

## SCHEDULES

### SCHEDULE 1

#### INVESTMENTS AND INVESTMENT BUSINESS

#### PART III

#### EXCLUDED ACTIVITIES

##### *Sale of private company*

- 21 (1) Paragraphs 12 and 13 above do not apply to the acquisition or disposal of, or to anything done for the purposes of the acquisition or disposal of, shares in a private company, and paragraph 15 above does not apply to advice given in connection with the acquisition or disposal of such shares, if—
- (a) the shares consist of or include shares carrying 75 per cent. or more of the voting rights attributable to share capital which are exercisable in all circumstances at any general meeting of the company ; or
  - (b) the shares, together with any already held by the person acquiring them, carry not less than that percentage of those voting rights ; and
  - (c) in either case, the acquisition and disposal is, or is to be, between parties each of whom is a body corporate, a partnership, a single individual or a group of connected individuals.
- (2) For the purposes of subsection (1)(c) above " a group of connected individuals", in relation to the party disposing of the shares, means persons each of whom is, or is a close relative of, a director or manager of the company and, in relation to the party acquiring the shares, means persons each of whom is, or is a close relative of, a person who is to be a director or manager of the company.
- (3) In this paragraph " private company " means a private company within the meaning of section 1(3) of the Companies Act 1985 or the corresponding Northern Ireland provision and " close relative" means a person's spouse, his children and step-children, his parents and step-parents, his brothers and sisters and his step-brothers and step-sisters.