



Finance Act 1999

1999 CHAPTER 16

PART VI

STAMP DUTY AND STAMP DUTY RESERVE TAX

Stamp duty

109 Interest and penalties on late stamping

- (1) For section 15 of the Stamp Act 1891 (penalty upon stamping instruments after execution) substitute—

“15 Stamping after execution

- (1) An unstamped or insufficiently stamped instrument may be stamped after being executed on payment of the unpaid duty and any interest or penalty payable.
- (2) Any interest or penalty payable on stamping shall be denoted on the instrument by a particular stamp.

15A Late stamping: interest

- (1) Interest is payable on the stamping of an instrument which—
- (a) is chargeable with *ad valorem* duty, and
 - (b) is not duly stamped within 30 days after the day on which the instrument was executed (whether in the United Kingdom or elsewhere).
- (2) Interest is payable on the amount of the unpaid duty from the end of the period of 30 days mentioned in subsection (1)(b) until the duty is paid.
- If an amount is lodged with the Commissioners in respect of the duty, the amount on which interest is payable is reduced by that amount.

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- (3) Interest shall be calculated at the rate applicable under section 178 of the Finance Act 1989 (power of Treasury to prescribe rates of interest).
- (4) The amount of interest shall be rounded down (if necessary) to the nearest multiple of £5.
 No interest is payable if that amount is less than £25.
- (5) Interest under this section shall be paid without any deduction of income tax and shall not be taken into account in computing income or profits for any tax purposes.

15B Late stamping: penalties

- (1) A penalty is payable on the stamping of an instrument which is not presented for stamping within 30 days after—
 - (a) if the instrument is executed in the United Kingdom, the day on which it is so executed;
 - (b) if the instrument is executed outside the United Kingdom, the day on which it is first received in the United Kingdom.
 - (2) If the instrument is presented for stamping within one year after the end of the 30-day period mentioned in subsection (1), the maximum penalty is £300 or the amount of the unpaid duty, whichever is less.
 - (3) If the instrument is not presented for stamping until after the end of the one-year period mentioned in subsection (2), the maximum penalty is £300 or the amount of the unpaid duty, whichever is greater.
 - (4) The Commissioners may, if they think fit, mitigate or remit any penalty payable on stamping.
 - (5) No penalty is payable if there is a reasonable excuse for the delay in presenting the instrument for stamping.”.
- (2) In section 178(2) of the Finance Act 1989 (enactments for purposes of which Treasury may prescribe rates of interest), before paragraph (a) insert—
 “(aa) section 15A of the Stamp Act 1891;”.
- (3) The consequential amendments in Schedule 12 to this Act have effect.
 - (4) This section applies to instruments executed on or after 1st October 1999.

110 Interest on repayment of duty overpaid etc

- (1) A payment by the Commissioners to which this section applies shall be paid with interest at the rate applicable under section 178 of the Finance Act 1989 for the period between the relevant time (as defined below) and the date on which the order for the payment is issued.
- (2) This section applies to any repayment by the Commissioners of duty, or any penalty on late stamping, under the enactments relating to stamp duty.
 In that case the relevant time is 30 days after the day on which the instrument in question was executed or, if later, the date on which the payment of duty or penalty was made.

- (3) This section applies to a repayment by the Commissioners of an amount lodged with them in respect of the duty payable on stamping an instrument if—
- (a) the instrument is presented for stamping,
 - (b) the instrument is duly stamped, and
 - (c) the repayment is of an amount then repayable.
- In that case the relevant time is 30 days after the day on which the instrument was executed or, if later, the date on which the amount was lodged with the Commissioners.
- (4) This section also applies to a money payment made by the Commissioners under section 11 of the Stamp Duties Management Act 1891 (allowances for spoiled or misused stamps).
- In that case the relevant time is the date on which the duty was paid for the stamp in respect of which the allowance is made.
- (5) A payment by the Commissioners under section 12A(2)(b) of that Act (allowances for lost or spoiled instruments) is treated for the purposes of this section as a repayment of the duty or penalty by reference to which it is made.
- In that case the relevant time is the date on which the payment of duty or penalty was made.
- (6) No interest is payable under this section if the amount of the payment to which this section applies is less than £25.
- (7) No interest is payable under this section in respect of a payment made in consequence of an order or judgment of a court having power to allow interest on the payment.
- (8) Interest paid to any person under this section is not income of that person for any tax purposes.
- (9) In section 178(2) of the Finance Act 1989 (enactments for purposes of which Treasury may prescribe rates of interest), after paragraph (o) add—
- “, and
- (p) section 110 of the Finance Act 1999.”.
- (10) This section applies in relation to instruments executed on or after 1st October 1999.

111 Stamp duty on conveyance or transfer on sale

- (1) Section 55 of the Finance Act 1963 and section 4 of the Finance Act (Northern Ireland) 1963 (rates of stamp duty on conveyance or transfer on sale) are each amended as follows.
- (2) In subsection (1)(d) (rate of £2 for every £100 etc. where consideration does not exceed £500,000 and the instrument is certified at that amount) for “£2” substitute “£2.50p”.
- (3) In subsection (1)(e) (rate of £3 for every £100 etc. in cases not otherwise provided for) for “£3” substitute “£3.50p”.
- (4) This section applies to instruments executed on or after 16th March 1999, except where the instrument in question is executed in pursuance of a contract made on or before 9th March 1999.

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(5) This section shall be deemed to have come into force on 16th March 1999.

112 General amendment of charging provisions

- (1) The amount of any stamp duty chargeable ad valorem—
 - (a) shall be a percentage of the amount specified in the relevant charging provision, and
 - (b) shall be rounded up (if necessary) to the nearest multiple of £5.
- (2) The amount of every fixed stamp duty shall be £5.
- (3) The provisions of Schedule 13 to this Act have effect in place of Schedule 1 to the Stamp Act 1891, and certain related enactments, so far as they relate to the instruments (other than bearer instruments) chargeable to duty and the method of calculation and rates of duty.
- (4) The consequential amendments in Schedule 14 to this Act have effect.
- (5) The percentage rates specified in Schedule 13 and the enactments amended by Schedule 14 correspond to the rates of duty generally in force at the passing of this Act.

In the case of an instrument in relation to which there was then in force transitional provision in connection with an earlier change in the rate of duty having the effect that a different rate applied, the new or amended provisions have effect as if a reference to a percentage corresponding to that different rate were substituted.
- (6) This section has effect in relation to instruments executed on or after 1st October 1999.

113 Bearer instruments

- (1) The provisions of Schedule 15 to this Act have effect in place of the heading “Bearer Instruments” in Schedule 1 to the Stamp Act 1891, and certain related enactments, and incorporate amendments in relation to bearer instruments corresponding to those made by—

section 109 (interest and penalties on late stamping),
section 112 (general amendment of charging provisions), and
Part I of Schedule 17 to this Act (amendments of penalties other than on late stamping).
- (2) The percentage rates specified in Schedule 15 correspond to the rates of duty generally in force at the passing of this Act.

In the case of an instrument in relation to which there was then in force transitional provision in connection with an earlier change in the rate of duty having the effect that a different rate applied, the new provisions have effect as if a reference to a percentage corresponding to that different rate were substituted.
- (3) The consequential amendments specified in Schedule 16 to this Act have effect.
- (4) This section applies in relation to bearer instruments issued on or after 1st October 1999.

114 Penalties other than on late stamping

- (1) The provisions of Schedule 17 to this Act (stamp duty: penalties other than on late stamping) have effect.
- (2) The provisions of that Schedule have effect in relation to penalties in respect of things done or omitted on or after 1st October 1999.

115 Minor amendments and repeal of obsolete provisions

Schedule 18 to this Act (stamp duty: minor amendments and repeal of obsolete provisions) has effect.

Stamp duty reserve tax

116 Non-sterling bearer instruments issued in connection with merger or takeover

- (1) In section 95 of the Finance Act 1986 (exceptions from charge on entry into depositary receipt system), for subsection (2) (bearer instruments) substitute—

“(2) There shall be no charge to tax under section 93 above in respect of a transfer, issue or appropriation of an inland bearer instrument, within the meaning of the heading “Bearer Instrument” in Schedule 1 to the Stamp Act 1891, except in the case of—

- (a) an instrument within exemption 3 in that heading (renounceable letters of allotment etc. where rights are renounceable not later than six months after issue); or
- (b) an instrument within the stamp duty exemption for non-sterling instruments which is issued in connection with a company merger or takeover (whether or not involving the company issuing the instrument).

In paragraph (b) “the stamp duty exemption for non-sterling instruments” means the exemption from stamp duty provided for by section 30 of the Finance Act 1967 or section 7 of the Finance Act (Northern Ireland) 1967.”.

- (2) In section 97 of the Finance Act 1986 (exceptions from charge on entry into clearance system), for subsection (3) (bearer instruments) substitute—

“(3) There shall be no charge to tax under section 96 above in respect of a transfer or issue of an inland bearer instrument, within the meaning of the heading “Bearer Instrument” in Schedule 1 to the Stamp Act 1891, except in the case of—

- (a) an instrument within exemption 3 in that heading (renounceable letters of allotment etc. where rights are renounceable not later than six months after issue); or
- (b) an instrument within the stamp duty exemption for non-sterling instruments which is issued in connection with a company merger or takeover (whether or not involving the company issuing the instrument).

In paragraph (b) “the stamp duty exemption for non-sterling instruments” means the exemption from stamp duty provided for by

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section 30 of the Finance Act 1967 or section 7 of the Finance Act (Northern Ireland) 1967.”.

- (3) This section applies to any instrument issued on or after 30th January 1999, except one giving effect to an agreement for a company merger or takeover entered into in writing by the companies involved before that date.

117 Scope of exceptions for certain bearer instruments

- (1) In section 95(2) of the Finance Act 1986 (bearer instruments excepted from charge on entry into depositary receipt system), for paragraph (b) (one of the categories of instrument to which the exception does not apply) substitute—

“(b) an instrument within the stamp duty exemption for non-sterling instruments which—

- (i) does not raise new capital, and
- (ii) is not issued in exchange for an instrument raising new capital.”.

- (2) After that subsection insert—

“(2A) For the purpose of subsection (2)(b)—

- (a) an instrument is regarded as raising new capital only if the condition in subsection (2B) is met, and
- (b) an instrument is regarded as issued in exchange for an instrument raising new capital only if the conditions in subsection (2C) are met.

(2B) The condition mentioned in subsection (2A)(a) is that the instrument—

- (a) is issued in conjunction with—
 - (i) the issue of relevant securities for which only cash is subscribed, or
 - (ii) the granting of rights to subscribe for relevant securities which are granted for a cash consideration only and exercisable only by means of a cash subscription; or
- (b) is issued to give effect to the exercise of such rights as are mentioned in paragraph (a)(ii).

(2C) The conditions mentioned in subsection (2A)(b) are that—

- (a) the instrument is issued in conjunction with the issue of relevant securities by a company in exchange for relevant securities issued by another company, and
- (b) immediately before the exchange an instrument relating to those other securities—
 - (i) was regarded for the purposes of subsection (2)(b) as raising new capital or as issued in exchange for an instrument raising new capital, or
 - (ii) would have been so regarded if the amendments made to this section by section 117 of the Finance Act 1999 had been in force at the time of its issue,

and accordingly was or would have been within the exception conferred by subsection (2).

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- (2D) For the purposes of subsections (2B) and (2C) “relevant securities” means chargeable securities which are either—
- (a) shares the holders of which have a right to a dividend at a fixed rate but have no other right to share in the profits of the company, or
 - (b) loan capital within the meaning of section 78 above,
- and which, in either case, do not carry any rights (of conversion or otherwise) by the exercise of which chargeable securities other than relevant securities may be obtained.”.
- (3) For subsection (6) of that section substitute—
- “(6) Where an arrangement is entered into under which—
- (a) a company issues securities to persons in respect of their holdings of securities issued by another company, and
 - (b) the securities issued by the other company are cancelled,
- the issue shall be treated for the purposes of this section as an issue of securities in exchange for securities issued by the other company.”.
- (4) In section 97(3) of that Act (bearer instruments excepted from charge on entry into clearance system), for paragraph (b) (one of the categories of instrument to which the exception does not apply) substitute—
- “(b) an instrument within the stamp duty exemption for non-sterling instruments which—
- (i) does not raise new capital, and
 - (ii) is not issued in exchange for an instrument raising new capital.”.

(5) After that subsection insert—

“(3A) For the purpose of subsection (3)(b)—

 - (a) an instrument is regarded as raising new capital only if the condition in subsection (3B) is met, and
 - (b) an instrument is regarded as issued in exchange for an instrument raising new capital only if the conditions in subsection (3C) are met.

(3B) The condition mentioned in subsection (3A)(a) is that the instrument—

 - (a) is issued in conjunction with—
 - (i) the issue of relevant securities for which only cash is subscribed, or
 - (ii) the granting of rights to subscribe for relevant securities which are granted for a cash consideration only and exercisable only by means of a cash subscription; or
 - (b) is issued to give effect to the exercise of such rights as are mentioned in paragraph (a)(ii).

(3C) The conditions mentioned in subsection (3A)(b) are that—

 - (a) the instrument is issued in conjunction with the issue of relevant securities by a company in exchange for relevant securities issued by another company, and
 - (b) immediately before the exchange an instrument relating to those other securities—

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- (i) was regarded for the purposes of subsection (3)(b) as raising new capital or as issued in exchange for an instrument raising new capital, or
- (ii) would have been so regarded if the amendments made to this section by section 117 of the Finance Act 1999 had been in force at the time of its issue,

and accordingly was or would have been within the exception conferred by subsection (3).

(3D) For the purposes of subsections (3B) and (3C) “relevant securities” means chargeable securities which are either—

(a) shares the holders of which have a right to a dividend at a fixed rate but have no other right to share in the profits of the company, or

(b) loan capital within the meaning of section 78 above,

and which, in either case, do not carry any rights (of conversion or otherwise) by the exercise of which chargeable securities other than relevant securities may be obtained.”.

(6) For subsection (7) of that section substitute—

“(7) Where an arrangement is entered into under which—

(a) a company issues securities to persons in respect of their holdings of securities issued by another company, and

(b) the securities issued by the other company are cancelled,

the issue shall be treated for the purposes of this section as an issue of securities in exchange for securities issued by the other company.”.

(7) Subsections (1) to (6) above apply in relation to any instrument issued on or after 9th March 1999, except one giving effect to an agreement for a company merger or takeover entered into in writing by the companies involved before 30th January 1999.

118 Relief in case of certain replacement securities

(1) After section 95 of the Finance Act 1986 (depository receipts: exceptions) insert—

“95A Depository receipts: exception for replacement securities

(1) There shall be no charge to tax under section 93 above in respect of the transfer, issue or appropriation of chargeable securities (“the new securities”) issued by a company in place of existing securities of the same company (“the old securities”) if the following conditions are met.

(2) The first condition is that the old securities are held under a depository receipt scheme.

(3) The second condition is that—

(a) there was a charge to tax under section 93 above in respect of the transfer, issue or appropriation—

(i) of the old securities, or

(ii) of earlier securities in relation to which on a previous application of this section those securities were the new securities,

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- or there would have been such a charge if that section had been in force; or
- (b) there would have been such a charge but for section 95(2) or (3) above.
- (4) The third condition is that there is an arrangement under which—
- (a) the new securities are transferred, issued or appropriated as mentioned in section 93(1)(b), and
- (b) the old securities are cancelled.
- (5) For the purposes of subsection (2) above the cases in which securities are held under a depositary receipt scheme are those specified (in relation to shares) in section 95(5) above.
- (6) The exception provided by this section applies only to the extent that the value of the new securities immediately after their issue does not exceed the value of the old securities immediately before the issue of the new securities.”.
- (2) In section 99(10) of that Act (meaning of “chargeable securities”), after “95,” insert “95A,”.
- (3) After section 97 of that Act (clearance services: exceptions) insert—

“97AA Clearance services: further exception

- (1) There shall be no charge to tax under section 96 above in respect of the transfer or issue of chargeable securities (“the new securities”) issued by a company in place of existing securities of the same company (“the old securities”) if the following conditions are met.
- (2) The first condition is that the old securities are held under a clearance services scheme.
- (3) The second condition is that—
- (a) there was a charge to tax under section 96 above in respect of the transfer or issue—
- (i) of the old securities, or
- (ii) of earlier securities in relation to which on a previous application of this section those securities were the new securities,
- or there would have been such a charge if that section had been in force; or
- (b) there would have been such a charge but for section 97(3) or (4) above.
- (4) The third condition is that there is an arrangement under which—
- (a) the new securities are transferred or issued as mentioned in section 96(1)(b), and
- (b) the old securities are cancelled.
- (5) For the purposes of subsection (2) above the cases in which securities are held under a clearance services scheme are those specified (in relation to shares) in section 97(6) above.

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- (6) The exception provided by this section applies only to the extent that the value of the new securities immediately after their issue does not exceed the value of the old securities immediately before the issue of the new securities.”.
- (4) In section 99(10) of that Act (meaning of “chargeable securities”), after “97” insert “, 97AA”.
- (5) This section applies in relation to securities issued on or after 1st May 1998.

119 Power to exempt UK depositary interests in foreign securities

- (1) The Treasury may by regulations make provision excluding from the definition of “chargeable securities” in Part IV of the Finance Act 1986 such rights in or in relation to securities as, in accordance with the regulations, are to be treated as exempt UK depositary interests in foreign securities.
- (2) Subject to subsection (3), the regulations may—
 - (a) define “depositary interest”, “UK depositary interest” and “foreign securities” for this purpose; and
 - (b) exempt such descriptions of UK depositary interests in foreign securities (as so defined) as may from time to time be specified in the regulations.
- (3) The regulations shall not make provision for the exemption of a depositary interest unless the terms of issue of the interest are such that it can only be transferred in accordance with regulations under section 207 of the Companies Act 1989 (transfer of securities without written instrument) or by means of a transfer within section 186(1) of the Finance Act 1996 (transfer of securities to member of electronic transfer system).
- (4) The regulations may contain such incidental, supplementary, consequential and transitional provision as appears to the Treasury to be appropriate.

This may include provision modifying the enactments relating to stamp duty reserve tax for the purpose of giving effect to the exemption conferred by regulations under this section (or, where earlier regulations are varied or revoked, withdrawing an exemption formerly conferred).
- (5) Regulations under this section may make different provision for different cases.
- (6) Regulations under this section shall be made by statutory instrument which shall be subject to annulment in pursuance of a resolution of the House of Commons.

120 Minor amendments of exceptions to general charge

- (1) Section 90 of the Finance Act 1986 (exceptions from the general charge to stamp duty reserve tax) is amended as follows.
- (2) In subsection (3F)(c) (conditions of exception under subsection (3E)) for “securities which are not listed” substitute “chargeable securities which are not listed”.
- (3) In subsection (5) for “by a person” substitute “for the purposes of a business”; and in subsection (6) for “A person is within this subsection if his business is exclusively” substitute “A business is within this subsection if, or so far as, it consists of”.
- (4) Subsection (2) above applies to instruments issued on or after 9th March 1999.

- (5) Subsection (3) above applies to agreements to transfer securities made on or after 9th March 1999.

121 Power to make regulations with respect to administration, etc

- (1) The following provisions have effect with respect to the power conferred on the Treasury by section 98(1) of the Finance Act 1986 (stamp duty reserve tax: regulations with respect to administration, etc.).
- (2) That power includes power to make provision—
- (a) applying the provisions of the Taxes Management Act 1970 relating to penalties and the payment of interest on overdue tax, and
 - (b) requiring information to be provided, or books, documents or other records to be made available for inspection, and imposing a penalty for failure to do so.
- (3) That power includes, and shall be deemed always to have included, power to make provision requiring specified descriptions of persons to account for and pay tax, and any interest on it, on behalf of the person liable to pay it.

Units in unit trusts

122 Stamp duty and stamp duty reserve tax: unit trusts

- (1) The following provisions of this Act (which apply generally to instruments executed on or after 1st October 1999)—
- (a) section 109 and Schedule 12 (interest and penalties on late stamping),
 - (b) section 110 (interest on duty overpaid, etc.), and
 - (c) section 112 and Schedules 13 and 14 (general amendment of charging provisions),
- do not apply to transfers or other instruments relating to units under a unit trust scheme.
- (2) Subsection (1) does not affect the operation of those provisions in relation to stamp duty—
- (a) on a conveyance or transfer on sale of property other than units under a unit trust scheme in relation to which such units form the whole or part of the consideration, or
 - (b) under Schedule 15 to this Act (bearer instruments).
- (3) In subsections (1) and (2) “unit” and “unit trust scheme” have the same meaning as in Part VII of the Finance Act 1946 or Part III of the Finance (No.2) Act (Northern Ireland) 1946.
- (4) Schedule 19 to this Act (stamp duty and stamp duty reserve tax: unit trusts) has effect. This subsection and that Schedule come into force on 6th February 2000.

Supplementary provisions

123 Construction of this Part and other supplementary provisions

- (1) This Part—

Status: This is the original version (as it was originally enacted).

- (a) so far as it relates to stamp duty shall be construed as one with the Stamp Act 1891, and
 - (b) so far as it relates to stamp duty reserve tax shall be construed as one with Part IV of the Finance Act 1986.
- (2) In this Part—
- (a) “the enactments relating to stamp duty” means the Stamp Act 1891 and any enactment amending or which is to be construed as one with that Act; and
 - (b) “the enactments relating to stamp duty reserve tax” means Part IV of the Finance Act 1986 and any enactment amending or which is to be construed as one with that Part.
- (3) The following provisions of this Part shall cease to have effect on the day appointed under section 111(1) of the Finance Act 1990 (abolition of stamp duty for securities etc.)—
- section 113;
 - sections 116 to 121;
 - subsections (1)(b) and (2)(b) of this section;
 - in Schedule 13—
 - paragraph 3,
 - in paragraph 4 the words “in the case of any other conveyance or transfer on sale”,
 - paragraph 7(1)(b)(ii) to (iv),
 - paragraph 24(a), (b) and (d);
 - in Schedule 14, paragraphs 5, 8, 12, 13, 16 to 21 and 23;
 - Schedule 15;
 - in Schedule 16, paragraphs 2 to 11;
 - in Schedule 17, paragraphs 6 to 8;
 - Parts I to III of Schedule 19;
 - in Part IV of that Schedule, the words “and the enactments relating to stamp duty reserve tax” in paragraphs 14(1), 15, 16, 17(1) and 18(1).
- (4) The amendment by this Part, or the repeal in consequence of this Part, of any enactment relating to stamp duty does not affect that enactment as applied for any purpose other than stamp duty.