#### STATUTORY INSTRUMENTS

### 2008 No. 410

### **COMPANIES**

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

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# THE LARGE AND MEDIUM-SIZED COMPANIES AND GROUPS (ACCOUNTS AND REPORTS) REGULATIONS 2008

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- 1. (1) Subject to the following provisions of this Schedule—
- 2. (1) Where in accordance with paragraph 1 a company's balance...
- 3. (1) Any item required to be shown in a company's...
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- 5. (1) Subject to sub-paragraph (2), the directors must not include...
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- 45. It must be stated whether the accounts have been prepared...

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- 46. Paragraphs 47 to 64 require information which either supplements the...
- 47. Share capital and debentures
- 48. If the company has allotted any shares during the financial...
- 49. (1) With respect to any contingent right to the allotment...
- 50. (1) If the company has issued any debentures during the...

- 51. Fixed assets
- 52. Where any fixed assets of the company (other than listed...
- 53. In relation to any amount which is or would but...
- 54. Investments
- 55. Information about fair value of assets and liabilities
- 56. Where the company has derivatives that it has not included...
- 57. (1) This paragraph applies if— (a) the company has financial...
- 58. Information where investment property and living animals and plants included at fair value
- 59. Reserves and provisions
- 60. Provision for taxation
- 61. Details of indebtedness
- 62. If any fixed cumulative dividends on the company's shares are...
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- 65. Paragraphs 66 to 69 require information which either supplements the...
- 66. Separate statement of certain items of income and expenditure
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- 68. Particulars of turnover
- 69. Miscellaneous matters
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#### PART 1 — GENERAL RULES AND FORMATS

#### SECTION A

#### GENERAL RULES

- 1. Subject to the following provisions of this Part of this...
- 2. (1) References in this Part of this Schedule to the...
- 3. (1) Where in accordance with paragraph 1 a company's profit...
- 4. (1) Any item required to be shown in a company's...
- 5. (1) Items to which lower case letters are assigned in...
- 6. (1) Subject to sub-paragraph (2), the directors must not include...
- 7. (1) For every item shown in the balance sheet or...
- 8. (1) Subject to the following provisions of this paragraph and...
- 9. (1) Assets must be shown under the relevant balance sheet...
- 10. The company's directors must, in determining how amounts are presented...

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#### ACCOUNTING PRINCIPLES

- 16. Preliminary
- 17. Accounting principles
- 18. Accounting policies must be applied consistently within the same accounts...
- 19. The amount of any item must be determined on a...
- 20. All income and charges relating to the financial year to...
- 21. In determining the aggregate amount of any item, the amount...

#### **SECTION B**

#### HISTORICAL COST ACCOUNTING RULES

#### 22. Preliminary

#### Fixed assets

- 23. General rules
- 24. Rules for depreciation and diminution in value
- 25. (1) Where a fixed asset investment to which sub-paragraph (2)...
- 26. (1) Where the reasons for which any provision was made...
- 27. Development costs
- 28. Goodwill
- 29. Treatment of fixed assets
- 30. Financial fixed assets
- 31. Current assets
- 32. (1) If the net realisable value of any asset referred...
- 33. (1) Subject to paragraph 32, the amount to be included...

#### Miscellaneous and supplementary provisions

- 34. Excess of money owed over value received as an asset item
- 35. Determination of cost
- 36. (1) The cost of any assets which are fungible assets...
- 37. Substitution of original stated amount where price or cost unknown

#### SECTION C

#### ALTERNATIVE ACCOUNTING RULES

- 38. Preliminary
- 39. Subject to paragraphs 41 to 43, the amounts to be...
- 40. Alternative accounting rules
- 41. Application of the depreciation rules
- 42. Additional information to be provided in case of departure from historical cost accounting rules
- 43. Revaluation reserve

#### SECTION D

#### FAIR VALUE ACCOUNTING

- 44. Inclusion of financial instruments at fair value
- 45. Determination of fair value
- 46. Hedged items
- 47. Other assets that may be included at fair value
- 48. Accounting for changes in value
- 49. The fair value reserve
- 50. Assets and liabilities denominated in foreign currencies
- 51. (1) Subject to sub-paragraph (2), any difference between the amount...
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- 52. Preliminary

#### General

- 53. Disclosure of accounting policies
- 54. It must be stated whether the accounts have been prepared...
- 55. Sums denominated in foreign currencies
- 56. Reserves and dividends

### Information supplementing the balance sheet

- 57. Paragraphs 58 to 84 require information which either supplements the...
- 58. Share capital and debentures
- 59. If the company has allotted any shares during the financial...
- 60. (1) With respect to any contingent right to the allotment...
- 61. (1) If the company has issued any debentures during the...
- 62. Fixed assets
- 63. Where any fixed assets of the company (other than listed...
- 64. In relation to any amount which is included under assets...
- 65. There must be disclosed separately the amount of—
- 66. Information about fair value of assets and liabilities
- 67. Where the company has derivatives that it has not included...
- 68. (1) This paragraph applies if— (a) the company has financial...
- 69. Information where investment property and living animals and plants included at fair value
- 70. Reserves and provisions
- 71. Provision for taxation
- 72. Maturity analysis
- 73. Debt and other fixed-income securities

- 74. Subordinated liabilities
- 75. Fixed cumulative dividends
- 76. Details of assets charged
- 77. Guarantees and other financial commitments
- 78. Memorandum items: Group undertakings
- 79. Transferable securities
- 80. Leasing transactions
- 81. Assets and liabilities denominated in a currency other than sterling (or the currency in which the accounts are drawn up)
- 82. Sundry assets and liabilities
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- 87. Particulars of income
- 88. Management and agency services
- 89. Subordinated liabilities
- 90. Sundry income and charges
- 91. Miscellaneous matters
- 92. Related party transactions

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- 93. Definitions for this Schedule
- 94. Financial fixed assets
- 95. Financial instruments
- 96. (1) The expressions listed in sub-paragraph (2) have the same...
- 97. Repayable on demand
- 98. Sale and repurchase transaction
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#### PART 1 — GENERAL RULES AND FORMATS

#### **SECTION A**

#### **GENERAL RULES**

- 1. (1) Subject to the following provisions of this Schedule—
- 2. (1) Any item required to be shown in a company's...
- 3. (1) The directors may combine items to which Arabic numbers...
- 4. (1) Subject to sub-paragraph (2), the directors must not include...
- 5. (1) For every item shown in the balance sheet or...
- 6. Subject to the provisions of this Schedule, amounts in respect...
- 7. (1) The provisions of this Schedule which relate to long-term...
- 8. The company's directors must, in determining how amounts are presented...

#### **SECTION B**

#### THE REQUIRED FORMATS

#### **Preliminary**

- 9. (1) Where in respect of any item to which an...
- 10. (1) In the profit and loss account format set out...

#### Special rules for balance sheet format

- 11. Additional items
- 12. Managed funds
- 13. Deferred acquisition costs

#### PART 2 — ACCOUNTING PRINCIPLES AND RULES

#### SECTION A

#### ACCOUNTING PRINCIPLES

- 14. Preliminary
- 15. But if it appears to the company's directors that there...
- 16. Accounting principles
- 17. Accounting policies must be applied consistently within the same accounts...
- 18. The amount of any item must be determined on a...
- 19. All income and charges relating to the financial year to...
- 20. In determining the aggregate amount of any item, the amount...
- 21. Valuation

#### SECTION B

#### CURRENT VALUE ACCOUNTING RULES

- 22. Valuation of assets: general
- 23. (1) Intangible assets other than goodwill may be shown at...
- 24. Alternative valuation of fixed-income securities
- 25. Meaning of "current value"
- 26. (1) In the case of land and buildings, current value...
- 27. Application of the depreciation rules
- 28. Additional information to be provided
- 29. Revaluation reserve

#### SECTION C

#### VALUATION AT FAIR VALUE

- 30. Inclusion of financial instruments at fair value
- 31. Determination of fair value
- 32. Hedged items
- 33. Other assets that may be included at fair value
- 34. Accounting for changes in value
- 35. The fair value reserve

#### SECTION D

#### HISTORICAL COST ACCOUNTING RULES

#### Valuation of assets

- 36. General rules
- 37. In the case of any asset included under assets item...
- 38. (1) This paragraph applies to any asset included under assets...
- 39. (1) Where the reasons for which any provision was made...
- 40. (1) This paragraph applies to assets included under assets items...
- 41. Development costs
- 42. Goodwill

#### Miscellaneous and supplementary provisions

- 43. Excess of money owed over value received as an asset item
- 44. Assets included at a fixed amount
- 45. Determination of cost
- 46. (1) The cost of any assets which are fungible assets...
- 47. Substitution of original amount where price or cost unknown

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- 48. Preliminary
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- 50. Provision for unearned premiums
- 51. Provision for unexpired risks
- 52. Long-term business provision

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- 53. General business
- 54. (1) Explicit discounting or deductions to take account of investment...
- 55. Long-term business
- 56. Equalisation reserves
- 57. Accounting on a non-annual basis
- 58. (1) The excess of the premiums written over the claims...
- 59. (1) The figures shown in the technical account or in...

PART 3 — NOTES TO THE ACCOUNTS

60. Preliminary

#### General

- 61. Disclosure of accounting policies
- 62. It must be stated whether the accounts have been prepared...
- 63. Sums denominated in foreign currencies
- 64. Reserves and dividends

#### Information supplementing the balance sheet

- 65. Share capital and debentures
- 66. If the company has allotted any shares during the financial...
- 67. (1) With respect to any contingent right to the allotment...
- 68. (1) If the company has issued any debentures during the...
- 69. Assets
- 70. Where any assets of the company (other than listed investments)...

- 71. In relation to any amount which is included under assets...
- 72. Investments
- 73. Information about fair value of assets and liabilities
- 74. Where the company has derivatives that it has not included...
- 75. (1) This paragraph applies if— (a) the company has financial...
- 76. Information where investment property and living animals and plants included at fair value
- 77. Reserves and provisions
- 78. Provision for taxation
- 79. Details of indebtedness
- 80. If any fixed cumulative dividends on the company's shares are...
- 81. Guarantees and other financial commitments
- 82. Miscellaneous matters

#### Information supplementing the profit and loss account

- 83. Separate statement of certain items of income and expenditure
- 84. Particulars of tax
- 85. Particulars of business
- 86. (1) As regards long-term business, the company must disclose—
- 87. (1) Subject to sub-paragraph (2), there must be disclosed as...
- 88. Commissions
- 89. Miscellaneous matters
- 90. Related party transactions

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- 1. Subsidiary undertakings
- 2. Financial information about subsidiary undertakings
- 3. Shares and debentures of company held by subsidiary undertakings
- 4. Significant holdings in undertakings other than subsidiary undertakings
- 5. (1) The name of the undertaking must be stated.
- 6. (1) Subject to paragraph 14, there must also be stated—...
- 7. Membership of certain undertakings
- 8. Parent undertaking drawing up accounts for larger group
- 9. Identification of ultimate parent company

# PART 2 — COMPANIES NOT REQUIRED TO PREPARE GROUP ACCOUNTS

- 10. Reason for not preparing group accounts
- 11. Holdings in subsidiary undertakings
- 12. Financial years of subsidiary undertakings
- 13. Exemption from giving information about significant holdings in nonsubsidiary undertakings
- 14. Construction of references to shares held by company

#### PART 3 — COMPANIES REQUIRED TO PREPARE GROUP ACCOUNTS

- 15. Introductory
- 16. Subsidiary undertakings
- 17. Holdings in subsidiary undertakings
- 18. Joint ventures

- 19. Associated undertakings
- 20. Requirement to give information about other significant holdings of parent company or group
- 21. Group's membership of certain undertakings
- 22. Construction of references to shares held by parent company or group

# PART 4 — ADDITIONAL DISCLOSURES FOR BANKING COMPANIES AND GROUPS

23. (1) This paragraph applies where accounts are prepared in accordance...

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- 24. Residual interests under pension and employees' share schemes
- 25. Employer's charges and other rights of recovery
- 26. Trustee's right to expenses, remuneration, indemnity etc.
- 27. Supplementary

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- 3. Excess retirement benefits of directors and past directors
- 4. Compensation to directors for loss of office
- 5. Sums paid to third parties in respect of directors' services

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- 6. General nature of obligations
- 7. Provisions as to amounts to be shown
- 8. Exclusion of sums liable to be accounted for to company etc.
- 9. Meaning of "remuneration"
- 10. Meaning of "highest paid director"
- 11. Meaning of "long term incentive scheme"
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- 13. Meaning of "pension scheme" and related expressions
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- 1. General rules
- 2. (1) The consolidated balance sheet and profit and loss account...
- 3. (1) Where assets and liabilities to be included in the...
- 4. Any differences of accounting rules as between a parent company's...
- 5. Amounts that in the particular context of any provision of...
- 6. Elimination of group transactions
- 7. Acquisition and merger accounting
- 8. An acquisition must be accounted for by the acquisition method...
- 9. (1) The acquisition method of accounting is as follows.
- 10. (1) The conditions for accounting for an acquisition as a...
- 11. (1) The merger method of accounting is as follows.
- 12. (1) Where a group is acquired, paragraphs 9 to 11...
- 13. (1) The following information with respect to acquisitions taking place...
- 14. (1) There must also be stated in a note to...
- 15. Where during the financial year there has been a disposal...

- 16. The information required by paragraph 13, 14 or 15 need...
- 17. Minority interests
- 18. Joint ventures
- 19. Associated undertakings
- 20. (1) The formats set out in Schedule 1 to these...
- 21. (1) The interest of an undertaking in an associated undertaking,...
- 22. Related party transactions

#### PART 2 — MODIFICATIONS FOR BANKING GROUPS

- 23. General application of provisions applicable to individual accounts
- 24. In paragraph 1 of this Schedule—(a) the reference in...
- 25. Minority interests and associated undertakings
- 26. In paragraph 21(1) of this Schedule, for the references to...
- 27. Related party transactions
- 28. Foreign currency translation
- 29. Any income and expenditure of undertakings included in the consolidation...
- 30. Information as to undertaking in which shares held as a result of financial assistance operation

#### PART 3 — MODIFICATIONS FOR INSURANCE GROUPS

- 31. General application of provisions applicable to individual accounts
- 32. In paragraph 1 of this Schedule—(a) the reference in...
- 33. Financial years of subsidiary undertakings
- 34. Assets and liabilities to be included in group accounts
- 35. Elimination of group transactions
- 36. Minority interests
- 37. Associated undertakings
- 38. In paragraph 21(1) of this Schedule, for the references to...
- 39. Related party transactions
- 40. Modifications of Schedule 3 to these Regulations for purposes of paragraph 31

# SCHEDULE 7 — MATTERS TO BE DEALT WITH IN DIRECTORS' REPORT PART 1 — MATTERS OF A GENERAL NATURE

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- 2. Asset values
- 3. Political donations and expenditure
- 4. (1) If the company (not being the wholly-owned subsidiary of...
- 5. Charitable donations
- 6. Financial instruments
- 7. Miscellaneous

# PART 2 — DISCLOSURE REQUIRED BY COMPANY ACQUIRING ITS OWN SHARES ETC.

- 8. This Part of this Schedule applies where shares in a...
- 9. The directors' report for a financial year must state—

# PART 3 — DISCLOSURE CONCERNING EMPLOYMENT ETC. OF DISABLED PERSONS

- 10. (1) This Part of this Schedule applies to the directors'...
  - PART 4 EMPLOYEE INVOLVEMENT
- 11. (1) This Part of this Schedule applies to the directors'...
  - PART 5 POLICY AND PRACTICE ON PAYMENT OF CREDITORS
- 12. (1) This Part of this Schedule applies to the directors'...
  - PART 6 DISCLOSURE REQUIRED BY CERTAIN PUBLICLY-TRADED COMPANIES

- (1) This Part of this Schedule applies to the directors'...
- The directors' report must also contain any necessary explanatory material...

#### SCHEDULE 8 — QUOTED COMPANIES: DIRECTORS' REMUNERATION **REPORT**

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(1) In the directors' remuneration report for a financial year... 1.

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- 2. Consideration by the directors of matters relating to directors' remuneration
- Statement of company's policy on directors' remuneration
- Statement of consideration of conditions elsewhere in company and group
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#### PART 3 — INFORMATION SUBJECT TO AUDIT

- 7. Amount of each director's emoluments and compensation in the relevant financial year
- 8. Share options
- 9. The information required by sub-paragraph (1) of paragraph 8 in...
- 10. (1) If, in the opinion of the directors of the...
- 11. Long term incentive schemes
- 12. (1) The information required by sub-paragraph (1) of paragraph 11...
- 13. Pensions
- 14. Excess retirement benefits of directors and past directors
- 15. Compensation for past directors
- 16. Sums paid to third parties in respect of a director's services PART 4 — INTERPRETATION AND SUPPLEMENTARY

### (1) In this Schedule— "amount", in relation to a gain...

- 17. (1) For the purposes of this Schedule emoluments paid or... 18.
- 19. (1) The following applies with respect to the amounts to...
- 20. (1) The amounts to be shown for any financial year...
- 21. Where it is necessary to do so for the purpose...
- 22. The Schedule requires information to be given only so far...

#### SCHEDULE 9 — INTERPRETATION OF TERM "PROVISIONS"

#### PART 1 — MEANING FOR PURPOSES OF THESE REGULATIONS

- Definition of "Provisions" 1.
- 2. References in these Regulations to provisions for liabilities or, in...

#### PART 2 — MEANING FOR PURPOSES OF PARTS 18 AND 23 OF THE 2006 ACT

- Financial assistance for purchase of own shares
- Redemption or purchase by private company out of capital
- Net asset restriction on public companies distributions
- Distributions by investment companies
- Justification of distribution by references to accounts

#### SCHEDULE 10 — GENERAL INTERPRETATION

- Capitalisation 1.
- 2. Financial instruments
- 3. (1) Save in Schedule 2 to these Regulations, the expressions...
- 4. Fixed and current assets
- Fungible assets 5.
- Historical cost accounting rules

- 7. Leases
- 8. Listed investments
- 9. Loans
- 10. Materiality
- 11.
- 12.
- Participating interests
  Purchase price
  Realised profits and realised losses 13.
- 14. Staff costs
- 15. Scots land tenure

**Explanatory Note**