



# Companies Act 2006

## 2006 CHAPTER 46

### PART 15

#### ACCOUNTS AND REPORTS

### CHAPTER 12

#### SUPPLEMENTARY PROVISIONS

#### *Other supplementary provisions*

#### **474 Minor definitions**

(1) In this Part—

“e-money issuer” [<sup>F1</sup>means—

- (a) an electronic money institution, within the meaning of the Electronic Money Regulations 2011 (S.I. 2011/99), or]
- (b) a person who has permission under [<sup>F2</sup>Part 4A] of the Financial Services and Markets Act 2000 (c. 8) to carry on the activity of issuing electronic money within the meaning of article 9B of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 (S.I. 2001/544);

“group” means a parent undertaking and its subsidiary undertakings;

<sup>F3</sup>  
...

“included in the consolidation”, in relation to group accounts, or “included in consolidated group accounts”, means that the undertaking is included in the accounts by the method of full (and not proportional) consolidation, and references to an undertaking excluded from consolidation shall be construed accordingly;

“international accounting standards” means the international accounting standards, within the meaning of [<sup>F4</sup>Article 2 of Regulation (EC)

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[No. 1606/2002](#) of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards];

[<sup>F5</sup>“micro-entity minimum accounting item” means an item of information required by this Part or by regulations under this Part to be contained in the Companies Act individual accounts of a company for a financial year in relation to which it qualifies as a micro-entity (see sections 384A and 384B);

“micro-entity provisions” means any provisions of this Part, Part 16 or regulations under this Part relating specifically to the individual accounts of a company which qualifies as a micro-entity;]

<sup>F6</sup> . . . . .

[<sup>F7</sup>“MiFID investment firm” means an investment firm within the meaning of [<sup>F8</sup>Article 2.1A of Regulation (EU) No. 600/2014][<sup>F9</sup>of the European Parliament and of the Council of 15 May 2014] on markets in financial instruments, other than—

- (a) a company [<sup>F10</sup>which is exempted from the definition of “investment firm” by Schedule 3 to the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 (S.I. 2001/544),][<sup>F11</sup>and]
- (b) [<sup>F12</sup>a company which is an exempt investment firm as defined by regulation 8 (meaning of “exempt investment firm”) of the Financial Services and Markets Act 2000 (Markets in Financial Instruments) Regulations 2017(S.I. 2017/701);]

“profit and loss account”, in relation to a company that prepares IAS accounts, includes an income statement or other equivalent financial statement required to be prepared by [<sup>F13</sup>UK-adopted international accounting standards];

[<sup>F14</sup>“qualified”, in relation to an auditor’s report, means that the report does not state the auditor’s unqualified opinion that the accounts have been properly prepared in accordance with this Act;]

“regulated activity” has the meaning given in section 22 of the Financial Services and Markets Act 2000, except that it does not include activities of the kind specified in any of the following provisions of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 (S.I. 2001/544)—

- (a) article 25A (arranging regulated mortgage contracts),
- (b) article 25B (arranging regulated home reversion plans),
- (c) article 25C (arranging regulated home purchase plans),
- (ca) [<sup>F15</sup>article 25E (arranging regulated sale and rent back agreements),]
- (d) article 39A (assisting administration and performance of a contract of insurance),
- (e) article 53A (advising on regulated mortgage contracts),
- (f) article 53B (advising on regulated home reversion plans),
- (g) article 53C (advising on regulated home purchase plans),
- (ga) [<sup>F16</sup>article 53D (advising on regulated sale and rent back agreements),]
- (h) article 21 (dealing as agent), article 25 (arranging deals in investments) [<sup>F17</sup>, article 25DB (operating an electronic system in relation to public offers of relevant securities)] or article 53 (advising on investments) where the activity concerns relevant investments that are not contractually based investments (within the meaning of article 3 of that Order), or

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(i) article 64 (agreeing to carry on a regulated activity of the kind mentioned in paragraphs (a) to (h));

[<sup>F14</sup>“traded company” [<sup>F18</sup>, unless the context otherwise requires,] means a company any of whose transferable securities are admitted to trading on a [<sup>F19</sup>UK] regulated market;]

“turnover”, in relation to a company, means the amounts derived from the provision of goods and services <sup>F20</sup> ..., after deduction of—

- (a) trade discounts,
- (b) value added tax, and
- (c) any other taxes based on the amounts so derived;

“UCITS management company” has the meaning given by the Glossary forming part of the Handbook made by the [<sup>F21</sup>Financial Conduct Authority] under the Financial Services and Markets Act 2000 (c. 8);

[<sup>F22</sup>“UK-adopted international accounting standards” means the international accounting standards which are adopted for use within the United Kingdom by virtue of Chapter 2 or 3 of Part 2 of the International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019.]

- (2) In the case of an undertaking not trading for profit, any reference in this Part to a profit and loss account is to an income and expenditure account.

References to profit and loss and, in relation to group accounts, to a consolidated profit and loss account shall be construed accordingly.]

#### Textual Amendments

- F1** Words in definition of "e-money issuer" in s. 474 substituted (with effect 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), **2(8)** (with reg. 1(5)(6))
- F2** Words in s. 474(1) substituted (1.4.2013) by [Financial Services Act 2012 \(c. 21\)](#), s. 122(3), **Sch. 18 para. 115** (with [Sch. 20](#)); [S.I. 2013/423](#), art. 3, **Sch.**
- F3** Words in s. 474(1) omitted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by virtue of [The International Accounting Standards and European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/685\)](#), reg. 1(2)(3), **Sch. 1 para. 21(a)** (with reg. 1(4)-(8), [Sch. 1 para. 64](#)) (as amended by [S.I. 2020/335](#), regs. 1, 3, 4 and [S.I. 2020/523](#), regs. 1(2), 22, 25(b)); 2020 c. 1, [Sch. 5 para. 1\(1\)](#))
- F4** Words in s. 474(1) substituted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by [The International Accounting Standards and European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/685\)](#), reg. 1(2)(3), **Sch. 1 para. 21(b)** (with reg. 1(4)-(8), [Sch. 1 para. 64](#)) (as amended by [S.I. 2020/335](#), regs. 1, 3, 4 and [S.I. 2020/523](#), regs. 1(2), 22, 25(b)); 2020 c. 1, [Sch. 5 para. 1\(1\)](#))
- F5** Words in s. 474(1) inserted (with effect in accordance with reg. 2(2) of the amending S.I.) by [The Small Companies \(Micro-Entities' Accounts\) Regulations 2013 \(S.I. 2013/3008\)](#), regs. 2(1), **7(5)** (with reg. 3)
- F6** S. 474(1): definition omitted (1.11.2007) by The Markets in [Financial Instruments Directive \(Consequential Amendments\) Regulations 2007 \(S.I. 2007/2932\)](#), **reg. 3(4)(a)**
- F7** S. 474(1): definition inserted (1.11.2007) by The Markets in [Financial Instruments Directive \(Consequential Amendments\) Regulations 2007 \(S.I. 2007/2932\)](#), **reg. 3(4)(b)**
- F8** Words in s. 474(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.](#)

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- 2019/145), regs. 1(2)(b), 2, **Sch. 2 para. 17(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)
- F9** Words in s. 474(1) substituted (29.6.2017 for specified purposes, 3.7.2017 for specified purposes, 31.7.2017 for specified purposes, 3.1.2018 in so far as not already in force) by **The Financial Services and Markets Act 2000 (Markets in Financial Instruments) Regulations 2017** (S.I. 2017/701), reg. 1(2)(3)(4)(6), **Sch. 4 para. 9(2)(a)** (with reg. 7)
- F10** Words in s. 474(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. 2 para. 17(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)
- F11** Word in s. 474(1) inserted (29.6.2017 for specified purposes, 3.7.2017 for specified purposes, 31.7.2017 for specified purposes, 3.1.2018 in so far as not already in force) by **The Financial Services and Markets Act 2000 (Markets in Financial Instruments) Regulations 2017** (S.I. 2017/701), reg. 1(2)(3)(4)(6), **Sch. 4 para. 9(2)(b)** (with reg. 7) (as amended ((2.1.2018) by **The Financial Services and Markets Act 2000 (Markets in Financial Instruments) (No.2) Regulations 2017** (S.I. 2017/1255), regs. 2(a), **37**
- F12** Words in s. 474(1) substituted (3.1.2018) by **The Financial Services and Markets Act 2000 (Markets in Financial Instruments) (No.2) Regulations 2017** (S.I. 2017/1255), regs. 2(b), **7(2)(a)**
- F13** Words in s. 474(1) substituted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by **The International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019** (S.I. 2019/685), reg. 1(2)(3), **Sch. 1 para. 21(c)** (with reg. 1(4)-(8), Sch. 1 para. 64) (as amended by S.I. 2020/335, regs. 1, 3, 4 and S.I. 2020/523, regs. 1(2), 22, 25(b)); 2020 c. 1, Sch. 5 para. 1(1)
- F14** Words in s. 474(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), **9(6)(a)** (with reg. 3)
- F15** S. 474(1): words in definition of "regulated activity" inserted (1.7.2009 for certain purposes otherwise 30.6.2010) by **The Financial Services and Markets Act 2000 (Regulated Activities) (Amendment) Order 2009** (S.I. 2009/1342), **art. 26(a)**
- F16** S. 474(1): words in definition of "regulated activity" inserted (1.7.2009 for certain purposes, otherwise 30.6.2010) by **The Financial Services and Markets Act 2000 (Regulated Activities) (Amendment) Order 2009** (S.I. 2009/1342), **art. 26(b)**
- F17** Words in s. 474(1) inserted (30.1.2024 for specified purposes and otherwise on the day on which EUR 2017/1129 is revoked by 2023 c. 29, s. 1(1), **Sch. 1**) by **The Public Offers and Admissions to Trading Regulations 2024** (S.I. 2024/105), reg. 2(2)(3), **Sch. 3 para. 24** (with regs. 48-50)
- F18** Words in s. 474(1) inserted (10.6.2019) by **The Companies (Directors Remuneration Policy and Directors Remuneration Report) Regulations 2019** (S.I. 2019/970), regs. 1, **24**
- F19** Word in s. 474(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. 2 para. 17(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)
- F20** Words in s. 474(1) 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), **9(6)(b)** (with reg. 3)
- F21** Words in s. 474(1) substituted (1.4.2013) by **The Financial Services Act 2012 (Consequential Amendments) Order 2013** (S.I. 2013/636), art. 1(2), **Sch. para. 9(3)**
- F22** Words in s. 474(1) inserted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by **The International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019** (S.I. 2019/685), reg. 1(2)(3), **Sch. 1 para. 21(d)** (with reg. 1(4)-(8), Sch. 1 para. 64) (as amended by S.I. 2020/335, regs. 1, 3, 4 and S.I. 2020/523, regs. 1(2), 22, 25(b)); 2020 c. 1, Sch. 5 para. 1(1)

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

- C1** S. 474 applied (with modifications) (1.10.2009) by [The Overseas Companies Regulations 2009](#) (S.I. 2009/1801), **reg. 42** (with Sch. 8)
- C2** S. 474 applied (with modifications) (1.10.2009) by [The Overseas Companies Regulations 2009](#) (S.I. 2009/1801), **reg. 57** (with Sch. 8)
- C3** S. 474 modified (2.7.2012) by [The Supervision of Accounts and Reports \(Prescribed Body\) and Companies \(Defective Accounts and Directors' Reports\) \(Authorised Person\) Order 2012](#) (S.I. 2012/1439), **art. 8(4)**
- C4** Ss. 471-474 applied (with modifications) (1.10.2009) by [S.I. 2009/2436](#), **regs. 3-5**, **Sch 1 para. 10** (with **reg. 7**, **Sch. 2**) (and the said Sch. 1 para. 10 is amended (with application in accordance with **reg. 1(3)** of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013](#) (S.I. 2013/1972), **regs. 1(2)**, **2(2)(a)**)
- C5** S. 474 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008](#) (S.I. 2008/1911), **reg. 32** (as amended (1.10.2009) by [S.I. 2009/1804](#), **regs. 2, 85**, **Sch. 3 para. 15(3)**); (as amended (1.4.2013) by [S.I. 2013/472](#), **Sch. 2 para. 143(b)**); (as amended (with effect in accordance with **reg. 2(2)-(5)** 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)**, **21**); (as amended (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. 58(7)** (with **reg. 1(3)-(8)**, **Sch. 1 para. 65**)) (as amended by [S.I. 2020/335](#), **regs. 1, 3, 4** and [S.I. 2020/523](#), **regs. 1(2)**, **22, 25(c)**; 2020 c. 1, **Sch. 5 para. 1(1)**); (as amended (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. 20** (with **reg. 7(2)**); (as amended by [S.I. 2020/523](#), **regs. 1(2)**, **10, 11**; 2020 c. 1, **Sch. 5 para. 1(1)**); (as amended (6.5.2021) by [The Supervision of Accounts and Reports \(Prescribed Body\) and Companies \(Defective Accounts and Reports\) \(Authorised Person\) Order 2021](#) (S.I. 2021/465), **arts. 1(2)**, **6(4)** (with **art. 9**)); (as amended (6.4.2022) by [The Limited Liability Partnerships \(Climate-related Financial Disclosure\) Regulations 2022](#) (S.I. 2022/46), **regs. 1(2)**, **3**))

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**Changes and effects yet to be applied to :**

- s. 474(1) word substituted by [S.I. 2017/1255 reg. 7\(b\)](#) (The effect has not been applied because paragraph (c) of the definition in which the substitution of the word takes place was itself fully substituted on the same date.)

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

- Act amendment to earlier affecting provision S.I. 1989/638, Sch. 4 by [S.I. 2024/410 Sch. 2 para. 1](#)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

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

- s. 156A-156C inserted by [2015 c. 26 s. 87\(4\)](#)
- s. 156B(5) omitted by [2023 c. 56 Sch. 2 para. 26](#)
- s. 156C(2) words substituted by [2023 c. 56 s. 41\(2\)\(a\)](#)
- s. 156C(2A) inserted by [2023 c. 56 s. 41\(2\)\(b\)](#)
- s. 156C(3) substituted for s. 156C(3)-(5) by [2023 c. 56 Sch. 2 para. 27](#)
- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34 by [S.R. 2024/78 reg. 31\(4\)](#)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34A by [S.R. 2024/78 reg. 31\(5\)](#)
- s. 1047(4)(i)(j) inserted by [2023 c. 56 s. 21\(2\)](#)
- s. 1087(da) substituted by [2023 c. 56 s. 52\(2\)](#)
- s. 1087A-1807C applied by S.I. 2009/2436, Sch. 1 para. 20(1)(ca) (as substituted) by [S.I. 2024/410 Sch. 2 para. 5\(d\)\(ii\)](#)
- s. 1110E-110G applied by S.I. 2009/1804, reg. 60 (as amended) by [S.I. 2024/234 reg. 26](#)
- s. 11989A applied (with modifications) by S.I. 2009/1804, reg. 79A (as inserted) by [S.I. 2024/234 reg. 46](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))