they are financial instruments falling within paragraph (4).

(3) Except where they fall within paragraph (4), or fall to be included under assets item D (assets held to cover linked liabilities), sub-paragraph (1) does not apply to—

(a) financial instruments (other than derivatives) held to maturity,

(b) loans and receivables originated by the company and not held for trading purposes,

(c) interests in subsidiary undertakings, associated undertakings and joint ventures,

(d) equity instruments issued by the company,

(e) contracts for contingent consideration in a business combination, or

(f) other financial instruments with such special characteristics that the instruments, according to generally accepted accounting principles or practice, should be accounted for differently from other financial instruments.

[[F122](4) Financial instruments which under **[**[F123]international accounting standards**]** may be included in accounts at fair value, may be so included, provided that the disclosures required by such accounting standards are made.**]**

(5) If the fair value of a financial instrument cannot be determined reliably in accordance with paragraph 31, sub-paragraph (1) does not apply to that financial instrument.

(6) In this paragraph—

"associated undertaking" has the meaning given by paragraph 19 of Schedule 6 to these Regulations; and

"joint venture" has the meaning given by paragraph 18 of that Schedule.

Textual Amendments

F122 Sch. 3 para. 30(4) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(3)(a)** (with reg. 3)

F123 Words in Sch. 3 para. 30(4) substituted (31.12.2020) by The International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/685), reg. 1(2), **Sch. 1 para. 57(4)(a)** (with reg. 1(3)(4)) (as amended by S.I. 2020/523, regs. 1(2), 22); 2020 c. 1, Sch. 5 para. 1(1)

Determination of fair value

31.—(1) The fair value of a financial instrument is its value determined in accordance with this paragraph.

(2) If a reliable market can readily be identified for the financial instrument, its fair value is determined by reference to its market value.

(3) If a reliable market cannot readily be identified for the financial instrument but can be identified for its components or for a similar instrument, its fair value is determined by reference to the market value of its components or of the similar instrument.

(4) If neither sub-paragraph (2) nor (3) applies, the fair value of the financial instrument is a value resulting from generally accepted valuation models and techniques.

(5) Any valuation models and techniques used for the purposes of sub-paragraph (4) must ensure a reasonable approximation of the market value.

Hedged items

32. A company may include any assets and liabilities, or identified portions of such assets or liabilities, that qualify as hedged items under a fair value hedge accounting system at the amount required under that system.

Other assets that may be included at fair value

[[F124]**33.**—(1) This paragraph applies to—

(a) investment property, and

(b) living animals and plants.

(2) Such investment property and living animals and plants may be included at fair value provided that, as the case may be, all such investment property or living animals and plants are so included where their fair value can be reliably determined.

(3) In this paragraph, "fair value" means fair value determined in accordance with generally accepted accounting principles or practice.**]**

Textual Amendments

F124 Sch. 3 para. 33 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(3)(b)** (with reg. 3)

Accounting for changes in value

34.—(1) This paragraph applies where a financial instrument is valued in accordance with paragraph 30 or 32 or an asset is valued in accordance with paragraph 33.

(2) Notwithstanding paragraph 18 in this Part of this Schedule, and subject to sub-paragraphs (3) and (4), a change in the value of the financial instrument or of the investment property or living animal or plant must be included in the profit and loss account.

(3) Where—

(a) the financial instrument accounted for is a hedging instrument under a hedge accounting system that allows some or all of the change in value not to be shown in the profit and loss account, or

(b) the change in value relates to an exchange difference arising on a monetary item that forms part of a company's net investment in a foreign entity,

the amount of the change in value must be credited to or (as the case may be) debited from a separate reserve ("the fair value reserve").

(4) Where the instrument accounted for—

(a) is an available for sale financial asset, and

(b) is not a derivative,

the change in value may be credited to or (as the case may be) debited from the fair value reserve.

The fair value reserve

35.—(1) The fair value reserve must be adjusted to the extent that the amounts shown in it are no longer necessary for the purposes of paragraph 34(3) or (4).

(2) The treatment for taxation purposes of amounts credited or debited to the fair value reserve must be disclosed in a note to the accounts.

SECTION D

HISTORICAL COST ACCOUNTING RULES

Valuation of assets

General rules

36.—(1) The rules in this Section are "the historical cost accounting rules".

(2) Subject to any provision for depreciation or diminution in value made in accordance with paragraph 37 or 38, the amount to be included in respect of any asset in the balance sheet format is its cost.

37. In the case of any asset included under assets item B (intangible assets), C.I (land and buildings), F.I (tangible assets) or F.II (stocks) which has a limited useful economic life, the amount of—

(a) its cost, or

(b) where it is estimated that any such asset will have a residual value at the end of the period of its useful economic life, its cost less that estimated residual value,

must be reduced by provisions for depreciation calculated to write off that amount systematically over the period of the asset's useful economic life.

38.—(1) This paragraph applies to any asset included under assets item B (intangible assets), C (investments), F.I (tangible assets) or F.IV (own shares).

(2) Where an asset to which this paragraph applies has diminished in value, provisions for diminution in value may be made in respect of it and the amount to be included in respect of it may be reduced accordingly.

(3) Provisions for diminution in value must be made in respect of any asset to which this paragraph applies if the reduction in its value is expected to be permanent (whether its useful economic life is limited or not), and the amount to be included in respect of it must be reduced accordingly.

(4) Any provisions made under sub-paragraph (2) or (3) which are not shown in the profit and loss account must be disclosed (either separately or in aggregate) in a note to the accounts.

39.—(1) Where the reasons for which any provision was made in accordance with paragraph 38 have ceased to apply to any extent, that provision must be written back to the extent that it is no longer necessary.

[[F125](1A) But provision made in accordance with paragraph 38(2) or (3) in respect of goodwill must not be written back to any extent.**]**

(2) Any amounts written back in accordance with sub-paragraph (1) which are not shown in the profit and loss account must be disclosed (either separately or in aggregate) in a note to the accounts.

Textual Amendments

F125 Sch. 3 para. 39(1A) inserted (with effect in accordance with reg. 2(2)(3) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) (No. 2) Regulations 2015 (S.I. 2015/1672), regs. 2(1), **4(6)**

40.—(1) This paragraph applies to assets included under assets items E.I, II and III (debtors) and F.III (cash at bank and in hand) in the balance sheet.

(2) If the net realisable value of an asset to which this paragraph applies is lower than its cost the amount to be included in respect of that asset is the net realisable value.

(3) Where the reasons for which any provision for diminution in value was made in accordance with sub-paragraph (2) have ceased to apply to any extent, that provision must be written back to the extent that it is no longer necessary.

Textual Amendments

F125 Sch. 3 para. 39(1A) inserted (with effect in accordance with reg. 2(2)(3) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) (No. 2) Regulations 2015 (S.I. 2015/1672), regs. 2(1), **4(6)**

[F126Intangible assets

41.—(1) Where this is in accordance with generally accepted accounting principles or practice, development costs may be included under assets item B (intangible assets) in the balance sheet format.

(2) If any amount is included in a company's balance sheet in respect of development costs, the note on accounting policies (see paragraph 61 of this Schedule) must include the following information—

(a) the period over which the amount of those costs originally capitalised is being or is to be written off, and

(b) the reasons for capitalising the development costs in question.**]**

Textual Amendments

F126 Sch. 3 paras. 41, 42 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(4)(a)** (with reg. 3)

[F126 42.—(1) Intangible assets must be written off over the useful economic life of the intangible asset.

(2) Where in exceptional cases the useful life of intangible assets cannot be reliably estimated, such assets must be written off over a period chosen by the directors of the company.

(3) The period referred to in sub-paragraph (2) must not exceed ten years.

(4) There must be disclosed in a note to the accounts the period referred to in sub-paragraph (2) and the reasons for choosing that period.**]**

Textual Amendments

F126 Sch. 3 paras. 41, 42 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(4)(a)** (with reg. 3)

Textual Amendments

F126 Sch. 3 paras. 41, 42 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(4)(a)** (with reg. 3)

Miscellaneous and supplementary provisions

Excess of money owed over value received as an asset item

43.—(1) Where the amount repayable on any debt owed by a company is greater than the value of the consideration received in the transaction giving rise to the debt, the amount of the difference may be treated as an asset.

(2) Where any such amount is so treated—

(a) it must be written off by reasonable amounts each year and must be completely written off before repayment of the debt, and

(b) if the current amount is not shown as a separate item in the company's balance sheet, it must be disclosed in a note to the accounts.

Assets included at a fixed amount

44.—(1) Subject to sub-paragraph (2), assets which fall to be included under assets item F.I (tangible assets) in the balance sheet format may be included at a fixed quantity and value.

(2) Sub-paragraph (1) applies to assets of a kind which are constantly being replaced where—

(a) their overall value is not material to assessing the company's state of affairs, and

(b) their quantity, value and composition are not subject to material variation.

Determination of cost

45.—(1) The cost of an asset that has been acquired by the company is to be determined by adding to the actual price paid any expenses incidental to its acquisition **[**[F127]and then subtracting any incidental reductions in the cost of acquisition**]**.

(2) The cost of an asset constructed by the company is to be determined by adding to the purchase price of the raw materials and consumables used the amount of the costs incurred by the company which are directly attributable to the construction of that asset.

(3) In addition, there may be included in the cost of an asset constructed by the company—

(a) a reasonable proportion of the costs incurred by the company which are only indirectly attributable to the construction of that asset, but only to the extent that they relate to the period of construction, and

(b) interest on capital borrowed to finance the construction of that asset, to the extent that it accrues in respect of the period of construction,

provided, however, in a case within paragraph (b), that the inclusion of the interest in determining the cost of that asset and the amount of the interest so included is disclosed in a note to the accounts.

Textual Amendments

F127 Words in Sch. 3 para. 45(1) added (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(4)(b)** (with reg. 3)

46.—(1) The cost of any assets which are fungible assets may be determined by the application of any of the methods mentioned in sub-paragraph (2) in relation to any such assets of the same class, provided that the method chosen is one which appears to the directors to be appropriate in the circumstances of the company.

(2) Those methods are—

(a) the method known as "first in, first out" (FIFO),

(b) the method known as "last in, first out" (LIFO),

(c) a weighted average price, and

(d) any other method **[**[F128]reflecting generally accepted best practice**]**.

(3) Where in the case of any company—

(a) the cost of assets falling to be included under any item shown in the company's balance sheet has been determined by the application of any method permitted by this paragraph, and

(b) the amount shown in respect of that item differs materially from the relevant alternative amount given below in this paragraph,

the amount of that difference must be disclosed in a note to the accounts.

(4) Subject to sub-paragraph (5), for the purposes of sub-paragraph (3)(b), the relevant alternative amount, in relation to any item shown in a company's balance sheet, is the amount which would have been shown in respect of that item if assets of any class included under that item at an amount determined by any method permitted by this paragraph had instead been included at their replacement cost as at the balance sheet date.

(5) The relevant alternative amount may be determined by reference to the most recent actual purchase price before the balance sheet date of assets of any class included under the item in question instead of by reference to their replacement cost as at that date, but only if the former appears to the directors of the company to constitute the more appropriate standard of comparison in the case of assets of that class.

Textual Amendments

F128 Words in Sch. 3 para. 46(2)(d) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **35(4)(c)** (with reg. 3)

Substitution of original amount where price or cost unknown

47.—(1) This paragraph applies where—

(a) there is no record of the purchase price of any asset acquired by a company or of any price, expenses or costs relevant for determining its cost in accordance with paragraph 45, or

(b) any such record cannot be obtained without unreasonable expense or delay.

(2) In such a case, the cost of the asset must be taken, for the purposes of paragraphs 36 to 42, to be the value ascribed to it in the earliest available record of its value made on or after its acquisition by the company.

SECTION E

RULES FOR DETERMINING PROVISIONS

Preliminary

48. Provisions which are to be shown in a company's accounts are to be determined in accordance with this Section.

Technical provisions

49. The amount of technical provisions must at all times be sufficient to cover any liabilities arising out of insurance contracts as far as can reasonably be foreseen.

Provision for unearned premiums

50.—(1) The provision for unearned premiums must in principle be computed separately for each insurance contract, save that statistical methods (and in particular proportional and flat rate methods) may be used where they may be expected to give approximately the same results as individual calculations.

(2) Where the pattern of risk varies over the life of a contract, this must be taken into account in the calculation methods.

Provision for unexpired risks

51. The provision for unexpired risks (as defined in paragraph 91) must be computed on the basis of claims and administrative expenses likely to arise after the end of the financial year from contracts concluded before that date, in so far as their estimated value exceeds the provision for unearned premiums and any premiums receivable under those contracts.

Long-term business provision

52.—(1) The long-term business provision must in principle be computed separately for each long-term contract, save that statistical or mathematical methods may be used where they may be expected to give approximately the same results as individual calculations.

(2) A summary of the principal assumptions in making the provision under sub-paragraph (1) must be given in the notes to the accounts.

(3) The computation must be made annually by a Fellow of the Institute or Faculty of Actuaries **[**[F129]with due regard to generally accepted actuarial principles and**]** on the basis of recognised actuarial methods [F130]...

Textual Amendments

F129 Words in Sch. 3 para. 52(3) inserted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by The Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/145), regs. 1(2)(b), 2, **Sch. 3 para. 4(a)(i)** (with reg. 7(2)) (as amended by S.I. 2020/523, regs. 1(2), 10, 11); 2020 c. 1, Sch. 5 para. 1(1)

F130 Words in Sch. 3 para. 52(3) omitted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by virtue of The Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/145), regs. 1(2)(b), 2, **Sch. 3 para. 4(a)(ii)** (with reg. 7(2)) (as amended by S.I. 2020/523, regs. 1(2), 10, 11); 2020 c. 1, Sch. 5 para. 1(1)

Provisions for claims outstanding

General business

53.—(1) A provision must in principle be computed separately for each claim on the basis of the costs still expected to arise, save that statistical methods may be used if they result in an adequate provision having regard to the nature of the risks.

(2) This provision must also allow for claims incurred but not reported by the balance sheet date, the amount of the allowance being determined having regard to past experience as to the number and magnitude of claims reported after previous balance sheet dates.

(3) All claims settlement costs (whether direct or indirect) must be included in the calculation of the provision.

(4) Recoverable amounts arising out of subrogation or salvage must be estimated on a prudent basis and either deducted from the provision for claims outstanding (in which case if the amounts are material they must be shown in the notes to the accounts) or shown as assets.

(5) In sub-paragraph (4), "subrogation" means the acquisition of the rights of policy holders with respect to third parties, and "salvage" means the acquisition of the legal ownership of insured property.

(6) Where benefits resulting from a claim must be paid in the form of annuity, the amounts to be set aside for that purpose must be calculated by recognised actuarial methods, and paragraph 54 does not apply to such calculations.

(7) Implicit discounting or deductions, whether resulting from the placing of a current value on a provision for an outstanding claim which is expected to be settled later at a higher figure or otherwise effected, is prohibited.

54.—(1) Explicit discounting or deductions to take account of investment income is permitted, subject to the following conditions—

(a) the expected average interval between the date for the settlement of claims being discounted and the accounting date must be at least four years;

(b) the discounting or deductions must be effected on a recognised prudential basis;

(c) when calculating the total cost of settling claims, the company must take account of all factors that could cause increases in that cost;

(d) the company must have adequate data at its disposal to construct a reliable model of the rate of claims settlements;

(e) the rate of interest used for the calculation of present values must not exceed a rate prudently estimated to be earned by assets of the company which are appropriate in magnitude and nature to cover the provisions for claims being discounted during the period necessary for the payment of such claims, and must not exceed either—

(i) a rate justified by the performance of such assets over the preceding five years, or

(ii) a rate justified by the performance of such assets during the year preceding the balance sheet date.

(2) When discounting or effecting deductions, the company must, in the notes to the accounts, disclose—

(a) the total amount of provisions before discounting or deductions,

(b) the categories of claims which are discounted or from which deductions have been made,

(c) for each category of claims, the methods used, in particular the rates used for the estimates referred to in sub-paragraph (1)(d) and (e), and the criteria adopted for estimating the period that will elapse before the claims are settled.

Long-term business

55. The amount of the provision for claims must be equal to the sums due to beneficiaries, plus the costs of settling claims.

Equalisation reserves

56. The amount of any equalisation reserve maintained in respect of general business by the company, in accordance with the rules **[**[F131]made by the Financial Conduct Authority or the Prudential Regulation Authority**]** under Part 10 of the Financial Services and Markets Act 2000 [M13], must be determined in accordance with such rules.

Textual Amendments

F131 Words in Sch. 3 para. 56 substituted (1.4.2013) by The Financial Services Act 2012 (Consequential Amendments and Transitional Provisions) Order 2013 (S.I. 2013/472), **art. 1(1)**, **Sch. 2 para. 135(b)**

Marginal Citations

M13 FSA 2006/42.

Accounting on a non-annual basis

57.—(1) Either of the methods described in paragraphs 58 and 59 may be applied where, because of the nature of the class or type of insurance in question, information about premiums receivable or claims payable (or both) for the underwriting years is insufficient when the accounts are drawn up for reliable estimates to be made.

(2) The use of either of the methods referred to in sub-paragraph (1) must be disclosed in the notes to the accounts together with the reasons for adopting it.

(3) Where one of the methods referred to in sub-paragraph (1) is adopted, it must be applied systematically in successive years unless circumstances justify a change.

(4) In the event of a change in the method applied, the effect on the assets, liabilities, financial position and profit or loss must be stated in the notes to the accounts.

(5) For the purposes of this paragraph and paragraph 58, "underwriting year" means the financial year in which the insurance contracts in the class or type of insurance in question commenced.

58.—(1) The excess of the premiums written over the claims and expenses paid in respect of contracts commencing in the underwriting year shall form a technical provision included in the technical provision for claims outstanding shown in the balance sheet under liabilities item C.3.

(2) The provision may also be computed on the basis of a given percentage of the premiums written where such a method is appropriate for the type of risk insured.

(3) If necessary, the amount of this technical provision must be increased to make it sufficient to meet present and future obligations.

(4) The technical provision constituted under this paragraph must be replaced by a provision for claims outstanding estimated in accordance with paragraph 53 as soon as sufficient information has been gathered and not later than the end of the third year following the underwriting year.

(5) The length of time that elapses before a provision for claims outstanding is constituted in accordance with sub-paragraph (4) must be disclosed in the notes to the accounts.

59.—(1) The figures shown in the technical account or in certain items within it must relate to a year which wholly or partly precedes the financial year (but by no more than 12 months).

(2) The amounts of the technical provisions shown in the accounts must if necessary be increased to make them sufficient to meet present and future obligations.

(3) The length of time by which the earlier year to which the figures relate precedes the financial year and the magnitude of the transactions concerned must be disclosed in the notes to the accounts.

PART 3

NOTES TO THE ACCOUNTS

Preliminary

[[F132]**60.**—(1) Any information required in the case of a company by the following provisions of this Part of this Schedule must be given by way of a note to the accounts.

(2) These notes must be presented in the order in which, where relevant, the items to which they relate are presented in the balance sheet and in the profit and loss account.**]**

Textual Amendments

F132 Sch. 3 para. 60 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **36(2)** (with reg. 3)

General

Disclosure of accounting policies

61. The accounting policies adopted by the company in determining the amounts to be included in respect of items shown in the balance sheet and in determining the profit or loss of the company must be stated (including such policies with respect to the depreciation and diminution in value of assets).

62. It must be stated whether the accounts have been prepared in accordance with applicable accounting standards and particulars of any material departure from those standards and the reasons for it must be given.

Sums denominated in foreign currencies

63. Where any sums originally denominated in foreign currencies have been brought into account under any items shown in the balance sheet or profit and loss account format, the basis on which those sums have been translated into sterling (or the currency in which the accounts are drawn up) must be stated.

Reserves and dividends

64. There must be stated—

(a) any amount set aside or proposed to be set aside to, or withdrawn or proposed to be withdrawn from, reserves,

(b) the aggregate amount of dividends paid in the financial year (other than those for which a liability existed at the immediately preceding balance sheet date),

(c) the aggregate amount of dividends that the company is liable to pay at the balance sheet date, and

(d) the aggregate amount of dividends that are proposed before the date of approval of the accounts, and not otherwise disclosed under sub-paragraph (b) or (c).

Information supplementing the balance sheet

Share capital and debentures

65.—(1) Where shares of more than one class have been allotted, the number and aggregate nominal value of shares of each class allotted must be given.

(2) In the case of any part of the allotted share capital that consists of redeemable shares, the following information must be given—

(a) the earliest and latest dates on which the company has power to redeem those shares,

(b) whether those shares must be redeemed in any event or are liable to be redeemed at the option of the company or of the shareholder, and

(c) whether any (and, if so, what) premium is payable on redemption.

66. If the company has allotted any shares during the financial year, the following information must be given—

(a) the classes of shares allotted, and

(b) as respects each class of shares, the number allotted, their aggregate nominal value and the consideration received by the company for the allotment.

67.—(1) With respect to any contingent right to the allotment of shares in the company the following particulars must be given—

(a) the number, description and amount of the shares in relation to which the right is exercisable,

(b) the period during which it is exercisable, and

(c) the price to be paid for the shares allotted.

(2) In sub-paragraph (1) "contingent right to the allotment of shares" means any option to subscribe for shares and any other right to require the allotment of shares to any person whether arising on the conversion into shares of securities of any other description or otherwise.

68.—(1) If the company has issued any debentures during the financial year to which the accounts relate, the following information must be given—

(a) the classes of debentures issued, and

(b) as respects each class of debentures, the amount issued and the consideration received by the company for the issue.

(2) Where any of the company's debentures are held by a nominee of or trustee for the company, the nominal amount of the debentures and the amount at which they are stated in the accounting

records kept by the company in accordance with section 386 of the 2006 Act (duty to keep accounting records) must be stated.

Assets

69.—(1) In respect of any assets of the company included in assets items B (intangible assets), C.I (land and buildings) and C.II (investments in group undertakings and participating interests) in the company's balance sheet the following information must be given by reference to each such item—

(a) the appropriate amounts in respect of those assets included in the item as at the date of the beginning of the financial year and as at the balance sheet date respectively,

(b) the effect on any amount included in assets item B in respect of those assets of—

(i) any determination during that year of the value to be ascribed to any of those assets in accordance with paragraph 23,

(ii) acquisitions during that year of any assets,

(iii) disposals during that year of any assets, and

(iv) any transfers of assets of the company to and from the item during that year.

(2) The reference in sub-paragraph (1)(a) to the appropriate amounts in respect of any assets (included in an assets item) as at any date there mentioned is a reference to amounts representing the aggregate amounts determined, as at that date, in respect of assets falling to be included under the item on either of the following bases—

(a) on the basis of cost (determined in accordance with paragraphs 45 and 46), or

(b) on any basis permitted by paragraph 22 or 23 ,

(leaving out of account in either case any provisions for depreciation or diminution in value).

(3) In addition, in respect of any assets of the company included in any assets item in the company's balance sheet, there must be stated (by reference to each such item)—

(a) the cumulative amount of provisions for depreciation or diminution in value of those assets included under the item as at each date mentioned in sub-paragraph (1)(a),

(b) the amount of any such provisions made in respect of the financial year,

(c) the amount of any adjustments made in respect of any such provisions during that year in consequence of the disposal of any of those assets, and

(d) the amount of any other adjustments made in respect of any such provisions during that year.

70. Where any assets of the company (other than listed investments) are included under any item shown in the company's balance sheet at an amount determined on any basis mentioned in paragraph 22 or 23, the following information must be given—

(a) the years (so far as they are known to the directors) in which the assets were severally valued and the several values, and

(b) in the case of assets that have been valued during the financial year, the names of the persons who valued them or particulars of their qualifications for doing so and (whichever is stated) the bases of valuation used by them.

71. In relation to any amount which is included under assets item C.I (land and buildings) there must be stated—

(a) how much of that amount is ascribable to land of freehold tenure and how much to land of leasehold tenure, and

(b) how much of the amount ascribable to land of leasehold tenure is ascribable to land held on long lease and how much to land held on short lease.

Investments

72. In respect of the amount of each item which is shown in the company's balance sheet under assets item C (investments) there must be stated how much of that amount is ascribable to listed investments.

Information about fair value of assets and liabilities

[[F133]**73.**—(1) This paragraph applies where financial instruments or other assets have been valued in accordance with, as appropriate, paragraph 30, 32 or 33.

(2) There must be stated—

(a) the significant assumptions underlying the valuation models and techniques used to determine the fair value of the financial instruments or other assets,

(b) in the case of financial instruments, their purchase price, the items affected and the basis of valuation,

(c) for each category of financial instrument or other asset, the fair value of the assets in that category and the changes in value—

(i) included directly in the profit and loss account, or

(ii) credited to or (as the case may be) debited from the fair value reserve,

in respect of those assets, and

(c) for each class of derivatives, the extent and nature of the instruments, including significant terms and conditions that may affect the amount, timing and certainty of future cash flows.

(3) Where any amount is transferred to or from the fair value reserve during the financial year, there must be stated in tabular form—

(a) the amount of the reserve as at the date of the beginning of the financial year and as at the balance sheet date respectively,

(b) the amount transferred to or from the reserve during the year, and

(c) the source and application respectively of the amounts so transferred.**]**

Textual Amendments

F133 Sch. 3 para. 73 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **36(3)** (with reg. 3)

74. Where the company has derivatives that it has not included at fair value, there must be stated for each class of such derivatives—

(a) the fair value of the derivatives in that class, if such a value can be determined in accordance with paragraph 31, and

(b) the extent and nature of the derivatives.

75.—(1) This paragraph applies if—

(a) the company has financial fixed assets that could be included at fair value by virtue of paragraph 30,

(b) the amount at which those assets are included under any item in the company's accounts is in excess of their fair value, and

(c) the company has not made provision for diminution in value of those assets in accordance with paragraph 38(2) of this Schedule.

(2) There must be stated—

(a) the amount at which either the individual assets or appropriate groupings of those individual assets are included in the company's accounts,

(b) the fair value of those assets or groupings, and

(c) the reasons for not making a provision for diminution in value of those assets, including the nature of the evidence that provides the basis for the belief that the amount at which they are stated in the accounts will be recovered.

Information where investment property and living animals and plants included at fair value

76.—(1) This paragraph applies where the amounts to be included in a company's accounts in respect of investment property or living animals and plants have been determined in accordance with paragraph 33.

(2) The balance sheet items affected and the basis of valuation adopted in determining the amounts of the assets in question in the case of each such item must be disclosed in a note to the accounts.

(3) In the case of investment property, for each balance sheet item affected there must be shown, either separately in the balance sheet or in a note to the accounts—

(a) the comparable amounts determined according to the historical cost accounting rules, or

(b) the differences between those amounts and the corresponding amounts actually shown in the balance sheet in respect of that item.

(4) In sub-paragraph (3), references in relation to any item to the comparable amounts determined in accordance with that sub-paragraph are to—

(a) the aggregate amount which would be required to be shown in respect of that item if the amounts to be included in respect of all the assets covered by that item were determined according to the historical cost accounting rules, and

(b) the aggregate amount of the cumulative provisions for depreciation or diminution in value which would be permitted or required in determining those amounts according to those rules.

Reserves and provisions

77.—(1) This paragraph applies where any amount is transferred—

(a) to or from any reserves,

(b) to any provisions for other risks, or

(c) from any provisions for other risks otherwise than for the purpose for which the provision was established,

and the reserves or provisions are or would but for paragraph 3(1) be shown as separate items in the company's balance sheet.

(2) The following information must be given in respect of the aggregate of reserves or provisions included in the same item—

(a) the amount of the reserves or provisions as at the date of the beginning of the financial year and as at the balance sheet date respectively,

(b) any amounts transferred to or from the reserves or provisions during that year, and

(c) the source and application respectively of any amounts so transferred.

(3) Particulars must be given of each provision included in liabilities item E.3 (other provisions) in the company's balance sheet in any case where the amount of that provision is material.

Provision for taxation

78. The amount of any provision for deferred taxation must be stated separately from the amount of any provision for other taxation.

Details of indebtedness

79.—(1) In respect of each item shown under "creditors" in the company's balance sheet there must be stated the aggregate of the following amounts—

(a) the amount of any debts included under that item which are payable or repayable otherwise than by instalments and fall due for payment or repayment after the end of the period of five years beginning with the day next following the end of the financial year, and

(b) in the case of any debts so included which are payable or repayable by instalments, the amount of any instalments which fall due for payment after the end of that period.

(2) Subject to sub-paragraph (3), in relation to each debt falling to be taken into account under sub-paragraph (1), the terms of payment or repayment and the rate of any interest payable on the debt must be stated.

(3) If the number of debts is such that, in the opinion of the directors, compliance with sub-paragraph (2) would result in a statement of excessive length, it is sufficient to give a general indication of the terms of payment or repayment and the rates of any interest payable on the debts.

(4) In respect of each item shown under "creditors" in the company's balance sheet there must be stated—

(a) the aggregate amount of any debts included under that item in respect of which any security has been given by the company, and

(b) an indication of the nature of the securities so given.

(5) References above in this paragraph to an item shown under "creditors" in the company's balance sheet include references, where amounts falling due to creditors within one year and after more than one year are distinguished in the balance sheet—

(a) in a case within sub-paragraph (1), to an item shown under the latter of those categories, and

(b) in a case within sub-paragraph (4), to an item shown under either of those categories.

References to items shown under "creditors" include references to items which would but for paragraph 3(1)(b) be shown under that heading.

80. If any fixed cumulative dividends on the company's shares are in arrear, there must be stated—

(a) the amount of the arrears, and

(b) the period for which the dividends or, if there is more than one class, each class of them are in arrear.

Guarantees and other financial commitments

[[F134]81.—(1) Particulars must be given of any charge on the assets of the company to secure the liabilities of any other person including the amount secured.

(2) Particulars and the total amount of any financial commitments, guarantees and contingencies (excluding those which arise out of insurance contracts) that are not included in the balance sheet must be disclosed.

(3) An indication of the nature and form of any valuable security given by the company in respect of commitments, guarantees and contingencies within sub-paragraph (2) must be given.

(4) The total amount of any commitments within sub-paragraph (2) concerning pensions must be separately disclosed.

(5) Particulars must be given of pension commitments which are included in the balance sheet.

(6) Where any commitment within sub-paragraph (4) or (5) relates wholly or partly to pensions payable to past directors of the company separate particulars must be given of that commitment.

(7) The total amount of any commitments, guarantees and contingencies within sub-paragraph (2) which are undertaken on behalf of or for the benefit of—

(a) any parent undertaking or fellow subsidiary undertaking of the company,

(b) any subsidiary undertaking of the company, or

(c) any undertaking in which the company has a participating interest

must be separately stated and those within each of paragraphs (a), (b) and (c) must also be stated separately from those within any other of those paragraphs.**]**

Textual Amendments

F134 Sch. 3 para. 81 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **36(4)** (with reg. 3)

Miscellaneous matters

82.—(1) Particulars must be given of any case where the cost of any asset is for the first time determined under paragraph 47.

(2) Where any outstanding loans made under the authority of section 682(2)(b), (c) or (d) of the 2006 Act (various cases of financial assistance by a company for purchase of its own shares) are included under any item shown in the company's balance sheet, the aggregate amount of those loans must be disclosed for each item in question.

[M14]*Information supplementing the profit and loss account*

Marginal Citations

M14 See regulation 6(2) for exemption for companies falling within section 408 of the 2006 Act (individual profit and loss account where group accounts prepared).

Separate statement of certain items of income and expenditure

83.—(1) Subject to sub-paragraph (2), there must be stated the amount of the interest on or any similar charges in respect of—

(a) bank loans and overdrafts, and

(b) loans of any other kind made to the company.

(2) Sub-paragraph (1) does not apply to interest or charges on loans to the company from group undertakings, but, with that exception, it applies to interest or charges on all loans, whether made on the security of debentures or not.

Particulars of tax

84.—(1) Particulars must be given of any special circumstances which affect liability in respect of taxation of profits, income or capital gains for the financial year or liability in respect of taxation of profits, income or capital gains for succeeding financial years.

(2) The following amounts must be stated—

(a) the amount of the charge for United Kingdom corporation tax,

(b) if that amount would have been greater but for relief from double taxation, the amount which it would have been but for such relief,

(c) the amount of the charge for United Kingdom income tax, and

(d) the amount of the charge for taxation imposed outside the United Kingdom of profits, income and (so far as charged to revenue) capital gains.

Those amounts must be stated separately in respect of each of the amounts which is shown under the following items in the profit and loss account, that is to say item III.9 (tax on profit or loss on ordinary activities) and item III.14 (tax on extraordinary profit or loss).

Particulars of business

85.—(1) As regards general business a company must disclose—

(a) gross premiums written,

(b) gross premiums earned,

(c) gross claims incurred,

(d) gross operating expenses, and

(e) the reinsurance balance.

(2) The amounts required to be disclosed by sub-paragraph (1) must be broken down between direct insurance and reinsurance acceptances, if reinsurance acceptances amount to 10 per cent or more of gross premiums written.

(3) Subject to sub-paragraph (4), the amounts required to be disclosed by sub-paragraphs (1) and (2) with respect to direct insurance must be further broken down into the following groups of classes—

(a) accident and health,

(b) motor (third party liability),

(c) motor (other classes),

(d) marine, aviation and transport,

(e) fire and other damage to property,

(f) third-party liability,

(g) credit and suretyship,

(h) legal expenses,

(i) assistance, and

(j) miscellaneous,

where the amount of the gross premiums written in direct insurance for each such group exceeds 10 million Euros.

(4) The company must in any event disclose the amounts relating to the three largest groups of classes in its business.

86.—(1) As regards long-term business, the company must disclose—

(a) gross premiums written, and

(b) the reinsurance balance.

(2) Subject to sub-paragraph (3)—

(a) gross premiums written must be broken down between those written by way of direct insurance and those written by way of reinsurance, and

(b) gross premiums written by way of direct insurance must be broken down—

(i) between individual premiums and premiums under group contracts,

(ii) between periodic premiums and single premiums, and

(iii) between premiums from non-participating contracts, premiums from participating contracts and premiums from contracts where the investment risk is borne by policyholders.

(3) Disclosure of any amount referred to in sub-paragraph (2)(a) or (2)(b)(i), (ii) or (iii) is not required if it does not exceed 10 per cent of the gross premiums written or (as the case may be) of the gross premiums written by way of direct insurance.

87.—(1) Subject to sub-paragraph (2), there must be disclosed as regards both general and long-term business the total gross direct insurance premiums resulting from contracts concluded by the company—

[[F135](a) in the country in which its head office is located, and**]**

[F136](b) . . . . . .

(c) in other countries.

(2) Disclosure of any amount referred to in sub-paragraph (1) is not required if it does not exceed 5 per cent of total gross premiums.

Textual Amendments

F135 Sch. 3 para. 87(1)(a) substituted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by The Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/145), regs. 1(2)(b), 2, **Sch. 3 para. 4(b)(i)** (with reg. 7(2)) (as amended by S.I. 2020/523, regs. 1(2), 10, 11); 2020 c. 1, Sch. 5 para. 1(1)

F136 Sch. 3 para. 87(1)(b) omitted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by virtue of The Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/145), regs. 1(2)(b), 2, **Sch. 3 para. 4(b)(ii)** (with reg. 7(2)) (as amended by S.I. 2020/523, regs. 1(2), 10, 11); 2020 c. 1, Sch. 5 para. 1(1)

Commissions

88. There must be disclosed the total amount of commissions for direct insurance business accounted for in the financial year, including acquisition, renewal, collection and portfolio management commissions.

Miscellaneous matters

89.—(1) Where any amount relating to any preceding financial year is included in any item in the profit and loss account, the effect must be stated.

[[F137](2) The amount, nature and effect of any individual items of income or expenditure which are of exceptional size or incidence must be stated.**]**

Textual Amendments

F137 Sch. 3 para. 89(2) substituted for Sch. 3 para. 89(2)(3) (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **36(5)** (with reg. 3)

Related party transactions

90.—(1) Particulars may be given of transactions which the company has entered into with related parties, and must be given if such transactions are material and have not been concluded under normal market conditions.

(2) The particulars of transactions required to be disclosed by sub-paragraph (1) must include—

(a) the amount of such transactions,

(b) the nature of the related party relationship, and

(c) other information about the transactions necessary for an understanding of the financial position of the company.

(3) Information about individual transactions may be aggregated according to their nature, except where separate information is necessary for an understanding of the effects of related party transactions on the financial position of the company.

(4) Particulars need not be given of transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is a party to the transaction is wholly-owned by such a member.

(5) In this paragraph, "related party" has the same meaning as in **[**[F138]UK-adopted international accounting standards**]**.

Textual Amendments

F138 Words in Sch. 3 para. 90(5) substituted (31.12.2020) by The International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/685), reg. 1(2), **Sch. 1 para. 57(4)(b)** (with reg. 1(3)(4)) (as amended by S.I. 2020/523, regs. 1(2), 22); 2020 c. 1, Sch. 5 para. 1(1)

[[F139]Post balance sheet events

90A. The nature and financial effect of material events arising after the balance sheet date which are not reflected in the profit and loss account of balance sheet must be stated.**]**

Textual Amendments

F139 Sch. 3 paras. 90A, 90B inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **36(6)** (with reg. 3)

[F139 Appropriations

90B. Particulars must be given of the proposed appropriation of profit or treatment of loss or, where applicable, particulars of the actual appropriation of the profits or treatment of the losses.**]**

Textual Amendments

F139 Sch. 3 paras. 90A, 90B inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **36(6)** (with reg. 3)

PART 4

INTERPRETATION OF THIS SCHEDULE

Definitions for this Schedule

91. The following definitions apply for the purposes of this Schedule and its interpretation—

"general business" means business which consists of effecting or carrying out contracts of general insurance;

"long-term business" means business which consists of effecting or carrying out contracts of long-term insurance;

"long-term fund" means the fund or funds maintained by a company in respect of its long-term business in accordance with **[**F140 rules made by the Financial Conduct Authority or the Prudential Regulation Authority**]** under Part 10 of the Financial Services and Markets Act 2000 M15;

"policyholder" has the meaning given by article 3 of the Financial Services and Markets Act 2000 (Meaning of "Policy" and "Policyholder") Order 2001 M16;

"provision for unexpired risks" means the amount set aside in addition to unearned premiums in respect of risks to be borne by the company after the end of the financial year, in order to provide for all claims and expenses in connection with insurance contracts in force in excess of the related unearned premiums and any premiums receivable on those contracts.

Textual Amendments

F140 Words in Sch. 3 para. 91 substituted (1.4.2013) by The Financial Services Act 2012 (Consequential Amendments and Transitional Provisions) Order 2013 (S.I. 2013/472), art. 1(1), **Sch. 2 para. 135(c)**

Marginal Citations

M15 FSA 2006/42.

M16 S.I. 2001/2361.

SCHEDULE 4 Regulation 7

INFORMATION ON RELATED UNDERTAKINGS REQUIRED WHETHER PREPARING COMPANIES ACT OR IAS ACCOUNTS

PART 1

PROVISIONS APPLYING TO ALL COMPANIES

Subsidiary undertakings

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

(2) The name of each subsidiary undertaking must be stated.

(3) There must be stated with respect to each subsidiary undertaking—

[[F141](a) the address of the undertaking's registered office (whether in or outside the United Kingdom),**]**

(b) if it is unincorporated, the address of its principal place of business.

Textual Amendments

F141 Sch. 4 para. 1(3)(a) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **37(2)** (with reg. 3)

Financial information about subsidiary undertakings

2.—(1) There must be disclosed with respect to each subsidiary undertaking not included in consolidated accounts by the company—

(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 company is exempt by virtue of section 400 or 401 of the 2006 Act from the requirement to prepare group accounts (parent company included in accounts of larger group).

(3) That information need not be given if the company's investment in the subsidiary undertaking is included in the company'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 company'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 company, that year, and

(b) if not, its financial year ending last before the end of the company's financial year.

Shares and debentures of company held by subsidiary undertakings

3.—(1) The number, description and amount of the shares in the company held by or on behalf of its subsidiary undertakings must be disclosed.

(2) Sub-paragraph (1) does not apply in relation to shares in the case of which the subsidiary undertaking is concerned as personal representative or, subject as follows, as trustee.

(3) The exception for shares in relation to which the subsidiary undertaking is concerned as trustee does not apply if the company, or any of its subsidiary undertakings, is beneficially interested under the trust, otherwise than by way of security only for the purposes of a transaction entered into by it in the ordinary course of a business which includes the lending of money.

(4) Part 5 of this Schedule has effect for the interpretation of the reference in sub-paragraph (3) to a beneficial interest under a trust.

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 company has a significant holding in an undertaking which is not a subsidiary undertaking of the company, and which does not fall within paragraph 18 (joint ventures) or 19 (associated undertakings).

(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 company's individual accounts) exceeds one-fifth of the amount (as so stated) of the company's assets.

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

(2) There must be stated—

[[F142](a) the address of the undertaking's registered office (whether in or outside the United Kingdom),**]**

(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 company, and

(b) the proportion of the nominal value of the shares of that class represented by those shares.

Textual Amendments

F142 Sch. 4 para. 5(2)(a) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **37(3)** (with reg. 3)

6.—(1) Subject to paragraph 14, 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 in respect of an undertaking if—

(a) the 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 company's holding is less than 50% of the nominal value of the shares in the undertaking.

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

(4) For the purposes of this paragraph the "relevant financial year" of an undertaking is—

(a) if its financial year ends with that of the company, that year, and

(b) if not, its financial year ending last before the end of the company's financial year.

Membership of certain undertakings

7.—(1) The information required by this paragraph must be given where at the end of the financial year the company is a member of **[**[F143]an undertaking having unlimited liability**]**.

(2) There must be stated—

(a) the name and legal form of the undertaking, and

(b) the address of the undertaking's registered office (whether in or outside the United Kingdom) or, if it does not have such an office, its head office (whether in or outside the United Kingdom).

(3) Where the undertaking is a qualifying partnership there must also be stated either—

(a) that a copy of the latest accounts of the undertaking has been or is to be appended to the copy of the company's accounts sent to the registrar under section 444 of the 2006 Act, or

(b) the name of at least one body corporate (which may be the company) in whose group accounts the undertaking has been or is to be dealt with on a consolidated basis.

(4) Information otherwise required by sub-paragraph (2) need not be given if it is not material.

(5) Information otherwise required by sub-paragraph (3)(b) need not be given if the notes to the company's accounts disclose that advantage has been taken of the exemption conferred by regulation 7 of the **[**[F144]Partnerships (Accounts) Regulations 2008**]**.

[F145](6) . . . . . .

(7) **[**[F146]In this paragraph—

"dealt with on a consolidated basis" and "qualifying partnership" have the same meanings as in the Partnerships (Accounts) Regulations 2008;**]**

[F147]...

[F148](8) . . . . . .

[F149](9) . . . . . .

[F150](10) . . . . . .

Textual Amendments

F143 Words in Sch. 4 para. 7(1) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **37(4)(a)** (with reg. 3)

F144 Words in Sch. 4 para. 7(5)(6) substituted (with application in accordance with reg. 1(2) of the amending S.I.) by The Partnerships (Accounts) Regulations 2008 (S.I. 2008/569), regs. 1(2), **17(2)**

F145 Sch. 4 para. 7(6) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **37(4)(b)** (with reg. 3)

F146 Sch. 4 para. 7(6)-(10) substituted for Sch. 4 para. 7(6) (with application in accordance with reg. 1(2) of the amending S.I.) by The Companies and Partnerships (Accounts and Audit) Regulations 2013 (S.I. 2013/2005), regs. 1(1), **6(2)** (with reg. 1(5)(6))

F147 Words in Sch. 4 para. 7(7) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **37(4)(c)** (with reg. 3)

F148 Sch. 4 para. 7(8) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **37(4)(d)** (with reg. 3)

F149 Sch. 4 para. 7(9) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **37(4)(e)** (with reg. 3)

F150 Sch. 4 para. 7(10) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **37(4)(f)** (with reg. 3)

Parent undertaking drawing up accounts for larger group

8.—(1) Where the company 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 company 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—

[[F151](a) the address of the undertaking's registered office (whether in or outside the United Kingdom),**]**

(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.

Textual Amendments

F151 Sch. 4 para. 8(3)(a) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **37(5)** (with reg. 3)

Identification of ultimate parent company

9.—(1) Where the company is a subsidiary undertaking, the following information must be given with respect to the company (if any) regarded by the directors as being the company's ultimate parent company.

(2) The name of that company must be stated.

(3) If that company is incorporated outside the United Kingdom, the country in which it is incorporated must be stated (if known to the directors).

(4) In this paragraph "company" includes any body corporate.

PART 2

COMPANIES NOT REQUIRED TO PREPARE GROUP ACCOUNTS

Reason for not preparing group accounts

10.—(1) The reason why the company is not required to prepare group accounts must be stated.

(2) If the reason is that all the subsidiary undertakings of the company fall within the exclusions provided for in section 405 of the 2006 Act (Companies Act group accounts: subsidiary undertakings included in the consolidation), it must be stated with respect to each subsidiary undertaking which of those exclusions applies.

Holdings in subsidiary undertakings

11.—(1) There must be stated in relation to shares of each class held by the company 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 company itself must be distinguished from those attributed to the company which are held by or on behalf of a subsidiary undertaking.

Financial years of subsidiary undertakings

12. Where—

(a) disclosure is made under paragraph 2(1) with respect to a subsidiary undertaking, and

(b) that undertaking's financial year does not end with that of the company,

there must be stated in relation to that undertaking the date on which its last financial year ended (last before the end of the company's financial year).

Exemption from giving information about significant holdings in non-subsidiary undertakings

13.—(1) The information otherwise required by paragraph 6 (significant holdings in undertakings other than subsidiary undertaking) need not be given if—

(a) the company is exempt by virtue of section 400 or 401 of the 2006 Act from the requirement to prepare group accounts (parent company included in accounts of larger group), and

(b) the investment of the company 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.

Construction of references to shares held by company

14.—(1) References in Parts 1 and 2 of this Schedule to shares held by a company are to be construed as follows.

(2) For the purposes of paragraphs 2, 11 and 12 (information about subsidiary undertakings)—

(a) there must be attributed to the company any shares held by a subsidiary undertaking, or by a person acting on behalf of the company or a subsidiary undertaking; but

(b) there must be treated as not held by the company any shares held on behalf of a person other than the company 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 company shares held on its behalf by any person; but

(b) there must be treated as not held by a company shares held on behalf of a person other than the company.

(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 that person's 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 that person's interests.

PART 3

COMPANIES REQUIRED TO PREPARE GROUP ACCOUNTS

Introductory

15. In this Part of this Schedule “the group” means the group consisting of the parent company and its subsidiary undertakings.

Subsidiary undertakings

16.—(1) In addition to the information required by paragraph 2, the following information must also be given with respect to the undertakings which are subsidiary undertakings of the parent company at the end of the financial year.

(2) It must be stated whether the subsidiary undertaking is included in the consolidation and, if it is not, the reasons for excluding it from consolidation must be given.

(3) It must be stated with respect to each subsidiary undertaking by virtue of which of the conditions specified in section 1162(2) or (4) of the 2006 Act it is a subsidiary undertaking of its immediate parent undertaking. That information need not be given if the relevant condition is that specified in subsection (2)(a) of that section (holding of a majority of the voting rights) and the immediate parent undertaking holds the same proportion of the shares in the undertaking as it holds voting rights.

Holdings in subsidiary undertakings

17.—(1) The following information must be given with respect to the shares of a subsidiary undertaking held—

(a) by the parent company, and

(b) by the group,

and the information under paragraphs (a) and (b) must (if different) be shown separately.

(2) There must be stated—

(a) the identity of each class of shares held, and

(b) the proportion of the nominal value of the shares of that class represented by those shares.

Joint ventures

18.—(1) The following information must be given where an undertaking is dealt with in the consolidated accounts by the method of proportional consolidation in accordance with paragraph 18 of Schedule 6 to these Regulations (joint ventures)—

[[F152](a) the name of the undertaking,**]**

[[F152](b) the address of the undertaking's registered office (whether in or outside the United Kingdom),**]**

(c) the factors on which joint management of the undertaking is based, and

(d) the proportion of the capital of the undertaking held by undertakings included in the consolidation.

(2) Where the financial year of the undertaking did not end with that of the company, there must be stated the date on which a financial year of the undertaking last ended before that date.

Textual Amendments

F152 Sch. 4 para. 18(1)(a)(b) substituted (with effect in accordance with reg. 2(7) of the amending S.I.) by The Limited Liability Partnerships, Partnerships and Groups (Accounts and Audit) Regulations 2016 (S.I. 2016/575), regs. 2(1), **66**

Associated undertakings

19.—(1) The following information must be given where an undertaking included in the consolidation has an interest in an associated undertaking.

(2) The name of the associated 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,

[[F153](b) the address of the undertaking's registered office (whether in or outside the United Kingdom)**]**.

(4) The following information must be given with respect to the shares of the undertaking held—

(a) by the parent company, and

(b) by the group,

and the information under paragraphs (a) and (b) must be shown separately.

(5) There must be stated—

(a) the identity of each class of shares held, and

(b) the proportion of the nominal value of the shares of that class represented by those shares.

(6) In this paragraph "associated undertaking" has the meaning given by paragraph 19 of Schedule 6 to these Regulations; and the information required by this paragraph must be given

notwithstanding that paragraph 21(3) of that Schedule (materiality) applies in relation to the accounts themselves.

Textual Amendments

F153 Sch. 4 para. 19(3)(b) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **38(3)** (with reg. 3)

Requirement to give information about other significant holdings of parent company or group

20.—(1) The information required by paragraphs 5 and 6 must also be given where at the end of the financial year the group has a significant holding in an undertaking which is not a subsidiary undertaking of the parent company and does not fall within paragraph 18 (joint ventures) or 19 (associated undertakings), as though the references to the company in those paragraphs were a reference to the group.

(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 group accounts) exceeds one-fifth of the amount of the group's assets (as so stated).

(3) For the purposes of those paragraphs as applied to a group the "relevant financial year" of an outside undertaking is—

(a) if its financial year ends with that of the parent company, that year, and

(b) if not, its financial year ending last before the end of the parent company's financial year.

Group's membership of certain undertakings

21. The information required by paragraph 7 must also be given where at the end of the financial year the group is a member of **[**[F154]an undertaking having unlimited liability**]**.

Textual Amendments

F154 Words in Sch. 4 para. 21 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **38(4)** (with reg. 3)

Construction of references to shares held by parent company or group

22.—(1) References in Parts 1 and 3 of this Schedule to shares held by that parent company or group are to be construed as follows.

(2) For the purposes of paragraphs 4 to 6, 17, 19(4) and (5) and 12 (information about holdings in subsidiary and other undertakings)—

(a) there must be attributed to the parent company shares held on its behalf by any person; but

(b) there must be treated as not held by the parent company shares held on behalf of a person other than the company.

(3) References to shares held by the group are to any shares held by or on behalf of the parent company or any of its subsidiary undertakings; but any shares held on behalf of a person other than the parent company or any of its subsidiary undertakings are not to be treated as held by the group.

(4) 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.

PART 4

ADDITIONAL DISCLOSURES FOR BANKING COMPANIES AND GROUPS

23.—(1) This paragraph applies where accounts are prepared in accordance with the special provisions of Schedules 2 and 6 relating to banking companies or groups.

(2) The information required by paragraph 5 of this Schedule, modified where applicable by paragraph 20 (information about significant holdings of the company or group in undertakings other than subsidiary undertakings) need only be given in respect of undertakings (otherwise falling within the class of undertakings in respect of which disclosure is required) in which the company or group has a significant holding amounting to 20 % or more of the nominal value of the shares in the undertaking. In addition any information required by those paragraphs may be omitted if it is not material.

(3) Paragraphs 14(3) and (4) and 22(3) and (4) of this Schedule apply with necessary modifications for the purposes of this paragraph.

PART 5

INTERPRETATION OF REFERENCES TO “BENEFICIAL INTEREST”

Residual interests under pension and employees' share schemes

24.—(1) Where shares in an undertaking are held on trust for the purposes of a pension scheme or an employees' share scheme, there must be disregarded any residual interest which has not vested in possession, being an interest of the undertaking or any of its subsidiary undertakings.

(2) In this paragraph a “residual interest” means a right of the undertaking in question (the “residual beneficiary”) to receive any of the trust property in the event of—

(a) all the liabilities arising under the scheme having been satisfied or provided for, or

(b) the residual beneficiary ceasing to participate in the scheme, or

(c) the trust property at any time exceeding what is necessary for satisfying the liabilities arising or expected to arise under the scheme.

(3) In sub-paragraph (2) references to a right include a right dependent on the exercise of a discretion vested by the scheme in the trustee or any other person; and references to liabilities arising under a scheme include liabilities that have resulted or may result from the exercise of any such discretion.

(4) For the purposes of this paragraph a residual interest vests in possession—

(a) in a case within sub-paragraph (2)(a), on the occurrence of the event there mentioned, whether or not the amount of the property receivable pursuant to the right mentioned in that sub-paragraph is then ascertained,

(b) in a case within sub-paragraph (2)(b) or (c), when the residual beneficiary becomes entitled to require the trustee to transfer to that beneficiary any of the property receivable pursuant to that right.

Employer's charges and other rights of recovery

25.—(1) Where shares in an undertaking are held on trust there must be disregarded—

(a) if the trust is for the purposes of a pension scheme, any such rights as are mentioned in sub-paragraph (2),

(b) if the trust is for the purposes of an employees' share scheme, any such rights as are mentioned in paragraph (a) of that sub-paragraph,

being rights of the undertaking or any of its subsidiary undertakings.

(2) The rights referred to are—

(a) any charge or lien on, or set-off against, any benefit or other right or interest under the scheme for the purpose of enabling the employer or former employer of a member of the scheme to obtain the discharge of a monetary obligation due to him from the member, and

(b) any right to receive from the trustee of the scheme, or as trustee of the scheme to retain, an amount that can be recovered or retained under section 61 of the Pension Schemes Act 1993 [M17] or section 57 of the Pension Schemes (Northern Ireland) Act 1993 [M18] (deduction of contributions equivalent premium from refund of scheme contributions) or otherwise as reimbursement or partial reimbursement for any contributions equivalent premium paid in connection with the scheme under Chapter 3 of Part 3 of that Act.

Marginal Citations

M17 1993 c.48.

M18 1993 c.49.

Trustee's right to expenses, remuneration, indemnity etc.

26. Where an undertaking is a trustee, there must be disregarded any rights which the undertaking has in its capacity as trustee including, in particular, any right to recover its expenses or be remunerated out of the trust property and any right to be indemnified out of that property for any liability incurred by reason of any act or omission of the undertaking in the performance of its duties as trustee.

Supplementary

27.—(1) This Schedule applies in relation to debentures as it applies in relation to shares.

(2) "Pension scheme" means any scheme for the provision of benefits consisting of or including relevant benefits for or in respect of employees or former employees; and "relevant benefits" means any pension, lump sum, gratuity or other like benefit given or to be given on retirement or on death or in anticipation of retirement or, in connection with past service, after retirement or death.

(3) In sub-paragraph (2) of this paragraph and in paragraph 25(2) "employee" and "employer" are to be read as if a director of an undertaking were employed by it.

SCHEDULE 5 Regulation 8

INFORMATION ABOUT BENEFITS OF DIRECTORS

PART 1

PROVISIONS APPLYING TO QUOTED AND UNQUOTED COMPANIES

Total amount of directors' remuneration etc.

1.—(1) There must be shown—

(a) the aggregate amount of remuneration paid to or receivable by directors in respect of qualifying services;

(b) the aggregate of the amount of gains made by directors on the exercise of share options;

(c) the aggregate of the amount of money paid to or receivable by directors, and the net value of assets (other than money and share options) received or receivable by directors, under long term incentive schemes in respect of qualifying services; and

(d) the aggregate value of any company contributions—

(i) paid, or treated as paid, to a pension scheme in respect of directors' qualifying services, and

(ii) by reference to which the rate or amount of any money purchase benefits that may become payable will be calculated.

(2) There must be shown the number of directors (if any) to whom retirement benefits are accruing in respect of qualifying services—

(a) under money purchase schemes, and

(b) under defined benefit schemes.

(3) In the case of a company which is not a quoted company and whose equity share capital is not listed on the market known as AIM—

(a) sub-paragraph (1) has effect as if paragraph (b) were omitted and, in paragraph (c), "assets" did not include shares; and

(b) the number of each of the following (if any) must be shown, namely—

(i) the directors who exercised share options, and

(ii) the directors in respect of whose qualifying services shares were received or receivable under long term incentive schemes.

PART 2

PROVISIONS APPLYING ONLY TO UNQUOTED COMPANIES

Details of highest paid director's emoluments etc.

2.—(1) Where the aggregates shown under paragraph 1(1)(a), (b) and (c) total £200,000 or more, there must be shown—

(a) so much of the total of those aggregates as is attributable to the highest paid director, and

(b) so much of the aggregate mentioned in paragraph 1(1)(d) as is so attributable.

(2) Where sub-paragraph (1) applies and the highest paid director has performed qualifying services during the financial year by reference to which the rate or amount of any defined benefits that may become payable will be calculated, there must also be shown—

(a) the amount at the end of the year of his accrued pension, and

(b) where applicable, the amount at the end of the year of his accrued lump sum.

(3) Subject to sub-paragraph (4), where sub-paragraph (1) applies in the case of a company which is not a listed company, there must also be shown—

(a) whether the highest paid director exercised any share options, and

(b) whether any shares were received or receivable by that director in respect of qualifying services under a long term incentive scheme.

(4) Where the highest paid director has not been involved in any of the transactions specified in sub-paragraph (3), that fact need not be stated.

Excess retirement benefits of directors and past directors

3.—(1) Subject to sub-paragraph (2), there must be shown the aggregate amount of—

(a) so much of retirement benefits paid to or receivable by directors under pension schemes, and

(b) so much of retirement benefits paid to or receivable by past directors under such schemes,

as (in each case) is in excess of the retirement benefits to which they were respectively entitled on the date on which the benefits first became payable or 31st March 1997, whichever is the later.

(2) Amounts paid or receivable under a pension scheme need not be included in the aggregate amount if—

(a) the funding of the scheme was such that the amounts were or, as the case may be, could have been paid without recourse to additional contributions, and

(b) amounts were paid to or receivable by all pensioner members of the scheme on the same basis.

(3) In sub-paragraph (2), "pensioner member", in relation to a pension scheme, means any person who is entitled to the present payment of retirement benefits under the scheme.

(4) In this paragraph—

(a) references to retirement benefits include benefits otherwise than in cash, and

(b) in relation to so much of retirement benefits as consists of a benefit otherwise than in cash, references to their amount are to the estimated money value of the benefit,

and the nature of any such benefit must also be disclosed.

Compensation to directors for loss of office

4.—(1) There must be shown the aggregate amount of any compensation to directors or past directors in respect of loss of office.

(2) This includes compensation received or receivable by a director or past director—

(a) for loss of office as director of the company, or

(b) for loss, while director of the company or on or in connection with his ceasing to be a director of it, of—

(i) any other office in connection with the management of the company's affairs, or

(ii) any office as director or otherwise in connection with the management of the affairs of any subsidiary undertaking of the company.

(3) In this paragraph references to compensation for loss of office include—

(a) compensation in consideration for, or in connection with, a person's retirement from office, and

(b) where such a retirement is occasioned by a breach of the person's contract with the company or with a subsidiary undertaking of the company—

(i) payments made by way of damages for the breach, or

(ii) payments made by way of settlement or compromise of any claim in respect of the breach.

(4) In this paragraph—

(a) references to compensation include benefits otherwise than in cash, and

(b) in relation to such compensation references to its amount are to the estimated money value of the benefit.

The nature of any such compensation must be disclosed.

Sums paid to third parties in respect of directors' services

5.—(1) There must be shown the aggregate amount of any consideration paid to or receivable by third parties for making available the services of any person—

(a) as a director of the company, or

(b) while director of the company—

(i) as director of any of its subsidiary undertakings, or

(ii) otherwise in connection with the management of the affairs of the company or any of its subsidiary undertakings.

(2) In sub-paragraph (1)—

(a) the reference to consideration includes benefits otherwise than in cash, and

(b) in relation to such consideration the reference to its amount is to the estimated money value of the benefit.

The nature of any such consideration must be disclosed.

(3) For the purposes of this paragraph a “third party” means a person other than—

(a) the director himself or a person connected with him or a body corporate controlled by him, or

(b) the company or any of its subsidiary undertakings.

PART 3

SUPPLEMENTARY PROVISIONS

General nature of obligations

6.—(1) This Schedule requires information to be given only so far as it is contained in the company's books and papers or the company has the right to obtain it from the persons concerned.

(2) For the purposes of this Schedule any information is treated as shown if it is capable of being readily ascertained from other information which is shown.

Provisions as to amounts to be shown

7.—(1) The following provisions apply with respect to the amounts to be shown under this Schedule.

(2) The amount in each case includes all relevant sums, whether paid by or receivable from the company, any of the company's subsidiary undertakings or any other person.

(3) References to amounts paid to or receivable by a person include amounts paid to or receivable by a person connected with him or a body corporate controlled by him (but not so as to require an amount to be counted twice).

(4) Except as otherwise provided, the amounts to be shown for any financial year are—

(a) the sums receivable in respect of that year (whenever paid), or

(b) in the case of sums not receivable in respect of a period, the sums paid during that year.

(5) Sums paid by way of expenses allowance that are charged to United Kingdom income tax after the end of the relevant financial year must be shown in a note to the first accounts in which it is practicable to show them and must be distinguished from the amounts to be shown apart from this provision.

(6) Where it is necessary to do so for the purpose of making any distinction required in complying with this Schedule, the directors may apportion payments between the matters in respect of which they have been paid or are receivable in such manner as they think appropriate.

Exclusion of sums liable to be accounted for to company etc.

8.—(1) The amounts to be shown under this Schedule do not include any sums that are to be accounted for—

(a) to the company or any of its subsidiary undertakings, or

(b) by virtue of sections 219 and 222(3) of the 2006 Act (payments in connection with share transfers: duty to account) to persons who sold their shares as a result of the offer made.

(2) Where—

(a) any such sums are not shown in a note to the accounts for the relevant financial year on the ground that the person receiving them is liable to account for them, and

(b) the liability is afterwards wholly or partly released or is not enforced within a period of two years,

those sums, to the extent to which the liability is released or not enforced, must be shown in a note to the first accounts in which it is practicable to show them and must be distinguished from the amounts to be shown apart from this provision.

Meaning of "remuneration"

9.—(1) In this Schedule "remuneration" of a director includes—

(a) salary, fees and bonuses, sums paid by way of expenses allowance (so far as they are chargeable to United Kingdom income tax), and

(b) subject to sub-paragraph (2), the estimated money value of any other benefits received by the director otherwise than in cash.

(2) The expression does not include—

(a) the value of any share options granted to the director or the amount of any gains made on the exercise of any such options,

(b) any company contributions paid, or treated as paid, under any pension scheme or any benefits to which the director is entitled under any such scheme, or

(c) any money or other assets paid to or received or receivable by the director under any long term incentive scheme.

Meaning of "highest paid director"

10. In this Schedule, "the highest paid director" means the director to whom is attributable the greatest part of the total of the aggregates shown under paragraph 1(1)(a), (b) and (c).

Meaning of "long term incentive scheme"

11.—(1) In this Schedule "long term incentive scheme" means an agreement or arrangement—

(a) under which money or other assets may become receivable by a director, and

(b) which includes one or more qualifying conditions with respect to service or performance which cannot be fulfilled within a single financial year.

(2) For this purpose the following must be disregarded—

(a) bonuses the amount of which falls to be determined by reference to service or performance within a single financial year;

(b) compensation for loss of office, payments for breach of contract and other termination payments; and

(c) retirement benefits.

Meaning of "shares" and "share option" and related expressions

12. In this Schedule—

(a) "shares" means shares (whether allotted or not) in the company, or any undertaking which is a group undertaking in relation to the company, and includes a share warrant as defined by section 779(1) of the 2006 Act; and

(b) "share option" means a right to acquire shares.

Meaning of "pension scheme" and related expressions

[[F155]13.—(1) In this Schedule—

"pension scheme" means a retirement benefits scheme within the meaning given by section 150(1) of the Finance Act 2004 which is—

(a) one in which the company participates, or

(b) one to which the company paid a contribution during the financial year; and

"retirement benefits" means relevant benefits within the meaning given by section 393B of the Income Tax (Earnings and Pensions) Act 2003 read as if subsection (2) were omitted.**]**

(2) In this Schedule "accrued pension" and "accrued lump sum", in relation to any pension scheme and any director, mean respectively the amount of the annual pension, and the amount of the lump sum, which would be payable under the scheme on his attaining normal pension age if—

(a) he had left the company's service at the end of the financial year,

(b) there was no increase in the general level of prices in the United Kingdom during the period beginning with the end of that year and ending with his attaining that age,

(c) no question arose of any commutation of the pension or inverse commutation of the lump sum, and

(d) any amounts attributable to voluntary contributions paid by the director to the scheme, and any money purchase benefits which would be payable under the scheme, were disregarded.

(3) In this Schedule, "company contributions", in relation to a pension scheme and a director, means any payments (including insurance premiums) made, or treated as made, to the scheme in respect of the director by a person other than the director.

(4) In this Schedule, in relation to a director—

"defined benefits" means retirement benefits payable under a pension scheme that are not money purchase benefits;

"defined benefit scheme" means a pension scheme that is not a money purchase scheme;

"money purchase benefits" means retirement benefits payable under a pension scheme the rate or amount of which is calculated by reference to payments made, or treated as made, by the director or by any other person in respect of the director and which are not average salary benefits; and

"money purchase scheme" means a pension scheme under which all of the benefits that may become payable to or in respect of the director are money purchase benefits.

(5) In this Schedule, "normal pension age", in relation to any pension scheme and any director, means the age at which the director will first become entitled to receive a full pension on retirement of an amount determined without reduction to take account of its payment before a later age (but disregarding any entitlement to pension upon retirement in the event of illness, incapacity or redundancy).

(6) Where a pension scheme provides for any benefits that may become payable to or in respect of any director to be whichever are the greater of—

(a) money purchase benefits as determined by or under the scheme; and

(b) defined benefits as so determined,

the company may assume for the purposes of this paragraph that those benefits will be money purchase benefits, or defined benefits, according to whichever appears more likely at the end of the financial year.

(7) For the purpose of determining whether a pension scheme is a money purchase or defined benefit scheme, any death in service benefits provided for by the scheme are to be disregarded.

Textual Amendments

F155 Sch. 5 para. 13(1) substituted (7.8.2018) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(2), **10(2)**

References to subsidiary undertakings

14.—(1) Any reference in this Schedule to a subsidiary undertaking of the company, in relation to a person who is or was, while a director of the company, a director also, by virtue of the company's nomination (direct or indirect) of any other undertaking, includes that undertaking, whether or not it is or was in fact a subsidiary undertaking of the company.

(2) Any reference to a subsidiary undertaking of the company—

(a) for the purposes of paragraph 1 (remuneration etc.) is to an undertaking which is a subsidiary undertaking at the time the services were rendered, and

(b) for the purposes of paragraph 4 (compensation for loss of office) is to a subsidiary undertaking immediately before the loss of office as director.

Other minor definitions

15.—(1) In this Schedule—

"net value", in relation to any assets received or receivable by a director, means value after deducting any money paid or other value given by the director in respect of those assets;

"qualifying services", in relation to any person, means his services as a director of the company, and his services while director of the company—

(a) as director of any of its subsidiary undertakings; or

(b) otherwise in connection with the management of the affairs of the company or any of its subsidiary undertakings.

(2) References in this Schedule to a person being "connected" with a director, and to a director "controlling" a body corporate, are to be construed in accordance with sections 252 to 255 of the 2006 Act.

(3) For the purposes of this Schedule, remuneration paid or receivable or share options granted in respect of a person's accepting office as a director are treated as emoluments paid or receivable or share options granted in respect of his services as a director.

SCHEDULE 6 Regulation 9

COMPANIES ACT GROUP ACCOUNTS

PART 1

GENERAL RULES

General rules

1.—(1) Group accounts must comply so far as practicable with the provisions of Schedule 1 to these Regulations as if the undertakings included in the consolidation ("the group") were a single company (see Parts 2 and 3 of this Schedule for modifications for banking and insurance groups).

(2) Where the parent company is treated as an investment company for the purposes of Part 5 of Schedule 1 (special provisions for investment companies) the group must be similarly treated.

2.—(1) The consolidated balance sheet and profit and loss account must incorporate in full the information contained in the individual accounts of the undertakings included in the consolidation, subject to the adjustments authorised or required by the following provisions of this Schedule and to such other adjustments (if any) as may be appropriate in accordance with generally accepted accounting principles or practice.

[[F156](1A) Group accounts must be drawn up as at the same date as the accounts of the parent company.**]**

(2) If the financial year of a subsidiary undertaking included in the consolidation does not end with that of the parent company, the group accounts must be made up—

(a) from the accounts of the subsidiary undertaking for its financial year last ending before the end of the parent company's financial year, provided that year ended no more than three months before that of the parent company, or

(b) from interim accounts prepared by the subsidiary undertaking as at the end of the parent company's financial year.

Textual Amendments

F156 Sch. 6 para. 2(1A) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(2)** (with reg. 3)

3.—(1) Where assets and liabilities to be included in the group accounts have been valued or otherwise determined by undertakings according to accounting rules differing from those used for the group accounts, the values or amounts must be adjusted so as to accord with the rules used for the group accounts.

(2) If it appears to the directors of the parent company that there are special reasons for departing from sub-paragraph (1) they may do so, but particulars of any such departure, the reasons for it and its effect must be given in a note to the accounts.

(3) The adjustments referred to in this paragraph need not be made if they are not material for the purpose of giving a true and fair view.

4. Any differences of accounting rules as between a parent company's individual accounts for a financial year and its group accounts must be disclosed in a note to the latter accounts and the reasons for the difference given.

5. Amounts that in the particular context of any provision of this Schedule are not material may be disregarded for the purposes of that provision.

Elimination of group transactions

6.—(1) Debts and claims between undertakings included in the consolidation, and income and expenditure relating to transactions between such undertakings, must be eliminated in preparing the group accounts.

(2) Where profits and losses resulting from transactions between undertakings included in the consolidation are included in the book value of assets, they must be eliminated in preparing the group accounts.

(3) The elimination required by sub-paragraph (2) may be effected in proportion to the group's interest in the shares of the undertakings.

(4) Sub-paragraphs (1) and (2) need not be complied with if the amounts concerned are not material for the purpose of giving a true and fair view.

Acquisition and merger accounting

7.—(1) The following provisions apply where an undertaking becomes a subsidiary undertaking of the parent company.

(2) That event is referred to in those provisions as an “acquisition”, and references to the “undertaking acquired” are to be construed accordingly.

8. An acquisition must be accounted for by the acquisition method of accounting unless the conditions for accounting for it as a merger are met and the merger method of accounting is adopted.

9.—(1) The acquisition method of accounting is as follows.

(2) The identifiable assets and liabilities of the undertaking acquired must be included in the consolidated balance sheet at their fair values as at the date of acquisition.

(3) The income and expenditure of the undertaking acquired must be brought into the group accounts only as from the date of the acquisition.

(4) There must be set off against the acquisition cost of the interest in the shares of the undertaking held by the parent company and its subsidiary undertakings the interest of the parent company and its subsidiary undertakings in the adjusted capital and reserves of the undertaking acquired.

(5) The resulting amount if positive must be treated as goodwill, and if negative as a negative consolidation difference.

[[F157](6) Negative goodwill may be transferred to the consolidated profit and loss account where such a treatment is in accordance with the principles and rules of Part 2 of Schedule 1 to these Regulations.**]**

Textual Amendments

F157 Sch. 6 para. 9(6) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(3)** (with reg. 3)

[[F158]**10.** The conditions for accounting for an acquisition as a merger are—

(a) that the undertaking whose shares are acquired is ultimately controlled by the same party both before and after the acquisition,

(b) that the control referred to in paragraph (a) is not transitory, and

(c) that adoption of the merger method accords with generally accepted accounting principles or practice.**]**

Textual Amendments

F158 Sch. 6 para. 10 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(4)** (with reg. 3)

11.—(1) The merger method of accounting is as follows.

(2) The assets and liabilities of the undertaking acquired must be brought into the group accounts at the figures at which they stand in the undertaking's accounts, subject to any adjustment authorised or required by this Schedule.

(3) The income and expenditure of the undertaking acquired must be included in the group accounts for the entire financial year, including the period before the acquisition.

(4) The group accounts must show corresponding amounts relating to the previous financial year as if the undertaking acquired had been included in the consolidation throughout that year.

(5) There must be set off against the aggregate of—

(a) the appropriate amount in respect of qualifying shares issued by the parent company or its subsidiary undertakings in consideration for the acquisition of shares in the undertaking acquired, and

(b) the fair value of any other consideration for the acquisition of shares in the undertaking acquired, determined as at the date when those shares were acquired,

the nominal value of the issued share capital of the undertaking acquired held by the parent company and its subsidiary undertakings.

(6) The resulting amount must be shown as an adjustment to the consolidated reserves.

(7) In sub-paragraph (5)(a) “qualifying shares” means—

(a) shares in relation to which any of the following provisions applies (merger relief), and in respect of which the appropriate amount is the nominal value—

(i) section 131 of the Companies Act 1985 [M19],

(ii) Article 141 of the Companies (Northern Ireland) Order 1986 [M20], or

(iii) section 612 of the 2006 Act, or

(b) shares in relation to which any of the following provisions applies (group reconstruction relief), and in respect of which the appropriate amount is the nominal value together with any minimum premium value within the meaning of that section—

(i) section 132 of the Companies Act 1985 [M21],

(ii) Article 142 of the Companies (Northern Ireland) Order 1986 [M22], or

(iii) section 611 of the 2006 Act.

Marginal Citations

M19 Section 131 is prospectively repealed by the 2006 Act.
M20 Article 141 is prospectively repealed by the 2006 Act.
M21 Section 132 is prospectively repealed by the 2006 Act.
M22 Article 142 is prospectively repealed by the 2006 Act.

12.—(1) Where a group is acquired, paragraphs 9 to 11 apply with the following adaptations.

(2) References to shares of the undertaking acquired are to be construed as references to shares of the parent undertaking of the group.

(3) Other references to the undertaking acquired are to be construed as references to the group; and references to the assets and liabilities, income and expenditure and capital and reserves of the undertaking acquired must be construed as references to the assets and liabilities, income and expenditure and capital and reserves of the group after making the set-offs and other adjustments required by this Schedule in the case of group accounts.

13.—(1) The following information with respect to acquisitions taking place in the financial year must be given in a note to the accounts.

(2) There must be stated—

(a) the name of the undertaking acquired or, where a group was acquired, the name of the parent undertaking of that group, and

(b) whether the acquisition has been accounted for by the acquisition or the merger method of accounting;

and in relation to an acquisition which significantly affects the figures shown in the group accounts, the following further information must be given.

(3) The composition and fair value of the consideration for the acquisition given by the parent company and its subsidiary undertakings must be stated.

(4) Where the acquisition method of accounting has been adopted, the book values immediately prior to the acquisition, and the fair values at the date of acquisition, of each class of assets and liabilities of the undertaking or group acquired must be stated in tabular form, including a statement of the amount of any goodwill or negative consolidation difference arising on the acquisition, together with an explanation of any significant adjustments made.

(5) In ascertaining for the purposes of sub-paragraph (4) the profit or loss of a group, the book values and fair values of assets and liabilities of a group or the amount of the assets and liabilities of

a group, the set-offs and other adjustments required by this Schedule in the case of group accounts must be made.

14.—(1) There must also be stated in a note to the accounts the cumulative amount of goodwill resulting from acquisitions in that and earlier financial years which has been written off otherwise than in the consolidated profit and loss account for that or any earlier financial year.

(2) That figure must be shown net of any goodwill attributable to subsidiary undertakings or businesses disposed of prior to the balance sheet date.

15. Where during the financial year there has been a disposal of an undertaking or group which significantly affects the figure shown in the group accounts, there must be stated in a note to the accounts—

(a) the name of that undertaking or, as the case may be, of the parent undertaking of that group, and

(b) the extent to which the profit or loss shown in the group accounts is attributable to profit or loss of that undertaking or group.

16. The information required by paragraph 13, 14 or 15 need not be disclosed with respect to an undertaking which—

(a) is established under the law of a country outside the United Kingdom, or

(b) carries on business outside the United Kingdom,

if in the opinion of the directors of the parent company the disclosure would be seriously prejudicial to the business of that undertaking or to the business of the parent company or any of its subsidiary undertakings and the Secretary of State agrees that the information should not be disclosed.

[[F159]16A. Where an acquisition has taken place in the financial year and the merger method of accounting has been adopted, the notes to the accounts must also disclose—

(a) the address of the registered office of the undertaking acquired (whether in or outside the United Kingdom),

(b) the name of the party referred to in paragraph 10(a),

(c) the address of the registered office of that party (whether in or outside the United Kingdom), and

(d) the information referred to in paragraph 11(6).**]**

Textual Amendments

F159 Sch. 6 para. 16A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(5)** (with reg. 3)

Non-controlling interests

[[F160]17.—(1) The formats set out in Schedule 1 to these Regulations have effect in relation to group accounts with the following additions.

(2) In the balance sheet formats there must be shown, as a separate item and under the heading "non-controlling interests", the amount of capital and reserves attributable to shares in subsidiary undertakings included in the consolidation held by or on behalf of persons other than the parent company and its subsidiary undertakings.

(3) In the profit and loss account formats there must be shown, as a separate item and under the heading "non-controlling interests", the amount of any profit or loss attributable to shares in subsidiary undertakings included in the consolidation held by or on behalf of persons other than the parent company and its subsidiary undertakings.

(4) For the purposes of paragraph 4(1) and (2) of Schedule 1 (power to adapt or combine items)—

(a) the additional item required by sub-paragraph (2) above is treated as one to which a letter is assigned, and

(b) the additional item required by sub-paragraph (3) above is treated as one to which an Arabic number is assigned.**]**

Textual Amendments

F160 Sch. 6 para. 17 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(6)** (with reg. 3)

Joint ventures

18.—(1) Where an undertaking included in the consolidation manages another undertaking jointly with one or more undertakings not included in the consolidation, that other undertaking ("the joint venture") may, if it is not—

(a) a body corporate, or

(b) a subsidiary undertaking of the parent company,

be dealt with in the group accounts by the method of proportional consolidation.

(2) The provisions of this Schedule relating to the preparation of consolidated accounts **[**[F161]and sections 402 and 405 of the 2006 Act**]** apply, with any necessary modifications, to proportional consolidation under this paragraph.

[[F162](3) In addition to the disclosure of the average number of employees employed during the financial year (see section 411(7) of the 2006 Act), there must be a separate disclosure in the notes to the accounts of the average number of employees employed by undertakings that are proportionately consolidated.**]**

Textual Amendments

F161 Words in Sch. 6 para. 18(2) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(7)** (with reg. 3)

F162 Sch. 6 para. 18(3) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(8)** (with reg. 3)

Associated undertakings

19.—(1) An "associated undertaking" means an undertaking in which an undertaking included in the consolidation has a participating interest and over whose operating and financial policy it exercises a significant influence, and which is not—

(a) a subsidiary undertaking of the parent company, or

(b) a joint venture dealt with in accordance with paragraph 18.

(2) Where an undertaking holds 20% or more of the voting rights in another undertaking, it is presumed to exercise such an influence over it unless the contrary is shown.

(3) The voting rights in an undertaking means the rights conferred on shareholders in respect of their shares or, in the case of an undertaking not having a share capital, on members, to vote at general meetings of the undertaking on all, or substantially all, matters.

(4) The provisions of paragraphs 5 to 11 of Schedule 7 to the 2006 Act (parent and subsidiary undertakings: rights to be taken into account and attribution of rights) apply in determining for the purposes of this paragraph whether an undertaking holds 20% or more of the voting rights in another undertaking.

20.—(1) The formats set out in Schedule 1 to these Regulations have effect in relation to group accounts with the following modifications.

(2) In the balance sheet formats replace the items headed "Participating interests", that is—

(a) in format 1, item B.III.3, and

(b) in format 2, item B.III.3 under the heading "ASSETS",

by two items: "Interests in associated undertakings" and "Other participating interests".

(3) In the profit and loss account formats replace the items headed "Income from participating interests", that is—

(a) in format 1, item 8, **[**[F163]and**]**

(b) in format 2, item 10,

[F164](c) . . . . . .

[F164](d) . . . . . .

by two items: "Income from interests in associated undertakings" and "Income from other participating interests".

Textual Amendments

F163 Word in Sch. 6 para. 20(3)(a) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(9)(a)** (with reg. 3)

F164 Sch. 6 para. 20(3)(c)(d) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(9)(b)** (with reg. 3)

21.—(1) The interest of an undertaking in an associated undertaking, and the amount of profit or loss attributable to such an interest, must be shown by the equity method of accounting (including dealing with any goodwill arising in accordance with paragraphs 17 to 20 and 22 of Schedule 1 to these Regulations).

(2) Where the associated undertaking is itself a parent undertaking, the net assets and profits or losses to be taken into account are those of the parent and its subsidiary undertakings (after making any consolidation adjustments).

(3) The equity method of accounting need not be applied if the amounts in question are not material for the purpose of giving a true and fair view.

Textual Amendments

F163 Word in Sch. 6 para. 20(3)(a) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(9)(a)** (with reg. 3)

F164 Sch. 6 para. 20(3)(c)(d) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(9)(b)** (with reg. 3)

Related party transactions

22. Paragraph 72 of Schedule 1 to these Regulations applies to transactions which the parent company, or other undertakings included in the consolidation, have entered into with related parties, unless they are intra group transactions.

[[F165]Total amount of directors' remuneration etc

22A. Paragraph 1 of Schedule 5 to these Regulations applies to group accounts with the modification that only the amounts and values referred to in that paragraph received or receivable by the directors of the parent company from the parent company and any of its subsidiary undertakings must be disclosed in the notes to the accounts.**]**

Textual Amendments

F165 Sch. 6 paras. 22A, 22B inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(10)** (with reg. 3)

[[F165]Deferred tax balances

22B. Deferred tax balances must be recognised on consolidation where it is probable that a charge to tax will arise within the foreseeable future for one of the undertakings included in the consolidation.**]**

Textual Amendments

F165 Sch. 6 paras. 22A, 22B inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(10)** (with reg. 3)

PART 2

MODIFICATIONS FOR BANKING GROUPS

General application of provisions applicable to individual accounts

23. In its application to banking groups, Part 1 of this Schedule has effect with the following modifications.

24. In paragraph 1 of this Schedule—

(a) the reference in sub-paragraph (1) to the provisions of Schedule 1 to these Regulations is to be construed as a reference to the provisions of Schedule 2 to these Regulations, and

(b) sub-paragraph (2) is to be omitted.

[[F166]**24A.** In paragraph 9 of this Schedule, the reference in sub-paragraph (6) to Schedule 1 is to these Regulations is to be construed as a reference to Schedule 2.**]**

Textual Amendments

F166 Sch. 6 para. 24A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(11)** (with reg. 3)

Textual Amendments

F166 Sch. 6 para. 24A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(11)** (with reg. 3)

[[F167]**Non-controlling interests and associated undertakings**

25.—(1) This paragraph adapts paragraphs 17 and 20 (which require items in respect of "non-controlling interests" and associated undertakings to be added to the formats set out in Schedule 1 to these Regulations) to the formats prescribed by Schedule 2 to these Regulations.

(2) In paragraph 17—

(a) in sub-paragraph (1), for the reference to Schedule 1 to these Regulations, substitute a reference to Schedule 2,

(b) sub-paragraph (3) is to apply as if the reference to "a separate item" were a reference to "separate items" and the reference to "the amount of any profit or loss" were a reference to the following—

(i) the amount of any profit or loss on ordinary activities, and

(ii) the amount of any profit or loss on extraordinary activities, and

(c) sub-paragraph (4) is not to apply, but for the purposes of paragraph 5(1) of Part 1 of Schedule 2 to these Regulations (power to combine items) the additional items required by the foregoing provisions of this paragraph are to be treated as items to which a letter is assigned.

(3) Paragraph 20(2) is to apply with respect to a balance sheet prepared under Schedule 2 to these Regulations as if it required assets item 7 (participating interests) in the balance sheet format to be replaced by the two replacement items referred to in that paragraph.

(4) Paragraph 20(3) is not to apply, but the following items in the profit and loss account formats—

(a) format 1 item 3(b) (income from participating interests),

(b) format 2 item B2(b) (income from participating interests),

are replaced by the following—

(i) "Income from participating interests other than associated undertakings", to be shown at position 3(b) in format 1 and position B2(b) in format 2, and

(ii) "Income from associated undertakings", to be shown at an appropriate position.**]**

Textual Amendments

F167 Sch. 6 para. 25 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(12)** (with reg. 3)

26. In paragraph 21(1) of this Schedule, for the references to paragraphs 17 to 20 and 22 of Schedule 1 to these Regulations substitute references to paragraphs 23 to 26 and 28 of Schedule 2 to these Regulations.

Textual Amendments

F167 Sch. 6 para. 25 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(12)** (with reg. 3)

Related party transactions

27. In paragraph 22 of this Schedule, for the reference to paragraph 72 of Schedule 1 to these Regulations substitute a reference to paragraph 92 of Schedule 2 to these Regulations.

Foreign currency translation

28. Any difference between—

(a) the amount included in the consolidated accounts for the previous financial year with respect to any undertaking included in the consolidation or the group's interest in any associated undertaking, together with the amount of any transactions undertaken to cover any such interest, and

(b) the opening amount for the financial year in respect of those undertakings and in respect of any such transactions,

arising as a result of the application of paragraph 50 of Schedule 2 to these Regulations may be credited to (where (a) is less than (b)), or deducted from (where (a) is greater than (b)), (as the case may be) consolidated reserves.

29. Any income and expenditure of undertakings included in the consolidation and associated undertakings in a foreign currency may be translated for the purposes of the consolidated accounts at the average rates of exchange prevailing during the financial year.

Information as to undertaking in which shares held as a result of financial assistance operation

30.—(1) The following provisions apply where the parent company of a banking group has a subsidiary undertaking which—

(a) is a credit institution of which shares are held as a result of a financial assistance operation with a view to its reorganisation or rescue, and

(b) is excluded from consolidation under section 405(3)(c) of the 2006 Act (interest held with a view to resale).

(2) Information as to the nature and terms of the operations must be given in a note to the group accounts, and there must be appended to the copy of the group accounts delivered to the registrar in accordance with section 441 of the 2006 Act a copy of the undertaking's latest individual accounts

and, if it is a parent undertaking, its latest group accounts. If the accounts appended are required by law to be audited, a copy of the auditor's report must also be appended.

(3) Any requirement of Part 35 of the 2006 Act as to the delivery to the registrar of a certified translation into English must be met in relation to any document required to be appended by sub-paragraph (2).

(4) The above requirements are subject to the following qualifications—

(a) an undertaking is not required to prepare for the purposes of this paragraph accounts which would not otherwise be prepared, and if no accounts satisfying the above requirements are prepared none need be appended;

(b) the accounts of an undertaking need not be appended if they would not otherwise be required to be published, or made available for public inspection, anywhere in the world, but in that case the reason for not appending the accounts must be stated in a note to the consolidated accounts.

(5) Where a copy of an undertaking's accounts is required to be appended to the copy of the group accounts delivered to the registrar, that fact must be stated in a note to the group accounts.

PART 3

MODIFICATIONS FOR INSURANCE GROUPS

General application of provisions applicable to individual accounts

31. In its application to insurance groups, Part 1 of this Schedule has effect with the following modifications.

32. In paragraph 1 of this Schedule—

(a) the reference in sub-paragraph (1) to the provisions of Schedule 1 to these Regulations is to be construed as a reference to the provisions of Schedule 3 to these Regulations, and

(b) sub-paragraph (2) is to be omitted.

Financial years of subsidiary undertakings

33. In paragraph 2(2)(a), for “three months” substitute “ six months ”.

Assets and liabilities to be included in group accounts

34. In paragraph 3, after sub-paragraph (1) insert—

“(1A) Sub-paragraph (1) is not to apply to those liabilities items the valuation of which by the undertakings included in a consolidation is based on the application of provisions applying only to insurance undertakings, nor to those assets items changes in the values of which also affect or establish policyholders' rights.

(1B) Where sub-paragraph (1A) applies, that fact must be disclosed in the notes to the consolidated accounts.”.

Elimination of group transactions

35. For sub-paragraph (4) of paragraph 6 substitute—

“(4) Sub-paragraphs (1) and (2) need not be complied with—

(a) where a transaction has been concluded according to normal market conditions and a policyholder has rights in respect of the transaction, or

(b) if the amounts concerned are not material for the purpose of giving a true and fair view.

(5) Where advantage is taken of sub-paragraph (4)(a) that fact must be disclosed in the notes to the accounts, and where the transaction in question has a material effect on the assets, liabilities, financial position and profit or loss of all the undertakings included in the consolidation that fact must also be so disclosed.".

[F168 35A. In paragraph 9 of this Schedule, the reference in sub-paragraph (6) to Schedule 1 to these Regulations is to be construed as a reference to Schedule 3 to these Regulations.**]**

Textual Amendments

F168 Sch. 6 para. 35A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(13)** (with reg. 3)

Textual Amendments

F168 Sch. 6 para. 35A inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(13)** (with reg. 3)

[F169 Non-controlling interests

36. In paragraph 17—

(a) in sub-paragraph (1), for the reference to Schedule 1 to these Regulations, substitute a reference to Schedule 3,

(b) sub-paragraph (3) is to apply as if the reference to "a separate item" were a reference to "separate items" and as if the reference to "the amount of any profit or loss" were a reference to the following—

(i) the amount of any profit or loss on ordinary activities, and

(ii) the amount of any profit or loss on extraordinary activities, and

(c) for sub-paragraph (4), substitute—

"(4) Paragraph 3(1) of Schedule 3 to these Regulations (power to combine items) does not apply in relation to the additional items required by the above provisions of this paragraph."**]**

Textual Amendments

F169 Sch. 6 para. 36 substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **39(14)** (with reg. 3)

Associated undertakings

37. In paragraph 20—

(a) in sub-paragraph (1), for the reference to Schedule 1 to these Regulations substitute a reference to Schedule 3 to these Regulations, and

(b) for sub-paragraphs (2) and (3) substitute—

"(2) In the balance sheet format, replace asset item C.II.3 (participating interests) with two items, "Interests in associated undertakings" and "Other participating interests".

(3) In the profit and loss account format, replace items II.2.(a) and III.3.(a) (income from participating interests, with a separate indication of that derived from group undertakings) with—

(a) "Income from participating interests other than associated undertakings, with a separate indication of that derived from group undertakings", to be shown as items II.2.(a) and III.3.(a), and

(b) "Income from associated undertakings", to be shown as items II.2.(aa) and III.3.(aa).".

38. In paragraph 21(1) of this Schedule, for the references to paragraphs 17 to 20 and 22 of Schedule 1 to these Regulations, substitute references to paragraphs 36 to 39 and 42 of Schedule 3 to these Regulations.

Related party transactions

39. In paragraph 22 of this Schedule, for the reference to paragraph 72 of Schedule 1 to these Regulations substitute a reference to paragraph 90 of Schedule 3 to these Regulations.

Modifications of Schedule 3 to these Regulations for purposes of paragraph 31

40.—(1) For the purposes of paragraph 31 of this Schedule, Schedule 3 to these Regulations is to be modified as follows.

(2) The information required by paragraph 11 (additional items) need not be given.

(3) In the case of general business, investment income, expenses and charges may be disclosed in the non-technical account rather than in the technical account.

(4) In the case of subsidiary undertakings which are not authorised to carry on long-term business in the United Kingdom, notes (8) and (9) to the profit and loss account format have effect as if references to investment income, expenses and charges arising in the long-term fund or to investments attributed to the long-term fund were references to investment income, expenses and charges or (as the case may be) investments relating to long-term business.

(5) In the case of subsidiary undertakings which do not have a head office in the United Kingdom, the computation required by paragraph 52 must be made annually by an actuary or other specialist in the field on the basis of recognised actuarial methods.

(6) The information required by paragraphs 85 to 88 need not be shown.

SCHEDULE 7 Regulation 10

MATTERS TO BE DEALT WITH IN DIRECTORS' REPORT

PART 1

MATTERS OF A GENERAL NATURE

Introduction

1. In addition to the information required by section 416 of the 2006 Act, the directors' report must contain the following information.

[[F170]**1A.** Where a company has chosen in accordance with section 414C(11) to set out in the company's strategic report information required by this Schedule to be contained in the directors' report it shall state in the directors' report that it has done so and in respect of which information it has done so.**]**

Textual Amendments

F170 Sch. 7 para. 1A inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 (S.I. 2013/1970), regs. 1(2)(3), **7(3)(a)**

Textual Amendments

F170 Sch. 7 para. 1A inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 (S.I. 2013/1970), regs. 1(2)(3), **7(3)(a)**

Asset values

[F171]**2.** . . . . . .

Textual Amendments

F171 Sch. 7 para. 2 omitted (with effect in accordance with reg. 1(4) of the amending S.I.) by virtue of The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 (S.I. 2013/1970), regs. 1(2)(3), **7(3)(b)**

Political donations and expenditure

3.—(1) If—

(a) the company (not being the wholly-owned subsidiary of a company incorporated in the United Kingdom) has in the financial year—

(i) made any political donation to any political party or other political organisation,

(ii) made any political donation to any independent election candidate, or

(iii) incurred any political expenditure, and

(b) the amount of the donation or expenditure, or (as the case may be) the aggregate amount of all donations and expenditure falling within paragraph (a), exceeded £2000,

the directors' report for the year must contain the following particulars.

(2) Those particulars are—

(a) as respects donations falling within sub-paragraph (1)(a)(i) or (ii)—

(i) the name of each political party, other political organisation or independent election candidate to whom any such donation has been made, and

(ii) the total amount given to that party, organisation or candidate by way of such donations in the financial year; and

(b) as respects expenditure falling within sub-paragraph (1)(a)(iii), the total amount incurred by way of such expenditure in the financial year.

(3) If—

(a) at the end of the financial year the company has subsidiaries which have, in that year, made any donations or incurred any such expenditure as is mentioned in sub-paragraph (1)(a), and

(b) it is not itself the wholly-owned subsidiary of a company incorporated in the United Kingdom,

the directors' report for the year is not, by virtue of sub-paragraph (1), required to contain the particulars specified in sub-paragraph (2). But, if the total amount of any such donations or expenditure (or both) made or incurred in that year by the company and the subsidiaries between them exceeds £2000, the directors' report for the year must contain those particulars in relation to each body by whom any such donation or expenditure has been made or incurred.

(4) Any expression used in this paragraph which is also used in Part 14 of the 2006 Act (control of political donations and expenditure) has the same meaning as in that Part.

4.—(1) If the company (not being the wholly-owned subsidiary of a company incorporated in the United Kingdom) has in the financial year made any contribution to a **[**[F172]non-UK**]** political party, the directors' report for the year must contain—

(a) a statement of the amount of the contribution, or

(b) (if it has made two or more such contributions in the year) a statement of the total amount of the contributions.

(2) If—

(a) at the end of the financial year the company has subsidiaries which have, in that year, made any such contributions as are mentioned in sub-paragraph (1), and

(b) it is not itself the wholly-owned subsidiary of a company incorporated in the United Kingdom,

the directors' report for the year is not, by virtue of sub-paragraph (1), required to contain any such statement as is there mentioned, but it must instead contain a statement of the total amount of the contributions made in the year by the company and the subsidiaries between them.

(3) In this paragraph, “contribution”, in relation to an organisation, means—

(a) any gift of money to the organisation (whether made directly or indirectly);

(b) any subscription or other fee paid for affiliation to, or membership of, the organisation; or

(c) any money spent (otherwise than by the organisation or a person acting on its behalf) in paying any expenses incurred directly or indirectly by the organisation.

(4) In this paragraph, "**[**[F173]non-UK**]** political party" means any political party which carries on, or proposes to carry on, its activities wholly outside the **[**[F174]United Kingdom**]**.

Textual Amendments

F172 Word in Sch. 7 para. 4(1) substituted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by The Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/145), regs. 1(2)(b), 2, **Sch. 3 para. 5(a)(i)** (with reg. 7) (as amended by S.I. 2020/523, regs. 1(2), 10, 11); 2020 c. 1, Sch. 5 para. 1(1)

F173 Word in Sch. 7 para. 4(4) substituted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by The Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/145), regs. 1(2)(b), 2, **Sch. 3 para. 5(a)(ii)(aa)** (with reg. 7) (as amended by S.I. 2020/523, regs. 1(2), 10, 11); 2020 c. 1, Sch. 5 para. 1(1)

F174 Words in Sch. 7 para. 4(4) substituted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by The Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/145), regs. 1(2)(b), 2, **Sch. 3 para. 5(a)(ii)(bb)** (with reg. 7) (as amended by S.I. 2020/523, regs. 1(2), 10, 11); 2020 c. 1, Sch. 5 para. 1(1)

Charitable donations

[F175]**5.** . . . . . .

Textual Amendments

F175 Sch. 7 para. 5 omitted (with effect in accordance with reg. 1(4) of the amending S.I.) by virtue of The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 (S.I. 2013/1970), regs. 1(2)(3), **7(3)(b)**

Financial instruments

6.—(1) In relation to the use of financial instruments by a company, the directors' report must contain an indication of—

(a) the financial risk management objectives and policies of the company, including the policy for hedging each major type of forecasted transaction for which hedge accounting is used, and

(b) the exposure of the company to price risk, credit risk, liquidity risk and cash flow risk,

unless such information is not material for the assessment of the assets, liabilities, financial position and profit or loss of the company.

(2) In relation to a group directors' report sub-paragraph (1) has effect as if the references to the company were references to the company and its subsidiary undertakings included in the consolidation.

(3) In sub-paragraph (1) the expressions "hedge accounting", "price risk", "credit risk", "liquidity risk" and "cash flow risk" have the same meaning as they have in **[**[F176]Directive 2013/34/EU of the European Parliament and of the Council on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings**]**.

Textual Amendments

F176 Words in Sch. 7 para. 6(3) substituted (6.2.2019) by The Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/145), reg. 1(2)(a), **Sch. 1 para. 2**

Miscellaneous

7.—(1) The directors' report must contain—

(a) particulars of any important events affecting the company which have occurred since the end of the financial year,

(b) an indication of likely future developments in the business of the company,

(c) an indication of the activities (if any) of the company in the field of research and development, and

(d) (unless the company is an unlimited company) an indication of the existence of branches (as defined in section 1046(3) of the 2006 Act) of the company outside the United Kingdom.

(2) In relation to a group directors' report paragraphs (a), (b) and (c) of sub-paragraph (1) have effect as if the references to the company were references to the company and its subsidiary undertakings included in the consolidation.

PART 2

DISCLOSURE REQUIRED BY COMPANY ACQUIRING ITS OWN SHARES ETC.

8. This Part of this Schedule applies where shares in a **[**[F177]public**]** company—

(a) are purchased by the company or are acquired by it by forfeiture or surrender in lieu of forfeiture, or in pursuance of any of the following provisions (acquisition of own shares by company limited by shares)—

(i) section 143(3) of the Companies Act 1985 [M23],

(ii) Article 153(3) of the Companies (Northern Ireland) Order 1986 [M24], or

(iii) section 659 of the 2006 Act, or

(b) are acquired by another person in circumstances where paragraph (c) or (d) of any of the following provisions applies (acquisition by company's nominee, or by another with company financial assistance, the company having a beneficial interest)—

(i) section 146(1) of the Companies Act 1985 [M25],

(ii) Article 156(1) of the Companies (Northern Ireland) Order 1986 [M26], or

(iii) section 662(1) of the 2006 Act applies, or

(c) are made subject to a lien or other charge taken (whether expressly or otherwise) by the company and permitted by any of the following provisions (exceptions from general rule against a company having a lien or charge on its own shares)—

(i) section 150(2) or (4) of the Companies Act 1985 [M27],

(ii) Article 160(2) or (4) of the Companies (Northern Ireland) Order 1986 [M28], or

(iii) section 670(2) or (4) of the 2006 Act.

Textual Amendments

F177 Word in Sch. 7 para. 8 inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 (S.I. 2013/1970), regs. 1(2)(3), **7(3)(c)**

Marginal Citations

M23 Section 143 is prospectively repealed by the 2006 Act.

M24 Article 153 is prospectively repealed by the 2006 Act.

M25 Section 146(1)(aa) was inserted by section 102C(5) of 1986 c.53, as inserted by section 1(1) of 1997 c.41. Section 146 is prospectively repealed by the 2006 Act.

M26 Article 156(1)(aa) was inserted by section 102C(6) of 1986 c.53, as inserted by section 1(1) of 1997 c.41. Article 156 is prospectively repealed by the 2006 Act.

M27 Section 150 is prospectively repealed by the 2006 Act.

M28 Article 160 is prospectively repealed by the 2006 Act.

9. The directors' report for a financial year must state—

(a) the number and nominal value of the shares so purchased, the aggregate amount of the consideration paid by the company for such shares and the reasons for their purchase;

(b) the number and nominal value of the shares so acquired by the company, acquired by another person in such circumstances and so charged respectively during the financial year;

(c) the maximum number and nominal value of shares which, having been so acquired by the company, acquired by another person in such circumstances or so charged (whether or not during that year) are held at any time by the company or that other person during that year;

(d) the number and nominal value of the shares so acquired by the company, acquired by another person in such circumstances or so charged (whether or not during that year) which are disposed of by the company or that other person or cancelled by the company during that year;

(e) where the number and nominal value of the shares of any particular description are stated in pursuance of any of the preceding sub-paragraphs, the percentage of the called-up share capital which shares of that description represent;

(f) where any of the shares have been so charged the amount of the charge in each case; and

(g) where any of the shares have been disposed of by the company or the person who acquired them in such circumstances for money or money's worth the amount or value of the consideration in each case.

PART 3

DISCLOSURE CONCERNING EMPLOYMENT ETC. OF DISABLED PERSONS

10.—(1) This Part of this Schedule applies to the directors' report where the average number of persons employed by the company [F178]... during the financial year exceeded 250.

[[F179](2) The average number of persons employed by the company in the year is determined as follows—

(a) find for each month in the financial year the number of persons employed under contracts of service by the company in that month (whether throughout the month or not),

(b) add together the monthly totals, and

(c) divide by the number of months in the financial year.**]**

(3) The directors' report must in that case contain a statement describing such policy as the company has applied during the financial year—

(a) for giving full and fair consideration to applications for employment by the company made by disabled persons, having regard to their particular aptitudes and abilities,

(b) for continuing the employment of, and for arranging appropriate training for, employees of the company who have become disabled persons during the period when they were employed by the company, and

(c) otherwise for the training, career development and promotion of disabled persons employed by the company.

(4) In this Part—

(a) "employment" means employment other than employment to work wholly or mainly outside the United Kingdom, and "employed" and "employee" are to be construed accordingly; and

(b) "disabled person" means the same as in the Disability Discrimination Act 1995 [M29].

Textual Amendments

F178 Words in Sch. 7 para. 10(1) omitted (with application in accordance with reg. 1(4) of the amending S.I.) by virtue of The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **12(a)**

F179 Sch. 7 para. 10(2) substituted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **12(b)**

Marginal Citations

M29 1995 c.50.

[[F180]PART 4

ENGAGEMENT WITH EMPLOYEES, SUPPLIERS, CUSTOMERS AND OTHERS

Textual Amendments

F180 Sch. 7 Pt. 4 substituted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **13**

Engagement with employees

11.—(1) Unless the company is exempted under paragraph 11A, the directors' report for a financial year must contain a statement—

(a) describing the action that has been taken during the financial year to introduce, maintain or develop arrangements aimed at—

(i) providing employees systematically with information on matters of concern to them as employees,

(ii) consulting employees or their representatives on a regular basis so that the views of employees can be taken into account in making decisions which are likely to affect their interests,

(iii) encouraging the involvement of employees in the company's performance through an employees' share scheme or by some other means, and

(iv) achieving a common awareness on the part of all employees of the financial and economic factors affecting the performance of the company, and

(b) summarising—

(i) how the directors have engaged with employees, and

(ii) how the directors have had regard to employee interests, and the effect of that regard, including on the principal decisions taken by the company during the financial year.

(2) Nothing in sub-paragraph (1)(b) requires the disclosure of information about impending developments or matters in the course of negotiation if the disclosure would, in the opinion of the directors, be seriously prejudicial to the interests of the company.

(3) In sub-paragraph (1) "employee" does not include a person employed to work wholly or mainly outside the United Kingdom.

11A.—(1) A company is exempted under this paragraph—

(a) in relation to its first financial year if the qualifying condition is met in that year;

(b) in relation to a subsequent financial year—

(i) if the qualifying condition is met in that year and was also met in relation to the preceding financial year;

(ii) if—

(aa) the qualifying condition is met in that year, and

(bb) the company was exempted in relation to the preceding financial year, or

(iii) if—

(aa) the qualifying condition was met in the preceding financial year, and

(bb) the company was exempted in relation to the preceding financial year.

(2) The qualifying condition is met by a company in a year in which the average number of persons employed by the company during the financial year is not more than 250.

(3) The average number of persons employed by the company in the year is determined as follows—

(a) find for each month in the financial year the number of persons employed under contracts of service by the company in that month (whether throughout the month or not),

(b) add together the monthly totals, and

(c) divide by the number of months in the financial year.

(4) Where the company is a parent company the average number of persons employed by the company refers to the number within the group.

(5) In this paragraph no regard is to be had to a person employed to work wholly or mainly outside the United Kingdom.

Engagement with suppliers, customers and others in a business relationship with the company

11B.—(1) Unless the company is exempted under paragraph 11C, the directors' report for the financial year must contain a statement summarising how the directors have had regard to the need to foster the company's business relationships with suppliers, customers and others, and the effect of that regard, including on the principal decisions taken by the company during the financial year.

(2) Nothing in sub-paragraph (1) requires the disclosure of information about impending developments or matters in the course of negotiation if the disclosure would, in the opinion of the directors, be seriously prejudicial to the interests of the company.

11C.—(1) A company is exempted under this paragraph—

(a) in relation to its first financial year if the qualifying conditions are met in that year;

(b) in relation to a subsequent financial year—

(i) if the qualifying conditions are met in that year and were also met in relation to the preceding financial year;

(ii) if—

(aa) the qualifying conditions are met in that year, and

(bb) the company was exempted in relation to the preceding financial year, or

(iii) if—

(aa) the qualifying conditions were met in the preceding financial year, and

(bb) the company was exempted in relation to the preceding financial year.

(2) The qualifying conditions are met by a company in a year in which it satisfies two or more of the following requirements—

1	Turnover	not more than £36 million
2	Balance sheet total	not more than £18 million
3	Number of employees	not more than 250

(3) In sub-paragraph (2)—

(a) for a period that is a company's financial year but is not in fact a year the figure for turnover must be proportionately adjusted,

(b) the balance sheet total means the aggregate of the amounts shown as assets in the company's balance sheet,

(c) the number of employees means the average number of persons employed by the company in the year, determined as follows—

(i) find for each month in the financial year the number of persons employed under contracts of service by the company in that month (whether throughout the month or not),

(ii) add together the monthly totals, and

(iii) divide by the number of months in the financial year.**]**

PART 5

POLICY AND PRACTICE ON PAYMENT OF CREDITORS

[F181]**12.** . . . . . .

Textual Amendments

F181 Sch. 7 para. 12 omitted (with effect in accordance with reg. 1(4) of the amending S.I.) by virtue of The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 (S.I. 2013/1970), regs. 1(2)(3), **7(3)(d)**

PART 6

DISCLOSURE REQUIRED BY CERTAIN PUBLICLY-TRADED COMPANIES

13.—(1) This Part of this Schedule applies to the directors' report for a financial year if the company had securities carrying voting rights admitted to trading on a **[**[F182]UK**]** regulated market at the end of that year.

(2) The report must contain detailed information, by reference to the end of that year, on the following matters—

(a) the structure of the company's capital, including in particular—

(i) the rights and obligations attaching to the shares or, as the case may be, to each class of shares in the company, and

(ii) where there are two or more such classes, the percentage of the total share capital represented by each class;

(b) any restrictions on the transfer of securities in the company, including in particular—

(i) limitations on the holding of securities, and

(ii) requirements to obtain the approval of the company, or of other holders of securities in the company, for a transfer of securities;

(c) in the case of each person with a significant direct or indirect holding of securities in the company, such details as are known to the company of—

(i) the identity of the person,

(ii) the size of the holding, and

(iii) the nature of the holding;

(d) in the case of each person who holds securities carrying special rights with regard to control of the company—

(i) the identity of the person, and

(ii) the nature of the rights;

(e) where—

(i) the company has an employees' share scheme, and

(ii) shares to which the scheme relates have rights with regard to control of the company that are not exercisable directly by the employees,

how those rights are exercisable;

(f) any restrictions on voting rights, including in particular—

(i) limitations on voting rights of holders of a given percentage or number of votes,

(ii) deadlines for exercising voting rights, and

(iii) arrangements by which, with the company's co-operation, financial rights carried by securities are held by a person other than the holder of the securities;

(g) any agreements between holders of securities that are known to the company and may result in restrictions on the transfer of securities or on voting rights;

(h) any rules that the company has about—

(i) appointment and replacement of directors, or

(ii) amendment of the company's articles of association;

(i) the powers of the company's directors, including in particular any powers in relation to the issuing or buying back by the company of its shares;

(j) any significant agreements to which the company is a party that take effect, alter or terminate upon a change of control of the company following a takeover bid, and the effects of any such agreements;

(k) any agreements between the company and its directors or employees providing for compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that occurs because of a takeover bid.

(3) For the purposes of sub-paragraph (2)(a) a company's capital includes any securities in the company that are not admitted to trading on a regulated market.

(4) For the purposes of sub-paragraph (2)(c) a person has an indirect holding of securities if—

(a) they are held on his behalf, or

(b) he is able to secure that rights carried by the securities are exercised in accordance with his wishes.

(5) Sub-paragraph (2)(j) does not apply to an agreement if—

(a) disclosure of the agreement would be seriously prejudicial to the company, and

(b) the company is not under any other obligation to disclose it.

(6) In this paragraph—

"securities" means shares or debentures;

"takeover bid" has the same meaning as in **[**[F183]paragraph 20(1) of Schedule 1C to the Companies Act 2006**]**;

[F184]...

"voting rights" means rights to vote at general meetings of the company in question, including rights that arise only in certain circumstances.

Textual Amendments

F182 Word in Sch. 7 para. 13(1) inserted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by The Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/145), regs. 1(2)(b), 2, **Sch. 3 para. 5(b)** (with reg. 7(2)) (as amended by S.I. 2020/523, regs. 1(2), 10, 11); 2020 c. 1, Sch. 5 para. 1(1)

F183 Words in Sch. 7 para. 13(6) substituted (31.12.2020) by The Takeovers (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/217), regs. 1, **18(a)**; 2020 c. 1, Sch. 5 para. 1(1)

F184 Words in Sch. 7 para. 13(6) omitted (31.12.2020) by virtue of The Takeovers (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/217), regs. 1, **18(b)**; 2020 c. 1, Sch. 5 para. 1(1)

14. The directors' report must also contain any necessary explanatory material with regard to information that is required to be included in the report by this Part.

[F185PART 7

DISCLOSURES CONCERNING GREENHOUSE GAS EMISSIONS [F186, ENERGY CONSUMPTION AND ENERGY EFFICIENCY ACTION BY QUOTED COMPANIES]

Textual Amendments

F185 Sch. 7 Pt. 7 inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 (S.I. 2013/1970), regs. 1(2)(3), **7(3)(e)**

F186 Words in Sch. 7 Pt. 7 heading inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(2)**

15.—(1) [F187Subject to sub-paragraph (1A),] this Part of this Schedule applies to the directors' report for a financial year if the company is a quoted company.

[F188(1A) This Part does not apply if—

(a) the company is a subsidiary undertaking at the end of the financial year;

(b) the company is included in the group report of a parent undertaking; and

(c) the group report is prepared for a financial year of the parent undertaking that ends at the same time as, or before the end of, the company's financial year; and—

(i) if the group report is a group directors' report—

(aa) of a quoted company, it complies with this Part of this Schedule other than in reliance on paragraph 15(5)(b); or

(bb) of an unquoted company, it complies with Part 7A of this Schedule other than in reliance on paragraph 20D(7)(b); or

(ii) if the group report is a group energy and carbon report, it complies with Part 7A of this Schedule as applied and modified by regulation 12B of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 other than in reliance on paragraph 20D(7)(b).

(1B) For the purpose of sub-paragraph (1A), "group energy and carbon report" means a report prepared in accordance with section 415(2) of the 2006 Act as applied and modified by regulation 12B of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008;]

(2) The report must state the annual quantity of emissions in tonnes of carbon dioxide equivalent from activities for which that company is responsible including—

(a) the combustion of fuel; and

(b) the operation of any facility.

(3) The report must state the annual quantity of emissions in tonnes of carbon dioxide equivalent resulting from the purchase of electricity, heat, steam or cooling by the company for its own use.

[F189(3A) The report must state a figure, in kWh, which is the aggregate of—

(a) the annual quantity of energy consumed from activities for which the company is responsible, including—

(i) the combustion of fuel; and

(ii) the operation of any facility; and

(b) the annual quantity of energy consumed resulting from the purchase of electricity, heat, steam or cooling by the company for its own use.

(3B) The report must state what proportion of the figures reported in accordance with sub-paragraphs (2) and (3) relate to emissions in the United Kingdom and offshore area.

(3C) The report must state what proportion of the figure reported in accordance with sub-paragraph (3A) relates to energy consumed in the United Kingdom and offshore area.

(3D) If the company has in the financial year to which the report relates taken any measures for the purpose of increasing the company's energy efficiency, the report must contain a description of the principal measures taken for that purpose.**]**

(4) Sub-paragraphs **[**[F190](2) to (3D) and paragraphs 16 and 17**]** apply only to the extent that it is practical for the company to obtain the information in question; but where it is not practical for the company to obtain some or all of that information, the report must state what information is not included and why.

[
[F191](5) Nothing in sub-paragraphs (2) to (3D) and paragraphs 16 and 17 requires the disclosure of information if—

(a) the company consumed 40,000 kWh of energy or less during the period in respect of which the directors' report is prepared and the report states that the information is not disclosed for that reason; or

(b) the disclosure would, in the opinion of the directors, be seriously prejudicial to the interests of the company, and the report states that the information is not disclosed for that reason.**]**

Textual Amendments

F187 Words in Sch. 7 para. 15(1) inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(3)(a)**

F188 Sch. 7 para. 15(1A)(1B) inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(3)(b)**

F189 Sch. 7 para. 15(3A)-(3D) inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(3)(c)**

F190 Words in Sch. 7 para. 15(4) substituted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(3)(d)**

F191 Sch. 7 para. 15(5) inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(3)(e)**

[
[F192]**15A.**—(1) If the report is a group directors' report, subject to sub-paragraph (2), paragraph 15(2) to (3A), (3D) and (5)(a) and paragraph 17 have effect as if references to the company were references to the company and its subsidiary undertakings included in the consolidation that are quoted companies, unquoted companies or limited liability partnerships.

(2) The company may exclude from the report any information which relates to—

(a) a subsidiary undertaking that is a quoted company and which that quoted company would not be required to include in its directors' report by this Part of this Schedule;

(b) a subsidiary undertaking that is an unquoted company and which that unquoted company would not be required to include in its directors' report by Part 7A of this Schedule;

(c) a subsidiary undertaking that is a limited liability partnership and which that limited liability partnership would not be required to include in its energy and carbon report by section 416(2) of the 2006 Act as applied and modified by regulation 12B of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

(3) For the purpose of this paragraph, "limited liability partnership" means a limited liability partnership registered under the Limited Liability Partnerships Act 2000.**]**

Textual Amendments

F192 Sch. 7 para. 15A inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(4)**

16. The directors' report must state the methodologies used to calculate the information disclosed under paragraph 15(2) **[**[F193], (3) and (3A)**]**.

Textual Amendments

F193 Words in Sch. 7 para. 16 substituted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(5)**

17. The directors' report must state at least one ratio which expresses the [F194]... company's annual emissions in relation to a quantifiable factor associated with the company's activities.

Textual Amendments

F194 Word in Sch. 7 para. 17 omitted (1.4.2019) by virtue of The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(6)**

18. With the exception of the first year for which the directors' report contains the information required by paragraphs 15(2) and (3) and 17, the report must state not only the information required by paragraphs 15(2) and (3) and 17, but also that information as disclosed in the report for the preceding financial year.

[
[F195]**18A.** With the exception of the first year for which the directors' report contains the information required by paragraph 15(3A) to (3D), the report must state not only the information required by paragraph 15(3A) to (3D) but that information as disclosed in the report for the preceding financial year.**]**

Textual Amendments

F195 Sch. 7 para. 18A inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(7)**

19. The directors' report must state [F196]... the period for which it is reporting the information required by paragraph 15(2) **[**[F197]if it**]** is different to the period in respect of which the directors' report is prepared.

Textual Amendments

F196 Word in Sch. 7 para. 19 omitted (1.4.2019) by virtue of The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(8)(a)**

F197 Words in Sch. 7 para. 19 substituted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(8)(b)**

[
[F198]**19A.** The period for which the directors' report is reporting the information required by paragraph 15(3) and (3A) must be the same as the period for which it is reporting the information required by paragraph 15(2).**]**

Textual Amendments

F198 Sch. 7 para. 19A inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(9)**

20. The following definitions apply for the purposes of this Part of this Schedule—

"emissions" means emissions into the atmosphere of a greenhouse gas as defined in section 92 of the Climate Change Act 2008 which are attributable to human activity;

[[F199]"energy" means all forms of energy products where "energy products" means combustible fuels, heat, renewable energy, electricity, or any other form of energy;

"energy efficiency" means the ratio of output of performance, service, goods or energy to input of energy;

"kWh" means kilowatt hours;

"offshore area" means the areas comprising—

(a) the sea adjacent to the United Kingdom from the low water mark to the landward baseline of the United Kingdom territorial sea;

(b) the United Kingdom territorial sea;

(c) the sea in any designated area within the meaning of section 1(7) of the Continental Shelf Act 1964; and

(d) the sea in any area for the time being designated under section 41(3) of the Marine and Coastal Access Act 2009,

and includes the places above those areas, and the bed and subsoil of the sea within those areas;.**]**

"tonne of carbon dioxide equivalent" has the meaning given in section 93(2) of the Climate Change Act 2008.**]**

Textual Amendments

F199 Words in Sch. 7 para. 20 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **6(10)**

[F200 PART 7A

DISCLOSURES CONCERNING GREENHOUSE GAS EMISSIONS, ENERGY CONSUMPTION AND ENERGY EFFICIENCY ACTION BY UNQUOTED COMPANIES

Textual Amendments

F200 Sch. 7 Pt. 7A inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **7**

Modifications etc. (not altering text)

C4 Sch. 7 Pt. 7A applied (with modifications) (1.4.2019) by Companies Act 2006 (c. 46), s. 416 (as modified by S.I. 2008/1911, **reg. 12B** (as inserted by S.I. 2018/1155, regs. 2, 10))

20A.—(1) Unless the company is exempted under paragraph 20B or 20C, and subject to sub-paragraph (2), this Part of this Schedule applies to the directors' report for a financial year if the company is an unquoted company.

(2) This Part does not apply if—

(a) the company is a subsidiary undertaking at the end of the financial year;

(b) the company is included in the group report of a parent undertaking; and

(c) the group report is prepared for a financial year of the parent undertaking that ends at the same time as, or before the end of, the company's financial year; and—

(i) if the group report is a group directors' report—

(aa) of a quoted company, it complies with Part 7 of this Schedule other than in reliance on paragraph 15(5)(b); or

(bb) of an unquoted company, it complies with this Part of this Schedule other than in reliance on paragraph 20D(7)(b); or

(ii) if the group report is a group energy and carbon report, it complies with this Part of this Schedule as applied and modified by regulation 12B of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 other than in reliance on paragraph 20D(7)(b).

(3) For the purpose of sub-paragraph (2), "group energy and carbon report" means a report prepared in accordance with section 415(2) of the 2006 Act as applied and modified by regulation 12B of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

20B.—(1) Unless the company is a parent company, the company is exempted under this paragraph—

(a) in relation to its first financial year if the qualifying conditions in sub-paragraph (2) are met in that year;

(b) in relation to a subsequent financial year—

(i) if the qualifying conditions are met in that year and were also met in relation to the preceding financial year;

(ii) if—

(aa) the qualifying conditions are met in that year, and

(bb) the company was exempted in relation to the preceding financial year; or

(iii) if—

(aa) the qualifying conditions were met in the preceding financial year, and

(bb) the company was exempted in relation to the preceding financial year.

(2) The qualifying conditions referred to in sub-paragraph (1) are met by a company in a year in which it satisfies two or more of the following requirements—

1	Turnover	not more than £36 million
2	Balance sheet total	not more than £18 million
3	Number of employees	not more than 250

(3) For the purposes of sub-paragraph (2)—

(a) for a period that is a company's financial year but is not in fact a year the figure for turnover must be proportionately adjusted;

(b) the balance sheet total means the aggregate of the amounts shown as assets in the company's balance sheet;

(c) the number of employees means the average number of persons employed by the company in the year, determined as follows—

(i) find for each month in the financial year the number of persons employed under contracts of service by the company in that month (whether throughout the month or not),

(ii) add together the monthly totals, and

(iii) divide by the number of months in the financial year.

20C.—(1) A parent company is exempted under this paragraph—

(a) in relation to the parent company's first financial year if the qualifying conditions in sub-paragraph (2) are met in that year by the group headed by it;

(b) in relation to a subsequent financial year of the parent company—

(i) if the qualifying conditions are met in that year and the preceding financial year by the group headed by the parent company;

(ii) if—

(aa) the qualifying conditions are met in that year by the group, and

(bb) the parent company was exempted in relation to the preceding financial year; or

(iii) if—

(aa) the qualifying conditions were met in the preceding financial year by the group, and

(bb) the parent company was exempted in relation to the preceding financial year.

(2) The qualifying conditions referred to in sub-paragraph (1) are met by a group in a year in which it satisfies two or more of the following requirements—

1	Aggregate turnover	not more than £36 million net (or £43.2 million gross)

2	Aggregate balance sheet total	not more than £18 million net (or £21.6 million gross)
3	Aggregate number of employees	not more than 250

(3) For the purposes of sub-paragraph (2), the aggregate figures are to be ascertained by aggregating the relevant figures determined in accordance with paragraph 20B for each member of the group.

(4) In relation to the aggregate figures for turnover and balance sheet total—

(a) "net" means after any set-offs and other adjustments made to eliminate group transactions—

(i) in the case of Companies Act accounts, in accordance with regulations under section 404 of the 2006 Act,

(ii) in the case of IAS accounts, in accordance with international accounting standards;

(b) "gross" means without those set-offs and other adjustments; and

(c) a company may satisfy any requirements in sub-paragraph (2) on the basis of either the net or the gross figure.

(5) For the purposes of sub-paragraph (2)—

(a) the figures for each subsidiary undertaking must be those included in its individual accounts for the relevant financial year, that is—

(i) if its financial year ends with that of the parent company, that financial year, and

(ii) if not, its financial year ending last before the end of the financial year of the parent company; or

(b) if those figures cannot be obtained without disproportionate expense or undue delay, the latest available figures may be taken.

20D.—(1) The directors' report must state the annual quantity of emissions in tonnes of carbon dioxide equivalent resulting from activities for which the company is responsible involving—

(a) the combustion of gas; or

(b) the consumption of fuel for the purposes of transport.

(2) The report must state the annual quantity of emissions in tonnes of carbon dioxide equivalent resulting from the purchase of electricity by the company for its own use, including for the purposes of transport.

(3) The report must state a figure, in kWh, which is the aggregate of—

(a) the annual quantity of energy consumed from activities for which the company is responsible involving—

(i) the combustion of gas; or

(ii) the consumption of fuel for the purposes of transport; and

(b) the annual quantity of energy consumed resulting from the purchase of electricity by the company for its own use, including for the purposes of transport.

(4) If the company has in the financial year to which the report relates taken any measures for the purpose of increasing the company's energy efficiency, the report must contain a description of the principal measures taken for that purpose.

(5) The figures reported in accordance with sub-paragraphs (1) to (3)—

(a) if the company is an offshore undertaking, may exclude emissions and energy consumed outside of the United Kingdom and offshore area;

(b) in any other case, may exclude emissions and energy consumed outside of the United Kingdom.

(6) Sub-paragraphs (1) to (4) and paragraphs 20F and 20G apply only to the extent that it is practical for the company to obtain the information in question; but where it is not practical for the company to obtain some or all of that information, the report must state what information is not included and why.

(7) Nothing in sub-paragraphs (1) to (4) and paragraphs 20F and 20G requires the disclosure of information if—

(a) the company consumed 40,000 kWh of energy or less in the United Kingdom during the period in respect of which the directors' report is prepared, and the report states that the information is not disclosed for that reason; or

(b) the disclosure would, in the opinion of the directors, be seriously prejudicial to the interests of the company, and the report states that the information is not disclosed for that reason.

20E.—(1) If the report is a group directors' report, subject to sub-paragraph (2) and (3), paragraph 20D(1) to (4) and (7)(a) and paragraph 20G have effect as if references to the company were references to the company and its subsidiary undertakings included in the consolidation that are quoted companies, unquoted companies or limited liability partnerships.

(2) If a subsidiary undertaking is a quoted company, paragraph 20D(1) to (4) have effect as if references to the disclosures required were references to the disclosures required for the purpose of paragraph 15(2) to (3D) of Part 7 of this Schedule.

(3) The company may exclude from the report any information which relates to—

(a) a subsidiary undertaking that is a quoted company and which that quoted company would not be required to include in its directors' report by Part 7 of this Schedule;

(b) a subsidiary undertaking that is an unquoted company and which that unquoted company would not be required to include in its directors' report by this Part of this Schedule;

(c) a subsidiary undertaking that is a limited liability partnership and which that limited liability partnership would not be required to include in its energy and carbon report by section 416(2) of the 2006 Act as applied and modified by regulation 12B of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

(4) For the purpose of this paragraph, "limited liability partnership" means a limited liability partnership registered under the Limited Liability Partnerships Act 2000.

20F. The directors' report must state the methodologies used to calculate the information disclosed under paragraph 20D(1), (2) and (3).

20G. The directors' report must state at least one ratio which expresses the company's annual emissions in relation to a quantifiable factor associated with the company's activities.

20H. With the exception of the first year for which the directors' report contains the information required by paragraphs 20D(1) to (4) and 20G, the report must state not only the information required by those paragraphs, but also that information as disclosed in the report for the preceding financial year.

20I. The directors' report must state the period for which it is reporting the information required by paragraph 20D(1) if it is different to the period in respect of which the directors' report is prepared.

20J. The period for which the directors' report is reporting the information required by paragraph 20D(2) and (3) must be the same as the period for which it is reporting the information required by paragraph 20D(1).

20K. The following definitions apply for the purposes of this Part of this Schedule—

"aircraft" means a self-propelled machine that can move through the air other than against the earth's surface;

"emissions", "energy" and "energy efficiency" have the same meaning as in Part 7 of this Schedule;

"for the purposes of transport" means, in relation to the consumption of fuel or the purchase of electricity, for consumption by an aircraft, road-going vehicle, train or a vessel during the course of any journey which—

(a) starts,

(b) ends, or

(c) both starts and ends

within the United Kingdom;

"gas" means, except in the definition of "offshore activity", any combustible substance which is gaseous at a temperature of 15 degrees Celsius and a pressure of 101.325 kPa (1013.25 mb) and which consists wholly or mainly of methane, ethane, propane, butane, hydrogen or carbon monoxide, or a combination of those, or a combustible mixture of those and air;

"kWh" means kilowatt hours;

"offshore activity" means activity which includes—

(a) the exploitation of mineral resources in or under the shore or bed of waters in the offshore area,

(b) the conversion of a place under the shore or bed of such waters for the purpose of storing gas,

(c) the storage of gas in, under or over such waters or the recovery of gas so stored,

(d) the unloading of gas at a place in, under or over such waters, or

(e) the provision of accommodation for persons who work on or from an offshore installation which is maintained for the production of petroleum or the storage or unloading of gas

where storing gas includes storing gas with a view to its permanent disposal and where "gas" for this purpose means gas within the meaning of section 2(4) of the Energy Act 2008 or carbon dioxide;

"offshore area" has the same meaning as in Part 7 of this Schedule;

"offshore installation" means an installation or structure used for carrying on a relevant offshore activity, and which is situated in the waters of, or in the seabed in, the offshore area, but excluding a ship or a floating structure which is not being maintained on station during the course of a relevant offshore activity; and for this purpose "relevant offshore activity" means an activity falling within paragraphs (a) to (d) of the definition of "offshore activity";

"offshore undertaking" means an undertaking whose activities consist wholly or mainly of offshore activities;

"road-going vehicle" means any vehicle—

(a) in respect of which a vehicle licence is required under the Vehicle Excise and Registration Act 1994; or

(b) which is an exempt vehicle under that Act;

"tonne of carbon dioxide equivalent" has the same meaning as in Part 7 of this Schedule;

"train" has the meaning given in section 83 of the Railways Act 1993;

"vessel" means any boat or ship which is self-propelled and operates in or under water.**]**

[[F201]PART 8

STATEMENT OF CORPORATE GOVERNANCE ARRANGEMENTS

Textual Amendments

F201 Sch. 7 Pt. 8 inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **14**

21. This Part of this Schedule applies to the directors' report for a financial year unless the company is exempted under paragraph 22.

22. A company is exempted under this paragraph if—

(a) it is required to provide a corporate governance statement,

(b) it is a community interest company within the meaning of section 26 of the Companies (Audit, Investigations and Community Enterprise) Act 2004, or

(c) it is a charitable company within the meaning of section 193 of the Charities Act 2011.

23.—(1) The directors' report for a company's first financial year must include a statement of its corporate governance arrangements in accordance with paragraph 26 if the qualifying conditions are met in that year.

(2) In relation to any subsequent financial year, the directors' report must include a statement of the company's corporate governance arrangements—

(a) if the qualifying conditions are met in that year and were also met in relation to the preceding financial year;

(b) if—

(i) the qualifying conditions are met in that year, and

(ii) the directors' report was required to provide a statement of the company's corporate governance arrangements in relation to the preceding financial year, or

(c) if—

(i) the qualifying conditions were met in the preceding financial year, and

(ii) the directors' report was required to provide a statement of the company's corporate governance arrangements in relation to the preceding financial year.

(3) The qualifying conditions are met by a company in a year in which it satisfies either or both of the following requirements—

(a) it has more than 2000 employees;

(b) it has—

(i) a turnover of more than £200 million, and

(ii) a balance sheet total of more than £2 billion.

24. In paragraph 23(3)—

(a) for a period that is a company's financial year but is not in fact a year, the figure for turnover must be proportionately adjusted,

(b) the balance sheet total means the aggregate of the amounts shown as assets in the company's balance sheet, and

(c) the number of employees means the average number of persons employed by the company in the year, determined as follows—

(i) find for each month in the financial year the number of persons employed under contracts of service by the company in that month (whether throughout the month or not),

(ii) add together the monthly totals, and

(iii) divide by the number of months in the financial year.

25. In this Part—

"corporate governance", in relation to a company, means—

(a) the nature, constitution or functions of the organs of the company,

(b) the manner in which organs of the company conduct themselves,

(c) the requirements imposed on organs of the company,

(d) the relationship between different organs of the company, and

(e) the relationship between the organs of the company and the members of the company, and

"corporate governance code" means a code of practice on corporate governance.

26.—(1) The directors' report must include a statement (a "statement of corporate governance arrangements") which states—

(a) which corporate governance code, if any, the company applied in the financial year,

(b) how the company applied any corporate governance code reported under sub-paragraph (a), and

(c) if the company departed from any corporate governance code reported under sub-paragraph (a), the respects in which it did so, and its reasons for so departing.

(2) If the company has not applied any corporate governance code for the financial year, the statement of corporate governance arrangements must explain the reasons for that decision, and explain what arrangements for corporate governance were applied for that year.

27.—(1) This paragraph applies if—

(a) a company is required by this Part to include a statement of corporate governance arrangements in its directors' report for a financial year, and

(b) the company is an unquoted company in relation to that financial year.

(2) The company must ensure that the statement of corporate governance arrangements—

(a) is made available on a website, and

(b) remains so available until—

(i) the statement of corporate governance arrangements for the company's next financial year is made available in accordance with this paragraph, or

(ii) if the obligation under this paragraph to make a statement of corporate governance arrangements available does not arise in relation to the company's next financial year, the end of the company's next financial year.

(3) Sub-paragraph (2) applies whether a company's statement of corporate governance arrangements is located in the directors' report, or in the strategic report as permitted by section 414C(11) of the 2006 Act.

(4) The statement of corporate governance arrangements must be made available on a website that—

(a) is maintained by or on behalf of the company, and

(b) identifies the company in question.

(5) Access to the statement of corporate governance arrangements made available on the website under sub-paragraph (2), and the ability to obtain a hard copy of the statement from the website, must not be—

(a) conditional on the payment of a fee, or

(b) otherwise restricted, except so far as necessary to comply with any enactment or regulatory requirement (in the United Kingdom or elsewhere).

(6) The statement of corporate governance arrangements—

(a) must be made available on a website as soon as reasonably practicable, and

(b) must be kept available throughout the period specified in sub-paragraph (2)(b)(i) or (as the case may be) (ii).

(7) A failure to make the statement of corporate governance arrangements available on a website throughout the period specified in sub-paragraph (2)(b)(i) or (as the case may be) (ii) is disregarded if—

(a) the statement is made available on the website for part of that period, and

(b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the company to prevent or avoid.

(8) In the event of default in complying with this paragraph, an offence is committed by every officer of the company who is in default.

(9) A person guilty of an offence under sub-paragraph (8) is liable on summary conviction to a fine not exceeding level 3 on the standard scale.**]**

[[F202]SCHEDULE 8

Regulation 11

QUOTED COMPANIES **[**[F203]AND TRADED COMPANIES**]**: DIRECTORS' REMUNERATION REPORT

Textual Amendments

F202 Sch. 8 substituted (1.10.2013) by The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (S.I. 2013/1981), regs. 1, 3, **Sch.** (with reg. 4)

F203 Words in Sch. 8 heading inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(1)** (with reg. 2)

PART 1

INTRODUCTORY

1.—(1) In the directors' remuneration report for a financial year ("the relevant financial year") there must be shown, subject to sub-paragraph (2), the information specified in Parts 2, 3, and 4.

(2) The directors' remuneration policy as specified in Part 4, may, subject to sub-paragraph (3), be omitted from the directors' remuneration report for a financial year, if the company does not intend, at the accounts meeting at which the report is to be laid, to move a resolution to approve the directors' remuneration policy in accordance with section 439A of the 2006 Act.

(3) Where the directors' remuneration policy is omitted from the report in accordance with sub-paragraph (2), there must be set out in the report the following information—

(a) the date of the last general meeting of the company at which a resolution was moved by the company in respect of that directors' remuneration policy and at which that policy was approved; and

(b) where, on the company's website or at some other place, a copy of that directors' remuneration policy may be inspected by the members of the company.

2.—(1) Information required to be shown in the report for or in respect of a particular person must be shown in the report in a manner that links the information to that person identified by name.

(2) Nothing in this Schedule prevents the directors setting out in the report any such additional information as they think fit, and any item required to be shown in the report may be shown in greater detail than required by the provisions of this Schedule.

[[F204](2A) The directors' remuneration report must not include personal data of a director that falls within a special category of data listed in Article 9(1) of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, or personal data which refers to the family situation of individual directors.**]**

(3) Where the requirements of this Schedule make reference to a "director" those requirements may be complied with in such manner as to distinguish between directors who perform executive functions and those who do not.

(4) Any requirement of this Schedule to provide information in respect of a director may, in respect of those directors who do not perform executive functions, be omitted or otherwise modified where that requirement is not applicable to such a director and in such a case, particulars of, and the reasons for, the omission or modification must be given in the report.

(5) Any requirement of this Schedule to provide information in respect of performance measures or targets does not require the disclosure of information which, in the opinion of the directors, is commercially sensitive in respect of the company.

(6) Where information that would otherwise be required to be in the report is not included in reliance on sub-paragraph (5), particulars of, and the reasons for, the omission must be given in the report and an indication given of when (if at all) the information is to be reported to the members of the company.

(7) Where any provision of this Schedule requires a sum or figure to be given in respect of any financial year preceding the relevant financial year, in the first directors' remuneration report prepared in accordance with this Schedule, that sum or figure may, where the sum or figure is not readily available from the reports and accounts of the company prepared for those years, be given as an estimate and a note of explanation provided in the report.

[[F205](8) A person is to be treated as a director of a company for the purposes of this Schedule (other than in the references to directors in paragraphs 2(2), 2(5), 3, 5(2), 6(1)(b), 10(3), 22(1), 23(c), 24(4), and 48) if the person—

(a) is the company's chief executive officer (however described) or, where such a function exists in the company, the company's deputy chief executive officer (however described), but

(b) is not a director of the company.**]**

Textual Amendments

F204 Sch. 8 para. 2(2A) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(2)** (with reg. 2)

F205 Sch. 8 para. 2(8) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(3)** (with reg. 2)

PART 2

ANNUAL STATEMENT

3. The directors' remuneration report must contain a statement by the director who fulfils the role of chair of the remuneration committee (or, where there is no such person, by a director nominated by the directors to make the statement) summarising for the relevant financial year—

(a) the major decisions on directors' remuneration;

[[F206](aa) any discretion which has been exercised in the award of directors' remuneration;**]**

(b) any substantial changes relating to directors' remuneration made during the year; and

(c) the context in which those changes occurred and decisions have been taken.

Textual Amendments

F206 Sch. 8 para. 3(aa) inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **16**

PART 3

ANNUAL REPORT ON REMUNERATION

Single total figure of remuneration for each director

4.—(1) The directors' remuneration report must, for the relevant financial year, for each person who has served as a director of the company at any time during that year, set out in a table in the form set out in paragraph 5 ("the single total figure table") the information prescribed by paragraphs 6 and 7 below.

(2) The report may set out in separate tables the information to be supplied in respect of directors who perform executive functions and those who do not.

(3) Unless otherwise indicated the sums set out in the table are those in respect of the relevant financial year and relate to the director's performance of, or agreement to perform, qualifying services.

5.—(1) The form of the table required by paragraph 4 is—

[[F207]**Single Total Figure Table**								
	a	b	c	d	e	Total	Total Fixed Remuneration	Total Variable Remuneration
Director 1	xxx	xxx	xxx	xxx	xxx	xxx	xxx	xxx

Director 2	xxx	xxx	xxx	xxx	xxx	xxx	xxx	xxx**]**

(2) The directors may choose to display the table using an alternative orientation, in which case references in this Schedule to columns are to be read as references to rows.

Textual Amendments

F207 Sch. 8 para. 5(1) Table substituted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(4)** (with reg. 2)

6.—(1) In addition to the columns described in paragraph 7, columns—

(a) must be included to set out any other items in the nature of remuneration (other than items required to be disclosed under paragraph 15) which are not set out in the columns headed "(a)" to "(e)"; and

(b) may be included if there are any sub-totals or other items which the directors consider necessary in order to assist the understanding of the table.

(2) Any additional columns must be inserted before the column marked "Total".

7.—(1) Subject to paragraph 9, in the single total figure table, the sums that are required to be set out in the columns are—

(a) in the column headed "a", the total amount of salary and fees;

(b) in the column headed "b", all taxable benefits;

(c) in the column headed "c", money or other assets received or receivable for the relevant financial year as a result of the achievement of performance measures and targets relating to a period ending in that financial year other than—

(i) those which result from awards made in a previous financial year and where final vesting is determined as a result of the achievement of performance measures or targets relating to a period ending in the relevant financial year; or

(ii) those receivable subject to the achievement of performance measures or targets in a future financial year;

(d) in the column headed "d", money or other assets received or receivable for periods of more than one financial year where final vesting—

(i) is determined as a result of the achievement of performance measures or targets relating to a period ending in the relevant financial year; and

(ii) is not subject to the achievement of performance measures or targets in a future financial year;

(e) in the column headed "e", all pension related benefits including—

(i) payments (whether in cash or otherwise) in lieu of retirement benefits;

(ii) all benefits in year from participating in pension schemes;

(f) in the column headed "Total", the total amount of the sums set out in the previous columns;

[[F208](g) in the column headed "Total Fixed Remuneration", the total amount of the sums set out in columns headed "a", "b" and "e" and any additional columns relevant to this calculation;

(h) in the column headed "Total Variable Remuneration", the total amount of the sums set out in columns headed "c" and "d" and any additional columns relevant to this calculation.**]**

(2) Where it is necessary to assist the understanding of the table by the creation of sub-totals the columns headed "a" to "e" may be set out in an order other than the one set out in paragraph 5.

Textual Amendments

F208 Sch. 8 para. 7(1)(g)(h) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(5)** (with reg. 2)

8.—(1) In respect of any items in paragraph 7(1)(c) or (d) where the performance measures or targets are substantially (but not fully) completed by the end of the relevant financial year—

(a) the sum given in the table may include sums which relate to the following financial year; but

(b) where such sums are included, those sums must not be included in the corresponding column of the single total figure table prepared for that following financial year; and

(c) a note to the table must explain the basis of the calculation.

(2) Where any money or other assets reported in the single total figure table in the directors' remuneration report prepared in respect of any previous financial year are the subject of a recovery of sums paid or the withholding of any sum for any reason in the relevant financial year—

(a) the recovery or withholding so attributable must be shown in a separate column in the table as a negative value and deducted from the column headed "Total"; and

(b) an explanation for the recovery or withholding and the basis of the calculation must be given in a note to the table.

(3) Where the calculations in accordance with paragraph 10 (other than in respect of a recovery or withholding) result in a negative value, the result must be expressed as zero in the relevant column in the table.

9.—(1) Each column in the single total figure table must contain, in such manner as to permit comparison, two sums as follows—

(a) the sum set out in the corresponding column in the report prepared in respect of the financial year preceding the relevant financial year; and

(b) the sum for the relevant financial year.

(2) When, in the single total figure table, a sum is given in the column which relates to the preceding financial year and that sum, when set out in the report for that preceding year was given as an estimated sum, then in the relevant financial year—

(a) it must be given as an actual sum;

(b) the amount representing the difference between the estimate and the actual must not be included in the column relating to the relevant financial year; and

(c) details of the calculation of the revised sum must be given in a note to the table.

10.—(1) The methods to be used to calculate the sums required to be set out in the single total figure table are—

(a) for the column headed "a", cash paid to or receivable by the person in respect of the relevant financial year;

(b) for the column headed "b", the gross value before payment of tax;

(c) for column "c", the total cash equivalent including any amount deferred, other than where the deferral is subject to the achievement of further performance measures or targets in a future financial year;

(d) for column "d"—

(i) the cash value of any monetary award;

(ii) the value of any shares or share options awarded, calculated by—

(aa) multiplying the original number of shares granted by the proportion that vest (or an estimate);

(bb) multiplying the total arrived at in (aa) by the market price of shares at the date on which the shares vest; and

(iii) the value of any additional cash or shares receivable in respect of dividends accrued (actually or notionally);

(e) for the column headed "e",—

(i) for the item in paragraph 7(1)(e)(i), the cash value;

(ii) for the item in paragraph 7(1)(e)(ii), what the aggregate pension input amount would be across all the pension schemes of the company or group in which the director accrues benefits, calculated using the method set out in section 229 of the Finance Act 2004 where—

(aa) references to "pension input period" are to be read as references to the company's financial year, or where a person becomes a director during the financial year, the period starting on the date the person became a director and ending at the end of the financial year;

(bb) all pension schemes of the company or group which provide relevant benefits to the director are deemed to be registered schemes;

(cc) all pension contributions paid by the director during the pension input period are deducted from the pension input amount;

(dd) in the application of section 234 of that Act, the figure 20 is substituted for the figure 16 each time it appears;

(ee) subsections 229(3) and (4) do not apply; and

(ff) section 277 of that Act is read as follows—

"**Valuation assumptions**

For the purposes of this Part the valuation assumptions in relation to a person, benefits and a date are—

(a) if the person has not left the employment to which the arrangement relates on or before the date, that the person left that employment on the date with a prospective right to benefits under the arrangement,

(b) if the person has not reached such age (if any) as must have been reached to avoid any reduction in the benefits on account of age, that on the date the person is entitled to receive the benefits without any reduction on account of age, and

(c) that the person's right to receive the benefits had not been occasioned by physical or mental impairment.".

(2) For the item in paragraph 7(1)(e)(ii) where there has not been a company contribution to the pension scheme in respect of the director, but if such a contribution had been made it would have been measured for pension input purposes under section 233(1)(b) of the Finance Act 2004, when calculating the pension input amount for the purposes of sub-paragraph (1)(e)(ii) it should be

calculated as if the cash value of any contribution notionally allocated to the scheme in respect of the person by or on behalf of the company including any adjustment made for any notional investment return achieved during the relevant financial year were a contribution paid by the employer in respect of the individual for the purposes of section 233(1)(b) of the Finance Act 2004.

(3) For the purposes of the calculation in sub-paragraph (1)(d)(ii)—

(a) where the market price of shares at the date on which the shares vest is not ascertainable by the date on which the remuneration report is approved by the directors, an estimate of the market price of the shares shall be calculated on the basis of an average market value over the last quarter of the relevant financial year; and

(b) where the award was an award of shares or share options, the cash amount the individual was or will be required to pay to acquire the share must be deducted from the total.

Textual Amendments

F207 Sch. 8 para. 5(1) Table substituted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(4)** (with reg. 2)

F208 Sch. 8 para. 7(1)(g)(h) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(5)** (with reg. 2)

Definitions applicable to the single total figure table

11.—(1) In paragraph 7(1)(b) "taxable benefits" includes—

(a) sums paid by way of expenses allowance that are—

(i) chargeable to United Kingdom income tax (or would be if the person were an individual, or would be if the person were resident in the United Kingdom for tax purposes), and

(ii) paid to or receivable by the person in respect of qualifying services; and

(b) any benefits received by the person, other than salary, (whether or not in cash) that—

(i) are emoluments of the person, and

(ii) are received by the person in respect of qualifying services.

(2) A payment or other benefit received in advance of a director commencing qualifying services, but in anticipation of performing qualifying services, is to be treated as if received on the first day of performance of the qualifying services.

Additional requirements in respect of the single total figure table

12.—(1) In respect of the sum required to be set out by paragraph 7(1)(b), there must be set out after the table a summary identifying—

(a) the types of benefits the value of which is included in the sum set out in the column headed "b"; and

(b) the value (where significant).

(2) For every component the value of which is included in the sums required to be set out in the columns headed "c" and "d" of the table by paragraphs 7(1)(c) and (d), there must be set out after the table the relevant details.

(3) In sub-paragraph (2) "the relevant details" means—

(a) details of any performance measures and the relative weighting of each;

(b) within each performance measure, the performance targets set at the beginning of the performance period and corresponding value of the award achievable;

(c) for each performance measure, details of actual performance relative to the targets set and measured over the relevant reporting period, and the resulting level of award; and

[[F209](ca) the amount of the award or, where this is not ascertainable, an estimate of the amount of the award, that is attributable to share price appreciation;**]**

(d) where any discretion has been exercised in respect of the award, particulars must be given of how the discretion was exercised **[**[F210], how the resulting level of award was determined and whether the discretion has been exercised as a result of share price appreciation or depreciation.**]**

(4) For each component the value of which is included in the sum set out in the column headed "c" of the table, the report must state if any amount was deferred, the percentage deferred, whether it was deferred in cash or shares, if relevant, and whether the deferral was subject to any conditions other than performance measures.

(5) Where additional columns are included in accordance with paragraph 6(1)(a), there must be set out in a note to the table the basis on which the sums in the column were calculated, and other such details as are necessary for an understanding of the sums set out in the column, including any performance measures relating to that component of remuneration or if there are none, an explanation of why not.

Textual Amendments

F209 Sch. 8 para. 12(3)(ca) inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **17(a)(i)**

F210 Words in Sch. 8 para. 12(3)(d) substituted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **17(a)(ii)**

Total pension entitlements

13.—(1) The directors' remuneration report must, for each person who has served as a director of the company at any time during the relevant financial year, and who has a prospective entitlement to defined benefits or cash balance benefits (or to benefits under a hybrid arrangement which includes such benefits) in respect of qualifying services, contain the following information in respect of pensions—

(a) details of those rights as at the end of that year, including the person's normal retirement date;

(b) a description of any additional benefit that will become receivable by a director in the event that that director retires early; and

(c) where a person has rights under more than one type of pension benefit identified in column headed "e" of the single total figure table, separate details relating to each type of pension benefit.

(2) For the purposes of this paragraph, "defined benefits", "cash balance benefits" and "hybrid arrangement" have the same meaning as in section 152 of the Finance Act 2004.

(3) "Normal retirement date" means an age specified in the pension scheme rules (or otherwise determined) as the earliest age at which, while the individual continues to accrue benefits under the pension scheme, entitlement to a benefit arises—

(a) without consent (whether of an employer, the trustees or managers of the scheme or otherwise), and

(b) without an actuarial reduction,

but disregarding any special provision as to early repayment on grounds of ill health, redundancy or dismissal.

Scheme interests awarded during the financial year

14.—(1) The directors' remuneration report must for each person who has served as a director of the company at any time during the relevant financial year contain a table setting out—

(a) details of the scheme interests awarded to the person during the relevant financial year; and

(b) for each scheme interest—

(i) a description of the type of interest awarded;

(ii) a description of the basis on which the award is made;

(iii) the face value of the award;

(iv) the percentage of scheme interests that would be receivable if the minimum performance was achieved;

(v) for a scheme interest that is a share option, an explanation of any difference between the exercise price per share and the price specified under paragraph 14(3) **[**[F211]and any change in the exercise price or date;**]**

(vi) the end of the period over which the performance measures and targets for that interest have to be achieved (or if there are different periods for different measures and targets, the end of whichever of those periods ends last); and

(vii) a summary of the performance measures and targets if not set out elsewhere in the report.

(2) In respect of a scheme interest relating to shares or share options, "face value" means the maximum number of shares that would vest if all performance measures and targets are met multiplied by either—

(a) the share price at date of grant or

(b) the average share price used to determine the number of shares awarded.

(3) Where the report sets out the face value of an award in respect of a scheme interest relating to shares or share options, the report must specify—

(a) whether the face value has been calculated using the share price at date of grant or the average share price;

(b) where the share price at date of grant is used, the amount of that share price and the date of grant;

(c) where the average share price is used, what that price was and the period used for calculating the average.

Textual Amendments

F211 Words in Sch. 8 para. 14(1)(b)(v) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(6)** (with reg. 2)

Payments to past directors

15. The directors' remuneration report must, for the relevant financial year, contain details of any payments of money or other assets to any person who was not a director of the company at the time the payment was made, but who had been a director of the company before that time, excluding—

(a) any payments falling within paragraph 16;

(b) any payments which are shown in the single total figure table;

(c) any payments which have been disclosed in a previous directors' remuneration report of the company;

(d) any payments which are below a *de minimis* threshold set by the company and stated in the report;

(e) payments by way of regular pension benefits commenced in a previous year or dividend payments in respect of scheme interests retained after leaving office; and

(f) payments in respect of employment with or any other contractual service performed for the company other than as a director.

Payments for loss of office

16. The directors' remuneration report must for the relevant financial year set out, for each person who has served as a director of the company at any time during that year, or any previous year, excluding payments which are below a *de minimis* threshold set by the company and stated in the report—

(a) the total amount of any payment for loss of office paid to or receivable by the person in respect of that financial year, broken down into each component comprised in that payment and the value of each component;

(b) an explanation of how each component was calculated;

(c) any other payments paid to or receivable by the person in connection with the termination of qualifying services, whether by way of compensation for loss of office or otherwise, including the treatment of outstanding incentive awards that vest on or following termination; and

(d) where any discretion was exercised in respect of the payment, an explanation of how it was exercised.

Statement of directors' shareholding and share interests

17. The directors' remuneration report for the relevant financial year must contain, for each person who has served as a director of the company at any time during that year—

(a) a statement of any requirements or guidelines for the director to own shares in the company and state whether or not those requirements or guidelines have been met;

(b) in tabular form or forms—

(i) the total number of interests in shares in the company of the director including interests of connected persons (as defined for the purposes of section 96B(2) of the Financial Services and Markets Act 2000);

(ii) total number of scheme interests differentiating between—

(aa) shares and share options; and

(bb) those with or without performance measures;

(iii) details of those scheme interests (which may exclude any details included elsewhere in the report); and

(iv) details of share options which are—

(aa) vested but unexercised; and

(bb) exercised in the relevant financial year.

Performance graph and table

18.—(1) The directors' remuneration report must—

(a) contain a line graph that shows for each of—

(i) a holding of shares of that class of the company's equity share capital whose listing, or admission to dealing, has resulted in the company falling within the definition of "quoted company" **[**[F212]or "unquoted traded company"**]**, and

(ii) a hypothetical holding of shares made up of shares of the same kinds and number as those by reference to which a broad equity market index is calculated,

a line drawn by joining up points plotted to represent, for each of the financial years in the relevant period, the total shareholder return on that holding; and

(b) state the name of the index selected for the purposes of the graph and set out the reasons for selecting that index.

(2) The report must also set out in tabular form the following information for each of the financial years in the relevant period in respect of the director undertaking the role of chief executive officer—

(a) total remuneration as set out in the single total figure table;

(b) the sum set out in the table in column headed "c" in the single total figure table expressed as a percentage of the maximum that could have been paid in respect of that component in the financial year; and

(c) the sum set out in column headed "d" in the single total figure table restated as a percentage of the number of shares vesting against the maximum number of shares that could have been received, or, where paid in money and other assets, as a percentage of the maximum that could have been paid in respect of that component in the financial year.

(3) For the purposes of sub-paragraphs (1), (2) and (6), "relevant period" means the specified period of financial years of which the last is the relevant financial year.

(4) Where the relevant financial year—

(a) is the company's first financial year for which the performance graph is prepared in accordance with this paragraph, "specified" in sub-paragraph (3) means "five";

(b) is the company's "second", "third", "fourth", "fifth" financial year in which the report is prepared in accordance with this Schedule, "specified" in sub-paragraph (3) means "six", "seven", "eight", "nine" as the case may be; and

(c) is any financial year after the fifth financial year in which the report is prepared in accordance with this Schedule, "specified" means "ten".

(5) Sub-paragraph (2) may be complied with by use of either—

(a) a sum based on the information supplied in the directors' remuneration reports for those previous years, or,

(b) where no such report has been compiled, a suitable corresponding sum.

(6) For the purposes of sub-paragraph (1), the "total shareholder return" for a relevant period on a holding of shares must be calculated using a fair method that—

(a) takes as its starting point the percentage change over the period in the market price of the holding;

(b) involves making—

(i) the assumptions specified in sub-paragraph (7) as to reinvestment of income, and

(ii) the assumption specified in sub-paragraph (9) as to the funding of liabilities; and

(c) makes provision for any replacement of shares in the holding by shares of a different description;

and the same method must be used for each of the holdings mentioned in sub-paragraph (1).

(7) The assumptions as to reinvestment of income are—

(a) that any benefit in the form of shares of the same kind as those in the holding is added to the holding at the time the benefit becomes receivable; and

(b) that any benefit in cash, and an amount equal to the value of any benefit not in cash and not falling within paragraph (a), is applied at the time the benefit becomes receivable in the purchase at their market price of shares of the same kind as those in the holding and that the shares purchased are added to the holding at that time.

(8) In sub-paragraph (7) "benefit" means any benefit (including, in particular, any dividend) receivable in respect of any shares in the holding by the holder from the company of whose share capital the shares form part.

(9) The assumption as to the funding of liabilities is that, where the holder has a liability to the company of whose capital the shares in the holding form part, shares are sold from the holding—

(a) immediately before the time by which the liability is due to be satisfied, and

(b) in such numbers that, at the time of the sale, the market price of the shares sold equals the amount of the liability in respect of the shares in the holding that are not being sold.

(10) In sub-paragraph (9) "liability" means a liability arising in respect of any shares in the holding or from the exercise of a right attached to any of those shares.

Textual Amendments

F212 Words in Sch. 8 para. 18(1)(a)(i) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(7)** (with reg. 2)

[F213Annual percentage change in remuneration of directors and employees]

19.—(1) The directors' remuneration report must set out (in a manner which permits comparison) in relation to each of the kinds of remuneration required to be set out in each of the columns headed "a", "b" and "c" of the single total figure table the following information—

[F214(a) the annual percentage change over the five financial years preceding the relevant financial year in respect of each director; and]

[F214(b) the average percentage change, from financial year to subsequent financial year, over the five financial years preceding the relevant financial year in respect of the employees of the company on a full time equivalent basis.]

F215(2) . . . . . .

F215(3) . . . . . .

[F216(4) For the purposes of sub-paragraphs (1)(a) and (1)(b) the "five financial years" referred to must include financial years beginning on or after 10th June 2019 and where five financial years have not passed since that date the annual percentage change must be calculated for all financial years since that date preceding the relevant financial year.

(5) "Employee" for purposes of this paragraph means any employee other than a director.]

Textual Amendments

F213 Sch. 8 para. 19 heading substituted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(8)(a)** (with reg. 2)

F214 Sch. 8 para. 19(1)(a)(b) substituted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(8)(b)** (with reg. 2)

F215 Sch. 8 para. 19(2)(3) omitted (10.6.2019) by virtue of The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(8)(c)** (with reg. 2)

F216 Sch. 8 para. 19(4)(5) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(8)(d)** (with reg. 2)

[[F217]Pay ratio information in relation to the total remuneration of the director undertaking the role of chief executive officer

19A.—(1) If paragraph 19B applies to the company for the relevant financial year the directors' remuneration report must contain pay ratio information specified in paragraphs 19C to 19G.

(2) Where the company is a parent company, the pay ratio information must relate to the group and not the company, and references in paragraphs 19C, 19D and 19G to the company's UK employees should be read as references to the UK employees of all the companies within the group.

Textual Amendments

F217 Sch. 8 paras. 19A-19G inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **17(b)**

Requirement to provide pay ratio information

19B.—(1) This paragraph applies to a company—

(a) in relation to its first financial year if the qualifying condition is met in that year;

(b) in relation to a subsequent financial year—

(i) if the qualifying condition is met in that year and was also met in relation to the preceding financial year,

(ii) if—

(aa) the qualifying condition is met in that year, and

(bb) the paragraph applied to the company in the preceding financial year, or

(iii) if—

(aa) the qualifying condition was met in the preceding financial year, and

(bb) the paragraph applied to the company in the preceding financial year.

(2) The qualifying condition is met by a company in a year in which the average number of UK employees of the company is more than 250.

(3) The average number of UK employees of the company is determined as follows—

(a) find for each month in the financial year the number of UK employees in that month (whether employed throughout the month or not),

(b) add together the monthly totals, and

(c) divide by the number of months in the financial year.

(4) Where the company is a parent company the average number of UK employees refers to the number of UK employees within the group.

Textual Amendments

F217 Sch. 8 paras. 19A-19G inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **17(b)**

Pay ratios table

19C.—(1) The directors' remuneration report must set out in the form of the table in sub-paragraph (2) ("pay ratios table") the following information for the relevant financial year—

(a) in the first column, the year in which that financial year ends,

(b) in the second column, the method set out in paragraph 19D used by the company to determine Y25, Y50 and Y75, and

(c) in subsequent columns, the specified ratios ("pay ratios").

(2) The form of the pay ratios table is—

Pay ratios table

Year	*Method*	*25th percentile pay ratio*	*Median pay ratio*	*75th percentile pay ratio*
[year]	[Option A, B or C]	(X/Y25):1	(X/Y50):1	(X/Y75):1

Where—

X is the remuneration of the director undertaking the role of chief executive officer ("CEO"), using the total for the CEO in the single total figure table. Where more than one person has undertaken the role of CEO in the relevant financial year, X means the total remuneration in the single total figure table paid to persons in relation to the period those persons were undertaking the role of CEO in the relevant financial year;

Y25 is the pay and benefits figure relating to P25;

Y50 is the pay and benefits figure relating to P50;

Y75 is the pay and benefits figure relating to P75.

(3) In this paragraph and paragraphs 19D to 19G—

"P25" is a UK employee whose pay and benefits are on the 25th percentile of pay and benefits of the company's UK employees for the relevant financial year;

"P50" is a UK employee whose pay and benefits are on the 50th percentile of pay and benefits of the company's UK employees for the relevant financial year;

"P75" is a UK employee whose pay and benefits are on the 75th percentile of pay and benefits of the company's UK employees for the relevant financial year;

"pay and benefits" of a UK employee means the employee's full-time equivalent pay and benefits, calculating the applicable components in paragraph 7(1)(a) to (e) by reference to paragraph 10, save that in paragraph 7(1)(a) "salary" means "wages and salary".

(4) If the relevant financial year is not the first financial year in which the requirement in sub-paragraph (1) applied to the company, the pay ratios table must also show, in separate rows, information for earlier financial years in accordance with sub-paragraphs (5) and (6).

(5) The earlier financial years for which information must be shown under sub-paragraph (4) are—

(a) the first financial year in which the requirement in sub-paragraph (1) applied to the company and every subsequent financial year before the relevant financial year, or

(b) if the application of paragraph (a) would require the company to show information in respect of more than nine earlier financial years, the nine financial years immediately preceding the relevant financial year.

(6) The information required to be shown by sub-paragraph (4) is—

(a) for a financial year in which the requirement in sub-paragraph (1) applied to the company, the information that was required by that sub-paragraph to be included in the pay ratios table in respect of that financial year;

(b) for a financial year in which that requirement did not apply, the year of that financial year and the statement "The company was exempt from reporting pay ratios for this financial year".

Textual Amendments

F217 Sch. 8 paras. 19A-19G inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **17(b)**

Pay ratios methods

19D.—(1) The company must choose one of the methods set out in sub-paragraph (2) to determine the Y25, Y50 and Y75 figures to use in the pay ratios for the relevant financial year, but for a subsequent financial year may choose to use a different one of those methods.

(2) The methods for determining Y25, Y50 and Y75 are—

(a) "Option A" set out in sub-paragraph (3),

(b) "Option B" set out in sub-paragraph (4), or

(c) "Option C" set out in sub-paragraph (5).

(3) Under Option A the company must calculate the pay and benefits of all its UK employees for the relevant financial year in order to identify P25, P50 and P75, and use the pay and benefits figures for those UK employees as Y25, Y50 and Y75.

(4) Under Option B the company must determine Y25, Y50 and Y75 as follows—

(a) as a starting point, use the most recent hourly rate gender pay gap information for all UK employees of the company to identify three UK employees as the best equivalents of P25, P50 and P75,

(b) use available data for the relevant financial year for the best equivalents to calculate the pay and benefits figures for each for the relevant financial year, and

(c) make any necessary adjustment to the pay and benefit figures to ensure that the best equivalents are reasonably representative of P25, P50 and P75 for the relevant financial year.

(5) Under Option C the company may determine Y25, Y50 and Y75 as follows—

(a) as a starting point, use data other than, or in addition to, gender pay gap information to identify three UK employees as the best equivalents of P25, P50 and P75, and in so doing—

(i) the company must not use data that relates to any year prior to the preceding financial year, and

(ii) if the company has gender pay gap information available, it must not use data that is less up to date than the gender pay gap information,

(b) use available data for the relevant financial year for the best equivalents to calculate the pay and benefits for each in relation to the relevant financial year, and

(c) make any necessary adjustment to the pay and benefit figures to ensure that the best equivalents are reasonably representative of P25, P50 and P75 for the relevant financial year.

(6) When using any of the options, the company may—

(a) determine Y25, Y50 and Y75 with reference to a day no earlier than three months before the last day of the relevant financial year, using a projected calculation of the salary component of pay and benefits;

(b) omit any component other than salary from pay and benefits to determine Y25, Y50 and Y75, provided the company includes in its report a statement required by paragraph 19E(f);

(c) calculate any component of pay and benefits, other than salary, using a different methodology than that set out in paragraph 10 to determine Y25, Y50 and Y75, provided the company includes in its report a statement required by paragraph 19E(g).

(7) When using Option B or C, if the company does not have the data available for any component of pay and benefits corresponding to paragraph 7(1)(b) to (e), the company may use a reasonable estimate of that component to determine Y25, Y50 and Y75.

(8) In this paragraph gender pay gap information means the most recent data collected in accordance with the Equality Act 2010 (Gender Pay Gap Information) Regulations 2017.

Textual Amendments

F217 Sch. 8 paras. 19A-19G inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **17(b)**

Additional requirements in respect of the pay ratios table

19E. The directors' remuneration report must set out the following information after the pay ratios table—

(a) an explanation of why the company chose Option A, B or C as the preferred method for calculating the pay ratio for the relevant financial year,

(b) if the company was required to report pay ratio information in the preceding financial year, and the company then used a different option to determine Y25, Y50 and Y75, an explanation for the change,

(c) the day by reference to which the company determined Y25, Y50 and Y75,

(d) where the company has used Option B—

(i) a brief explanation of how the best equivalents are reasonably representative of P25, P50 and P75, and

(ii) whether, and if so how, it has relied on the use of estimates or adjustments,

(e) where the company has used Option C—

(i) the methodology used for estimating the best equivalents, describing any estimates, adjustments, or material assumptions, and

(ii) a brief explanation of how the best equivalents are reasonably representative of P25, P50 and P75,

(f) where the company has omitted any component from pay and benefits in reliance on paragraph 19D(6)(b), the component omitted and the reason for the omission, and if the company omitted any component in the previous financial year, whether the company has continued to omit that component,

(g) where the company has used a different methodology from that set out in paragraph 10 to calculate a component of pay and benefits, a description of the different methodology and why the methodology in paragraph 10 was not used,

(h) a brief explanation of any assumptions or statistical modelling used to determine full-time equivalent remuneration.

Textual Amendments

F217 Sch. 8 paras. 19A-19G inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **17(b)**

19F. The directors' remuneration report must set out the following figures for each of Y25, Y50, and Y75 after the information required by paragraph 19E—

(a) total pay and benefits, and

(b) the salary component of total pay and benefits.

Textual Amendments

F217 Sch. 8 paras. 19A-19G inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **17(b)**

19G. The directors' remuneration report must set out a summary for the relevant financial year after the information required by paragraph 19F, explaining—

(a) any reduction or increase in the relevant financial year's pay ratios compared to the pay ratios of the preceding financial year (if the company recorded pay ratio information for that financial year),

(b) whether a reduction or an increase in a pay ratio is attributable to a change in—

(i) the remuneration of the CEO, or the pay and benefits of the company's UK employees taken as a whole;

(ii) the company's employment models (including any increase in the proportion of the company's employees employed to work wholly or mainly outside the UK, and any increase in the proportion of the company's workforce that is not employed by the company under contracts of service);

(iii) the use of a different option to calculate Y25, Y50 and Y75,

(c) any trend in the median pay ratio over the period of financial years covered by the pay ratios table, and

(d) whether, and if so why, the company believes the median pay ratio for the relevant financial year is consistent with the pay, reward and progression policies for the company's UK employees taken as a whole.**]**

Textual Amendments

F217 Sch. 8 paras. 19A-19G inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **17(b)**

Textual Amendments

F217 Sch. 8 paras. 19A-19G inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **17(b)**

Relative importance of spend on pay

20.—(1) The directors' remuneration report must set out in a graphical or tabular form that shows in respect of the relevant financial year and the immediately preceding financial year the actual expenditure of the company, and the difference in spend between those years, on—

(a) remuneration paid to or receivable by all employees of the group;

(b) distributions to shareholders by way of dividend and share buyback; and

(c) any other significant distributions and payments or other uses of profit or cash-flow deemed by the directors to assist in understanding the relative importance of spend on pay.

(2) There must be set out in a note to the report an explanation in respect of sub-paragraph (1)(c) why the particular matters were chosen by the directors and how the amounts were calculated.

(3) Where the matters chosen for the report in respect of sub-paragraph (1)(c) in the relevant financial year are not the same as the other items set out in the report for previous years, an explanation for that change must be given.

Statement of implementation of remuneration policy in the following financial year

21.—(1) The directors' remuneration report must contain a statement describing how the company intends to implement the approved directors' remuneration policy in the financial year following the relevant financial year.

(2) The statement must include, where applicable, the—

(a) performance measures and relative weightings for each; and

(b) performance targets determined for the performance measures and how awards will be calculated.

(3) Where this is not the first year of the approved remuneration policy, the statement should detail any significant changes in the way that the remuneration policy will be implemented in the next financial year compared to how it was implemented in the relevant financial year **[**[F218]and any deviations from the procedure for the implementation of the remuneration policy set out in the policy**]**.

(4) This statement need not include information that is elsewhere in the report, including any disclosed in the directors' remuneration policy.

Textual Amendments

F218 Words in Sch. 8 para. 21(3) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **31(9)** (with reg. 2)

Consideration by the directors of matters relating to directors' remuneration

22.—(1) If a committee of the company's directors has considered matters relating to the directors' remuneration for the relevant financial year, the directors' remuneration report must—

(a) name each director who was a member of the committee at any time when the committee was considering any such matter;

(b) state whether any person provided to the committee advice, or services, that materially assisted the committee in their consideration of any such matter and name any person that has done so;

(c) in the case of any person named under paragraph (b), who is not a director of the company (other than a person who provided legal advice on compliance with any relevant legislation), state—

(i) the nature of any other services that that person has provided to the company during the relevant financial year;

(ii) by whom that person was appointed, whether or not by the committee and how they were selected;

(iii) whether and how the remuneration committee has satisfied itself that the advice received was objective and independent; and

(iv) the amount of fee or other charge paid by the company to that person for the provision of the advice or services referred to in paragraph (b) and the basis on which it was charged.

(2) In sub-paragraph (1)(b) "person" includes (in particular) any director of the company who does not fall within sub-paragraph (1)(a).

(3) Sub-paragraph (1)(c) does not apply where the person was, at the time of the provision of the advice or service, an employee of the company.

(4) This paragraph also applies to a committee which considers remuneration issues during the consideration of an individual's nomination as a director.

Statement of voting at general meeting

23. The directors' remuneration report must contain a statement setting out in respect of the last general meeting at which a resolution of the following kind was moved by the company—

(a) in respect of a resolution to approve the directors' remuneration report, the percentage of votes cast for and against and the number of votes withheld;

(b) in respect of a resolution to approve the directors' remuneration policy, the percentage of votes cast for and against and the number of votes withheld; and,

(c) where there was a significant percentage of votes against either such resolution, a summary of the reasons for those votes, as far as known to the directors, and any actions taken by the directors in response to those concerns.

PART 4

DIRECTORS' REMUNERATION POLICY

Introductory

24.—(1) The information required to be included in the directors' remuneration report by the provisions of this Part must be set out in a separate part of the report and constitutes the directors' remuneration policy of the company.

[[F219](1A) The directors' remuneration policy must explain the decision-making process followed for its determination, review and implementation, including measures to avoid or manage conflicts of interest and, where applicable, the role of the remuneration committee or other committees

concerned except that this explanation need not include information that is elsewhere in the directors' remuneration report.**]**

(2) Where a company intends to move a resolution at a meeting of the company to approve a directors' remuneration policy and it is intended that some or all of the provisions of the last approved directors' remuneration policy are to continue to apply after the resolution is approved, this fact must be stated in the policy which is the subject of the resolution and it must be made clear which provisions of the last approved policy are to continue to apply and for what period of time it is intended that they shall apply.

(3) Notwithstanding the requirements of this Part, the directors' remuneration policy part of the report must set out all those matters for which the company requires approval for the purposes of Chapter 4A of Part 10 of the 2006 Act.

(4) Where any provision of the directors' remuneration policy provides for the exercise by the directors of a discretion on any aspect of the policy, the policy must clearly set out the extent of that discretion in respect of any such variation, change or amendment.

(5) The directors' remuneration policy (or revised directors' remuneration policy) of a company in respect of which a company moves a resolution for approval in accordance with section 439A of the 2006 Act must, on the first occasion that such a resolution is moved after 1st October 2013 set out the date from which it is intended by the company that that policy is to take effect.

Textual Amendments

F219 Sch. 8 para. 24(1A) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **32(1)** (with reg. 2)

Future policy table

25.—(1) The directors' remuneration report must contain in tabular form a description of each of the components of the remuneration package for the directors of the company which are comprised in the directors' remuneration policy of the company.

(2) Where the report complies with sub-paragraph (1) by reference to provisions which apply generally to all directors, the table must also include any particular arrangements which are specific to any director individually.

(3) References in this Part to "component parts of the remuneration package" include, but are not limited to, all those items which are relevant for the purposes of the single total figure table.

26. In respect of each of the components described in the table there must be set out the following information

(a) how that component supports the short and long-term strategic objectives of the company (or, where the company is a parent company, the group);

(b) an explanation of how that component of the remuneration package operates **[**[F220]and information on any deferral periods**]**;

[[F221](ba) where the company awards share-based remuneration, information on any vesting periods and any holding periods;**]**

(c) the maximum that may be paid in respect of that component (which may be expressed in monetary terms, or otherwise);

(d) where applicable, a description of the framework used to assess performance including—

(i) a description of any performance measures which apply and, where more than one performance measure applies, an indication of the weighting of the performance measure or group of performance measures;

(ii) details of any performance period; and

(iii) the amount (which may be expressed in monetary terms or otherwise) that may be paid in respect of —

(aa) the minimum level of performance that results in any payment under the policy, and

(bb) any further levels of performance set in accordance with the policy;

(e) an explanation as to whether there are any provisions for the recovery of sums paid or the withholding of the payment of any sum.

Textual Amendments

F220 Words in Sch. 8 para. 26(b) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **32(2)(a)** (with reg. 2)

F221 Sch. 8 para. 26(ba) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **32(2)(b)** (with reg. 2)

27. There must accompany the table notes which set out—

(a) in respect of any component falling within paragraph 26(d)(i)–(iii), an explanation of why any performance measures were chosen and how any performance targets are set;

(b) in respect of any component (other than salary, fees, benefits or pension) which is not subject to performance measures, an explanation of why there are no such measures;

(c) if any component did not form part of the remuneration package in the last approved directors' remuneration policy, why that component is now contained in the remuneration package;

(d) in respect of any component which did form a part of such a package, what changes have been made to it and why; and

(e) an explanation of the differences (if any) in the company's policy on the remuneration of directors from the policy on the remuneration of employees generally (within the company, or where the company is a parent company, the group).

28. The information required by paragraph 25 may, in respect of directors not performing an executive function, be set out in a separate table and there must be set out in that table the approach of the company to the determination of—

(a) the fee payable to such directors;

(b) any additional fees payable for any other duties to the company;

(c) such other items as are to be considered in the nature of remuneration.

Textual Amendments

F220 Words in Sch. 8 para. 26(b) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **32(2)(a)** (with reg. 2)

F221 Sch. 8 para. 26(ba) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **32(2)(b)** (with reg. 2)

Approach to recruitment remuneration

29.—(1) The directors' remuneration policy must contain a statement of the principles which would be applied by the company when agreeing the components of a remuneration package for the appointment of directors.

(2) The statement must set out the various components which would be considered for inclusion in that package and the approach to be adopted by the company in respect of each component.

(3) The statement must, subject to sub-paragraph (4), set out the maximum level of variable remuneration which may be granted (which can be expressed in monetary terms or otherwise).

(4) Remuneration which constitutes compensation for the forfeit of any award under variable remuneration arrangements entered into with a previous employer is not included within sub-paragraph (3) of this paragraph, but is subject to the requirements of sub-paragraphs (1) and (2).

Service contracts

30. The directors' remuneration policy must contain a description of any obligation on the company which—

(a) is contained in all directors' service contracts;

(b) is contained in the service contracts of any one or more existing directors (not being covered by paragraph (a)); or

(c) it is proposed would be contained in directors' service contracts to be entered into by the company

and which could give rise to, or impact on, remuneration payments or payments for loss of office but which is not disclosed elsewhere in this report.

[[F222]30A. The directors' remuneration policy must contain an indication of the duration of directors' service contracts or arrangements with the directors.**]**

Textual Amendments

F222 Sch. 8 para. 30A inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **32(3)** (with reg. 2)

31. Where the directors' service contracts are not kept available for inspection at the company's registered office, the report must give details of where the contracts are kept, and if the contracts are available on a website, a link to that website.

32. The provisions of paragraphs 30 and 31 relating to directors' service contracts apply in like manner to the terms of letters of appointment of directors.

Textual Amendments

F222 Sch. 8 para. 30A inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **32(3)** (with reg. 2)

Illustrations of application of remuneration policy

33. The directors' remuneration report must, in respect of each person who is a director (other than a director who is not performing an executive function), set out in the form of a bar chart an indication of the level of remuneration that would be received by the director in accordance with the directors' remuneration policy in the first year to which the policy applies.

34.—(1) The bar chart must contain separate bars representing—

(a) minimum remuneration receivable, that is to say, including, but not limited to, salary, fees, benefits and pension;

(b) the remuneration receivable if the director was, in respect of any performance measures or targets, performing in line with the company's expectation;

(c) maximum remuneration receivable (not allowing for any share price appreciation).

(2) Each bar of the chart must contain separate parts which represent—

(a) salary, fees, benefits, pension and any other item falling within sub-paragraph 34(1)(a);

(b) remuneration where performance measures or targets relate to one financial year;

(c) remuneration where performance measures or targets relate to more than one financial year.

(3) Each bar must show—

(a) percentage of the total comprised by each of the parts; and

(b) total value of remuneration expected for each bar.

35.—(1) A narrative description of the basis of calculation and assumptions used to compile the bar chart must be set out to enable an understanding of the charts presented.

(2) In complying with sub-paragraph (1) it is not necessary for any matter to be included in the narrative description which has been set out in the future policy table required by paragraph 25.

[[F223]35A. The directors' remuneration report must, in respect of each person who is a director (other than a director who is not performing an executive function)—

(a) set out for performance targets or measures relating to more than one financial year, an indication of the maximum remuneration receivable assuming company share price appreciation of 50% during the relevant performance period, and

(b) provide a short description of the basis of the calculation reported under sub-paragraph (a).**]**

Textual Amendments

F223 Sch. 8 para. 35A inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **18**

Textual Amendments

F223 Sch. 8 para. 35A inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **18**

Policy on payment for loss of office

36. The directors' remuneration policy must set out the company's policy on the setting of notice periods under directors' service contracts.

37. The directors' remuneration policy must also set out the principles on which the determination of payments for loss of office will be approached including—

(a) an indication of how each component of the payment will be calculated;

(b) whether, and if so how, the circumstances of the director's loss of office and performance during the period of qualifying service are relevant to any exercise of discretion; and

(c) any contractual provision agreed prior to 27th June 2012 that could impact on the quantum of the payment.

Statement of consideration of employment conditions elsewhere in company

38. The directors' remuneration policy must contain a statement of how pay and employment conditions of employees (other than directors) of the company and, where the company is a parent company, of the group of other undertakings within the same group as the company, were taken into account when setting the policy for directors' remuneration.

39. The statement must also set out—

(a) whether, and if so, how, the company consulted with employees when drawing up the directors' remuneration policy set out in this part of the report;

(b) whether any remuneration comparison measurements were used and if so, what they were, and how that information was taken into account.

Statement of consideration of shareholder views

40. The directors' remuneration policy must contain a statement of whether, and if so how, any views in respect of directors' remuneration expressed to the company by shareholders (whether at a general meeting or otherwise) have been taken into account in the formulation of the directors' remuneration policy.

PART 5

PROVISIONS OF THE DIRECTORS' REMUNERATION REPORT WHICH ARE SUBJECT TO AUDIT

41. The information contained in the directors' remuneration report which is subject to audit is the information required by paragraphs 4 to 17 (inclusive) of Part 3 of this Schedule.

PART 6

REVISED DIRECTORS' REMUNERATION POLICY

42. A revised directors' remuneration policy prepared in accordance with section 422A of the 2006 Act must contain all those matters required by Part 4 of this Schedule to be in the directors' remuneration policy **[**[F224], and a description and explanation of all significant revisions**]**.

Textual Amendments

F224 Words in Sch. 8 para. 42 inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **32(4)** (with reg. 2)

43. A revised directors' remuneration policy must be set out in the same manner as required by Part 4 of this Schedule in respect of that part of the directors' remuneration report.

PART 7

INTERPRETATION AND SUPPLEMENTARY

44.—(1) In this Schedule—

"amount", in relation to a gain made on the exercise of a share option, means the difference between—

(a) the market price of the shares on the day on which the option was exercised; and

(b) the price actually paid for the shares;

"company contributions", in relation to a pension scheme and a person, means any payments (including insurance premiums) made, or treated as made, to the scheme in respect of the person by anyone other than the person;

"emoluments" of a person—

(a) include salary, fees and bonuses, sums paid by way of expenses allowance (so far as they are chargeable to United Kingdom income tax or would be if the person were an individual or would be if the person were resident in the United Kingdom for tax purposes), but

(b) do not include any of the following, namely—

(i) the value of any share options granted to him or the amount of any gains made on the exercise of any such options;

(ii) any company contributions paid, or treated as paid, in respect of him under any pension scheme or any benefits to which he is entitled under any such scheme; or

(iii) any money or other assets paid to or received or receivable by him under any scheme;

"pension scheme" means a retirement benefits scheme within the meaning given by section 150(1) of the Finance Act 2004 which is—

(a) one in which the company participates or

(b) one to which the company paid a contribution during the financial year;

"performance measure" is the measure by which performance is to be assessed, but does not include any condition relating to service:

"performance target" is the specific level of performance to be attained in respect of that performance measure;

"qualifying services", in relation to any person, means his services as a director of the company, and his services at any time while he is a director of the company—

(a) as a director of an undertaking that is a subsidiary undertaking of the company at that time;

(b) as a director of any other undertaking of which he is a director by virtue of the company's nomination (direct or indirect); or

(c) otherwise in connection with the management of the affairs of the company or any such subsidiary undertaking or any such other undertaking;

"remuneration committee" means a committee of directors of the company having responsibility for considering matters related to the remuneration of directors;

"retirement benefits" means relevant benefits within the meaning given by section 393B of the Income Tax (Earnings and Pensions) Act 2003 read as if subsection (2) were omitted;

"scheme" (other than a pension scheme) means any agreement or arrangement under which money or other assets may become receivable by a person and which includes one or more qualifying conditions with respect to service or performance that cannot be fulfilled within a single financial year, and for this purpose the following must be disregarded, namely—

(a) any payment the amount of which falls to be determined by reference to service or performance within a single financial year;

(b) compensation in respect of loss of office, payments for breach of contract and other termination payments; and

(c) retirement benefits;

"scheme interest" means an interest under a scheme;

"shares" means shares (whether allotted or not) in the company, or any undertaking which is a group undertaking in relation to the company, and includes a share warrant as defined by section 779(1) of the 2006 Act;

"share option" means a right to acquire shares;

[[F225]"UK employee" means a person employed under a contract of service by the company, other than a person employed to work wholly or mainly outside the United Kingdom;**]**

[[F226]"unquoted traded company" means a traded company (as defined in section 360C of the Companies Act 2006) that is not a quoted company (as defined in section 385 of the Companies Act 2006);**]**

"value" in relation to shares received or receivable on any day by a person who is or has been a director of a company, means the market price of the shares on that day.

(2) In this Schedule "compensation in respect of loss of office" includes compensation received or receivable by a person for—

(a) loss of office as director of the company, or

(b) loss, while director of the company or on or in connection with his ceasing to be a director of it, of—

(i) any other office in connection with the management of the company' affairs; or

(ii) any office as director or otherwise in connection with the management of the affairs of any undertaking that, immediately before the loss, is a subsidiary undertaking of the company or an undertaking of which he is a director by virtue of the company's nomination (direct or indirect);

(c) compensation in consideration for, or in connection with, a person's retirement from office; and

(d) where such a retirement is occasioned by a breach of the person's contract with the company or with an undertaking that, immediately before the breach, is a subsidiary undertaking of the company or an undertaking of which he is a director by virtue of the company's nomination (direct or indirect)—

(i) payments made by way of damages for the breach; or

(ii) payments made by way of settlement or compromise of any claim in respect of the breach.

(3) References in this Schedule to compensation include benefits otherwise than in cash; and in relation to such compensation references in this Schedule to its amounts are to the estimated money value of the benefit.

(4) References in this Schedule to a person being "connected" with a director, and to a director "controlling" a body corporate, are to be construed in accordance with sections 252 to 255 of the 2006 Act.

Textual Amendments

F225 Words in Sch. 8 para. 44(1) inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860), regs. 1(1), **19**

F226 Words in Sch. 8 para. 44(1) inserted (10.6.2019) by The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019 (S.I. 2019/970), regs. 1, **33**

45. For the purposes of this Schedule emoluments paid or receivable or share options granted in respect of a person's accepting office as a director are to be treated as emoluments paid or receivable or share options granted in respect of his services as a director.

46.—(1) The following applies with respect to the amounts to be shown under this Schedule.

(2) The amount in each case includes all relevant sums paid by or receivable from—

(a) the company; and

(b) the company's subsidiary undertakings; and

(c) any other person,

except sums to be accounted for to the company or any of its subsidiary undertakings or any other undertaking of which any person has been a director while director of the company, by virtue of section 219 of the 2006 Act (payment in connection with share transfer: requirement of members' approval), to past or present members of the company or any of its subsidiaries or any class of those members.

(3) Reference to amounts paid to or receivable by a person include amounts paid to or receivable by a person connected with the person or a body corporate controlled by the person (but not so as to require an amount to be counted twice).

47.—(1) The amounts to be shown for any financial year under Part 3 of this Schedule are the sums receivable in respect of that year (whenever paid) or, in the case of sums not receivable in respect of a period, the sums paid during that year.

(2) But where—

(a) any sums are not shown in the directors' remuneration report for the relevant financial year on the ground that the person receiving them is liable to account for them as mentioned in paragraph 46(2), but the liability is thereafter wholly or partly released or is not enforced within a period of 2 years; or

(b) any sums paid by way of expenses allowance are charged to United Kingdom income tax after the end of the relevant financial year or, in the case of any such sums paid otherwise than to an individual, it does not become clear until the end of the relevant financial year that those sums would be charged to such tax were the person an individual,

those sums must, to the extent to which the liability is released or not enforced or they are charged as mentioned above (as the case may be), be shown in the first directors' remuneration report in which it is practicable to show them and must be distinguished from the amounts to be shown apart from this provision.

48. Where it is necessary to do so for the purpose of making any distinction required by the preceding paragraphs in an amount to be shown in compliance with this Schedule, the directors may apportion any payments between the matters in respect of which these have been paid or are receivable in such manner as they think appropriate.

49. The Schedule requires information to be given only so far as it is contained in the company's books and papers, available to members of the public or the company has the right to obtain it.**]**

SCHEDULE 9 Regulation 12

INTERPRETATION OF TERM "PROVISIONS"

PART 1

MEANING FOR PURPOSES OF THESE REGULATIONS

Definition of "Provisions"

1.—(1) In these Regulations, references to provisions for depreciation or diminution in value of assets are to any amount written off by way of providing for depreciation or diminution in value of assets.

(2) Any reference in the profit and loss account formats or the notes to them set out in Schedule 1, 2 or 3 to these Regulations to the depreciation of, or amounts written off, assets of any description is to any provision for depreciation or diminution in value of assets of that description.

2. References in these Regulations to provisions for liabilities or, in the case of insurance companies, to provisions for other risks are to any amount retained as reasonably necessary for the purpose of providing for any liability the nature of which is clearly defined and which is either likely to be incurred, or certain to be incurred but uncertain as to amount or as to the date on which it will arise.

[[F227]2A. At the balance sheet date, a provision must represent the best estimate of the expenses likely to be incurred or, in the case of a liability, of the amount required to meet that liability.**]**

Textual Amendments

F227 Sch. 9 paras. 2A, 2B inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **40** (with reg. 3)

[[F227]2B. Provisions must not be used to adjust the value of assets.**]**

Textual Amendments

F227 Sch. 9 paras. 2A, 2B inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **40** (with reg. 3)

Textual Amendments

F227 Sch. 9 paras. 2A, 2B inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **40** (with reg. 3)

PART 2

MEANING FOR PURPOSES OF PARTS 18 AND 23 OF THE 2006 ACT

Financial assistance for purchase of own shares

3. The specified provisions for the purposes of section 677(3)(a) of the 2006 Act (Companies Act accounts: relevant provisions for purposes of financial assistance) are provisions within paragraph 2 of this Schedule.

Redemption or purchase by private company out of capital

4. The specified provisions for the purposes of section 712(2)(b)(i) of the 2006 Act (Companies Act accounts: relevant provisions to determine available profits for redemption or purchase out of capital) are provisions of any of the kinds mentioned in paragraphs 1 and 2 of this Schedule.

Net asset restriction on public companies distributions

5. The specified provisions for the purposes of section 831(3)(a) of the 2006 Act (Companies Act accounts: net asset restriction on public company distributions) are—

(a) provisions within paragraph 2 of this Schedule, and

(b) in the case of an insurance company, any amount included under liabilities items Ba (fund for future appropriations), C (technical provisions) and D (technical provisions for linked liabilities) in a balance sheet drawn up in accordance with Schedule 3 to these Regulations.

Distributions by investment companies

6. The specified provisions for the purposes of section 832(4)(a) of the 2006 Act (Companies Act accounts: investment companies distributions) are provisions within paragraph 2 of this Schedule.

Justification of distribution by references to accounts

7. The specified provisions for the purposes of section 836(1)(b)(i) of the 2006 Act (Companies Act accounts: relevant provisions for distribution purposes)—

(a) are provisions of any of the kinds mentioned in paragraphs 1 and 2 of this Schedule, and

(b) in the case of an insurance company, any amount included under liabilities items Ba (fund for future appropriations), C (technical provisions) and D (technical provisions for linked liabilities) in a balance sheet drawn up in accordance with Schedule 3 to these Regulations.

[[F228]Realised losses

8. The specified provisions for the purposes of section 841(2)(a) of the 2006 Act (Companies Act accounts: treatment of provisions as realised losses) are provisions of any of the kinds mentioned in paragraphs 1 and 2 of this Schedule.**]**

Textual Amendments

F228 Sch. 9 para. 8 inserted (with application in accordance with reg. 1(4) of the amending S.I.) by The Companies Act 2006 (Accounts, Reports and Audit) Regulations 2009 (S.I. 2009/1581), regs. 1(2), **12(4)**

SCHEDULE 10

Regulation 13

GENERAL INTERPRETATION

Capitalisation

1. "Capitalisation", in relation to work or costs, means treating that work or those costs as a fixed asset.

Financial instruments

2. Save in Schedule 2 to these Regulations, references to "derivatives" include commodity-based contracts that give either contracting party the right to settle in cash or in some other financial instrument, except where such contracts—

(a) were entered into for the purpose of, and continue to meet, the company's expected purchase, sale or usage requirements,

(b) were designated for such purpose at their inception, and

(c) are expected to be settled by delivery of the commodity (for banking companies, see the definition in paragraph 94 of Schedule 2 to these Regulations).

3.—[[F229](1) Save in Schedule 2 to these Regulations, the expressions listed in sub-paragraph (2) have the same meaning as they have in Directive 2013/34/EC of the European Parliament and of the Council of 26 June 2013 on the annual financial statements etc of certain types of undertakings and Council Directive 91/674/EEC of 19 December 1991 on the annual accounts and consolidated accounts of insurance undertakings (for banking companies, see the definition in paragraph 96 of Schedule 2 to these Regulations).**]**

(2) Those expressions are "available for sale financial asset", "business combination", "commodity-based contracts", "derivative", "equity instrument", "exchange difference", "fair value hedge accounting system", "financial fixed asset", "financial instrument", "foreign entity", "hedge accounting", "hedge accounting system", "hedged items", "hedging instrument", "held for trading purposes", "held to maturity", "monetary item", "receivables", "reliable market" and "trading portfolio".

Textual Amendments

F229 Sch. 10 para. 3(1) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980), regs. 2(1), **41** (with reg. 3)

Fixed and current assets

4. "Fixed assets" means assets of a company which are intended for use on a continuing basis in the company's activities, and "current assets" means assets not intended for such use.

Fungible assets

5. "Fungible assets" means assets of any description which are substantially indistinguishable one from another.

Historical cost accounting rules

6. References to the historical cost accounting rules are to be read in accordance with paragraph 30 of Schedule 1, paragraph 38 of Schedule 2 and paragraph 36(1) of Schedule 3 to these Regulations.

Leases

7.—(1) "Long lease" means a lease in the case of which the portion of the term for which it was granted remaining unexpired at the end of the financial year is not less than 50 years.

(2) "Short lease" means a lease which is not a long lease.

(3) "Lease" includes an agreement for a lease.

Listed investments

8.—(1) "Listed investment" means an investment as respects which there has been granted a listing on—

(a) a recognised investment exchange other than an overseas investment exchange, or

(b) a stock exchange of repute outside the United Kingdom.

(2) "Recognised investment exchange" and "overseas investment exchange" have the meaning given in Part 18 of the Financial Services and Markets Act 2000 [M30].

Marginal Citations

M30 2000 c.8.

Loans

9. A loan or advance (including a liability comprising a loan or advance) is treated as falling due for repayment, and an instalment of a loan or advance is treated as falling due for payment, on the earliest date on which the lender could require repayment or (as the case may be) payment, if he exercised all options and rights available to him.

Materiality

10. Amounts which in the particular context of any provision of Schedules 1, 2 or 3 to these Regulations are not material may be disregarded for the purposes of that provision.

Participating interests

11.—(1) A "participating interest" means an interest held by an undertaking in the shares of another undertaking which it holds on a long-term basis for the purpose of securing a contribution to its activities by the exercise of control or influence arising from or related to that interest.

(2) A holding of 20% or more of the shares of the undertaking is to be presumed to be a participating interest unless the contrary is shown.

(3) The reference in sub-paragraph (1) to an interest in shares includes—

(a) an interest which is convertible into an interest in shares, and

(b) an option to acquire shares or any such interest,

and an interest or option falls within paragraph (a) or (b) notwithstanding that the shares to which it relates are, until the conversion or the exercise of the option, unissued.

(4) For the purposes of this regulation an interest held on behalf of an undertaking is to be treated as held by it.

(5) In the balance sheet and profit and loss formats set out in Schedules 1, 2 and 3 to these Regulations, "participating interest" does not include an interest in a group undertaking.

(6) For the purpose of this regulation as it applies in relation to the expression "participating interest"—

(a) in those formats as they apply in relation to group accounts, and

(b) in paragraph 19 of Schedule 6 (group accounts: undertakings to be accounted for as associated undertakings),

the references in sub-paragraphs (1) to (4) to the interest held by, and the purposes and activities of, the undertaking concerned are to be construed as references to the interest held by, and the purposes and activities of, the group (within the meaning of paragraph 1 of that Schedule).

Purchase price

12. "Purchase price", in relation to an asset of a company or any raw materials or consumables used in the production of such an asset, includes any consideration (whether in cash or otherwise) given by the company in respect of that asset or those materials or consumables, as the case may be.

Realised profits and realised losses

13. "Realised profits" and "realised losses" have the same meaning as in section 853(4) and (5) of the 2006 Act.

Staff costs

14.—(1) "Social security costs" means any contributions by the company to any state social security or pension scheme, fund or arrangement.

(2) "Pension costs" includes—

(a) any costs incurred by the company in respect of any pension scheme established for the purpose of providing pensions for persons currently or formerly employed by the company,

(b) any sums set aside for the future payment of pensions directly by the company to current or former employees, and

(c) any pensions paid directly to such persons without having first been set aside.

(3) Any amount stated in respect of the item "social security costs" or in respect of the item "wages and salaries" in the company's profit and loss account must be determined by reference to payments made or costs incurred in respect of all persons employed by the company during the financial year under contracts of service.

Scots land tenure

15. In the application of these Regulations to Scotland, "land of freehold tenure" means land in respect of which the company is the owner; "land of leasehold tenure" means land of which the company is the tenant under a lease.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations specify the form and content of the accounts and reports of companies under Part 15 of the Companies Act 2006 (c.46) ("the 2006 Act"), other than those subject to the small companies regime. They are dealt with separately in the Small Companies and Groups (Accounts and Directors' Report) Regulations 2008. The Regulations replace provisions previously contained in the Schedules to Part 7 of the Companies Act 1985 (c.6) ("the 1985 Act") and in the Schedules to Part 8 of the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I. 6)) ("the 1986 Order"). They extend to the whole of the United Kingdom, reflecting the extent of the 2006 Act.

The Regulations come into force on 6th April 2008 and, with one exception, apply to financial years beginning on or after that date (regulation 2). The corresponding provisions of the 1985 Act or the 1986 Order continue to apply to accounts and reports for financial years beginning before that date. The new disclosure required by paragraph 4 of Schedule 8 to the Regulations applies in relation to financial years beginning on or after 6th April 2009 (regulation 2(3)).

The Regulations continue the implementation of the following Directives—

Council Directive 78/660/EEC on the annual accounts of certain types of companies ("the Fourth Directive") (O.J. L222 of 14.8.1978, page 1),

Council Directive 83/349/EEC on consolidated accounts ("the Seventh Directive") (O.J.L193 of 18.7.1983, page 1),

Council Directive 86/635/EEC on the annual accounts and consolidated accounts of banks and other financial institutions ("the Bank Accounts Directive") (O.J. L372 of 31.12.1986, page 1), and

Council Directive 91/674/EEC on the annual accounts and consolidated accounts of insurance undertakings ("the Insurance Accounts Directive") (O.J. L374 of 31.12.91, page 7).

Regulation 3(1) of, and Schedule 1 to, the Regulations specify the form and content of the individual accounts of a company which is not a banking or insurance company, and the directors of which are preparing Companies Act individual accounts. The Schedule re-enacts Schedule 4 to the 1985 Act and Schedule 4 to the 1986 Order, with two substantive modifications. Paragraph 36(4) of Schedule 1 implements article 1.5 of Directive 2006/46 of the European Parliament and the Council of 14th June 2006 amending the Fourth, Seventh, Bank Accounts and Insurance Accounts Directives (OJ L 224 of 16th August 2006, pages 1 to 7). Paragraph 72 of Schedule 1 implements article 1.6(7b) of Directive 2006/46. The Directive is also to be implemented by the Small Companies and Groups (Accounts and Directors' Report) Regulations 2008, the Companies Act 2006 (Amendment) (Accounts and Reports) Regulations 2008, and by the Financial Services Authority using powers under the Financial Services and Markets Act 2000 (c.8).

Paragraph 36(4) of Schedule 1 gives companies the option of including financial instruments in the accounts at a fair value provided that they may be so included under international accounting standards adopted under the IAS Regulation (as defined in section 474(1) of the 2006 Act) on or before 5th September 2006, and provided that the disclosures required by such standards are made. Paragraph 72 requires companies to make certain disclosures about transactions with related parties.

Regulation 4 specifies certain exemptions for medium-sized companies the directors of which are preparing Companies Act accounts. It re-enacts the exemptions in section 246A of the 1985 Act and in Article 254A of the 1986 Order, save that medium-sized companies are required by regulation 4(3) to disclose their turnover in the accounts delivered to the registrar of companies. Regulation 4(2)(b) implements the member State option in article 1.6 of Directive 2006/46

exempting medium-sized companies from making the disclosures about related party transactions required by paragraph 72 of Schedule 1 to the Regulations.
Regulation 5 of, and Schedule 2 to, the Regulations specify the form and content of the individual accounts of a banking company the directors of which are preparing Companies Act accounts. The Schedule re-enacts Schedule 9 to the 1985 Act and Schedule 9 to the 1986 Order. Paragraph 44(4) of Schedule 2 contains the equivalent provision to paragraph 36(4) of Schedule 1 and paragraph 92 the equivalent provision to paragraph 72 of Schedule 1 (see above) in implementation of article 3 of Directive 2006/46.
Regulation 6 of, and Schedule 3 to, the Regulations specify the form and content of the individual accounts of an insurance company the directors of which are preparing Companies Act accounts. The Schedule re-enacts Schedule 9A to the 1985 Act and Schedule 9A to the 1986 Order. Paragraph 30(4) of Schedule 3 contains the equivalent provision to paragraph 36(4) of Schedule 1 and paragraph 90 the equivalent provision to paragraph 72 of Schedule 1 (see above) in implementation of article 4 of Directive 2006/46.
Regulations 7 and 8 of, and Schedules 4 and 5 to, the Regulations specify information about related undertakings and directors' remuneration which a company must include in the notes to the individual accounts which it prepares, whether they are Companies Act individual accounts or IAS individual accounts. The Schedules re-enact Schedules 5 and 6 to the 1985 Act and Schedules 5 and 6 to the 1986 Order.
Regulation 9 of, and Schedule 6 to, the Regulations specify the form and content of group accounts. The Schedule re-enacts Schedule 4A to the 1985 Act and Schedule 4A to the 1986 Order, save that paragraphs 9, 13 and 17 have been simplified to facilitate convergence with international accounting standards.
Regulation 10 of, and Schedule 7 to, the Regulations specify information to be included in the directors' report which the directors of a company are required to prepare under section 415 of the 2006 Act. The Schedule re-enacts the provisions in Schedule 7 to the 1985 Act and Schedule 7 to the 1986 Order, save that the thresholds for disclosure of political donations and expenditure and charitable donations have been raised from £200 to £2000 (paragraphs 3 and 5), and that provision is now made for disclosure of donations to independent election candidates (paragraph 3). Paragraphs 13 and 14 of Schedule 7 continue the implementation of Directive 2004/25/EEC of the European Parliament and the Council of 21st April 2005 on takeover bids (O.J. L142 of 30th April 2004, pages 12 to 23).
Regulation 11 of, and Schedule 8 to, the Regulations specify information to be included in the directors' remuneration report which the directors of a quoted company are required to prepare under section 420 of the 2006 Act. The Schedule re-enacts the provisions in Schedule 7A to the 1985 Act and Schedule 7A to the 1986 Order, with the addition of a new requirement in paragraph 4 that the directors' remuneration report contain a statement of how pay and employment conditions elsewhere in the company and group have been taken into account in determining directors' remuneration for the financial year in question.
Regulation 12 of, and Schedule 9 to, the Regulations define the term “provisions” for the purposes of the Regulations and for the purposes of sections 677(3)(a) (Companies Act accounts: relevant provisions for purposes of financial assistance), 712(2)(b)(i) (Companies Act accounts: relevant provisions to determine available profits for redemption or purchase out of capital), 831(3)(a) (Companies Act accounts: net asset restriction on public company distributions), 832(4)(a) (Companies Act accounts: investment companies distributions) and 836(1)(b)(i) (Companies Act accounts: relevant provisions for distribution purposes) of the 2006 Act.
Regulation 13 of, and Schedule 10 to, the Regulations contain general interpretation provisions.
A transposition note has been prepared which sets out how Directive 2006/46 is to be transposed into UK law. An Impact Assessment of the effect that the implementation of Directive 2006/46 will have on the costs of business, charities or voluntary bodies has also been prepared, as has an Impact Assessment of the new requirement in paragraph 4 of Schedule 8 to the Regulations for disclosure in the directors' remuneration report. All are available from the Department for Business, Enterprise and Regulatory Reform, Corporate Law and Governance Directorate, 1

Victoria Street, London SW1. They are also available electronically at www.berr.gov.uk. Copies have also been placed in the libraries of both Houses of Parliament. Otherwise, an Impact Assessment has not been produced for these Regulations as they have only a negligible impact on the costs of business, charities or voluntary bodies.

Changes to legislation:
There are currently no known outstanding effects for the The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.