

HANDBOOK ADMINISTRATION (NO 31) INSTRUMENT 2013**Powers exercised by the Board of the Financial Conduct Authority**

- A. The Financial Conduct Authority makes this instrument in the exercise of the powers and related provisions listed in Schedule 4 (Powers exercised) to the General Provisions of the Handbook.
- B. The rule-making powers referred to above are specified for the purpose of section 138G(2) (Rule-making instruments) of the Financial Services and Markets Act 2000.

Commencement

- C. This instrument comes into force as follows:
- (1) Annex O (PR) comes into force on 27 September 2013;
 - (2) Annex A (Glossary) and Part 2 of Annex D (IPRU(INV)) come into force in 31 December 2013;
 - (3) Part 2 of Annex E (COBS) comes into force on 1 January 2014;
 - (4) Annex L comes into force on 1 April 2014;
 - (5) Part 2 of Annex F (MCOB) comes into force on 26 April 2014; and
 - (6) the remainder of this instrument comes into force on 1 October 2013.

Amendments to the FCA's Handbook

- D. The modules of the FCA's Handbook of rules and guidance listed in column (1) below are amended in accordance with the Annexes to this instrument listed in column (2).

(1)	(2)
Glossary of definitions	Annex A
Senior Management Arrangements, Systems and Controls sourcebook (SYSC)	Annex B
Fees manual (FEES)	Annex C
Interim Prudential sourcebook for Investment Businesses (IPRU(INV))	Annex D
Conduct of Business sourcebook (COBS)	Annex E
Mortgages and Home Finance: Conduct of Business sourcebook (MCOB)	Annex F
Client Assets sourcebook (CASS)	Annex G
Supervision manual (SUP)	Annex H
Dispute Resolution: Complaints sourcebook (DISP)	Annex I
Compensation sourcebook (COMP)	Annex J
Collective Investment Schemes sourcebook (COLL)	Annex K
Consumer Credit sourcebook (CONC)	Annex L
Investment Funds sourcebook (FUND)	Annex M
Listing Rules sourcebook (LR)	Annex N
Prospectus Rules sourcebook (PR)	Annex O

Amendments to the material outside the Handbook

- E. The Building Societies Regulatory Guide (BSOG) is amended in accordance with Annex P to this instrument.

Amendments to instruments

- F. The change to the definition of “intermediate unitholder” made by the Retail Distribution Review (Platforms) Instrument 2011 (FSA 2011/47) is revoked.

Notes

- G. In the Annexes to this instrument, the “notes” (indicated by “**Note:**”) are included for the convenience of readers but do not form part of the legislative text.

Citation

- H. This instrument may be cited as the Handbook Administration (No 31) Instrument 2013.

By order of the Board of the Financial Conduct Authority
26 September 2013

Annex A

Amendments to the Glossary of definitions

In this Annex, underlining indicates new text and striking through indicates deleted text, unless otherwise stated.

Comes into force on 31 December 2013

[Editor’s Note: This instrument revokes the change made to the definition of “intermediate unitholder” by the Retail Distribution Review (Platforms) Instrument 2011 (FSA 2011/47). (The commencement of that change was subsequently deferred to 31 December 2013 by the Retail Distribution Review (Platforms) (Amendment) Instrument 2013 (FSA 2012/43).) The effect of the present revocation is to reinstate the version of this definition as made by the Authorised Contractual Schemes (Handbook Amendments) Instrument 2013 (FCA 2013/50). For the convenience of readers, that version is set out below.]

intermediate unitholder a firm whose name is entered in the register of a non-UCITS retail scheme or a UCITS scheme, or which holds units in a non-UCITS retail scheme or a UCITS scheme indirectly through a third party acting as a nominee, and which is not the beneficial owner of the relevant unit, and:

- (a) does not *manage investments* on behalf of the relevant beneficial owner of the unit; or
- (b) does not act as a *depository* of a *collective investment scheme* or on behalf of such a *depository* in connection with its role in holding property subject to the *scheme*.

For the purposes of this definition, “register” has the meaning set out in paragraph (3) of the *Glossary* definition of “register”.

Annex B

Amendments to the Senior Management Arrangements, Systems and Controls sourcebook (SYSC)

In this Annex, underlining indicates new text and striking through indicates deleted text.

4.2 Persons who effectively direct the business

...

Responsibility of senior personnel of an AIFM

...

- 4.2.8 G Where the *senior personnel* of a *full-scope UK AIFM* will carry out a FCA governing function and the *firm* has applied for the *FCA*'s approval under section 59 of the *Act*, this will be sufficient to comply with SYSC ~~4.2.8R~~ 4.2.7R.

Annex C

Amendments to the Fees manual (FEES)

In this Annex, underlining indicates new text and striking through indicates deleted text.

6 Annex 3AR Financial Services Compensation Scheme - classes

...

	General Insurance
Class B1	General Insurance Provision
...	
Tariff base	<p>...</p> <p>Eligible gross technical liabilities are calculated in accordance with the method for calculating gross technical liabilities in fee block A3 in part 2 <u>3</u> of <i>FEES</i> 4 Annex 1BR with the following adjustments:</p> <p>...</p> <p>(4) None of the notes for the calculation of fees in fee-block A3 in part 2 <u>3</u> of <i>FEES</i> 4 Annex 1BR apply except for the purposes of (2).</p> <p>...</p>
...	
	Life and Pensions
Class C1	Life and Pensions Provision
...	
Tariff base	<p>...</p> <p>Eligible mathematical reserves are calculated in accordance with the method for calculating mathematical reserves in fee block A4 in part 2 <u>3</u> of <i>FEES</i> 4 Annex 1BR with the following adjustments:</p> <p>...</p> <p>(4) None of the notes for the calculation of fees in fee-block A4 in part 2 <u>3</u> of <i>FEES</i> 4 Annex 1BR apply except for the purposes of (2).</p> <p>...</p>

...	
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Annex D

**Amendments to the Interim Prudential sourcebook for Investment Businesses
(IPRU(INV))**

In this Annex, underlining indicates new text and striking through indicates deleted text.

Part 1: This Part comes into force on 1 October 2013.

11.4 Method of calculating initial capital and own funds

R

Table 11.4

...

Part 2: This Part comes into force on 31 December 2013.

Transitional provisions					
(1)	(2)	(3)	(4)	(5)	(6)
	Material to which the transitional provision applies		Transitional provision	Transitional provision: dates in force	Handbook provision: coming into force
...					
5	<i>IPRU(INV)</i> 11	R	...		
6	The changes to <i>IPRU(INV)</i> in Annex J of the Alternative Investment Fund Managers Directive Instrument 2013	R	...		
7	<i>IPRU(INV)</i> <u><i>IPRU(INV)</i></u> 11	R	Where a <i>firm</i> falls within regulation 74(1) or 75(1) of the <i>AIFMD UK regulation</i> it need not include <i>AIFs</i> managed by it that fall	From 22 July 2013	22 July 2013

			within those regulations in the calculation of its <i>funds under management requirement, professional negligence capital requirement</i> or <i>PII excess capital requirement</i> .		
58	13.3.2R	R	<p>Unless the <i>firm</i> is already subject to a higher capital resources requirement, a <i>category B firm</i> must meet the capital resources requirements in this rule, instead of those in <i>IPRU(INV)</i> 13.3.2R, until 31 December 2015.</p> <p>From 31 December 2013 to 31 December 2014, the <i>firm's</i> capital resources requirement must be calculated in accordance with whichever of (1) or (2) produces the higher amount:</p> <p>(1) 1/12 of its fixed annual expenditure, calculated in accordance with 13.3.3R to 13.3.8R; or</p> <p>(2) £15,000.</p> <p>From 31 December 2014 to 31 December 2015, the <i>firm's</i> capital resources requirement must be calculated in accordance with whichever of (3) or (4) produces the higher amount:</p> <p>(3) 1/6 of its fixed annual expenditure, calculated in accordance with 13.3.3R to 13.3.8R; or</p> <p>(4) £15,000.</p>	From 31 December 2013 to 31 December 2015	31 December 2013
69	13.3.13R(2)	R	A <i>category B firm</i> can calculate the amount of the <i>firm's</i> total capital and reserves excluding preference <i>share</i> capital, less the amount of its intangible	From 31 December 2013 to 31 December 2015	31 December 2013

			assets, multiplying it by 400% until 31 December 2015.		
--	--	--	--	--	--

Annex E

Amendments to the Conduct of Business sourcebook (COBS)

In this Annex, underlining indicates new text and striking through indicates deleted text.

Part 1: This Part comes into force on 1 October 2013.

[Editor's Note: The change to COBS 20.3.8R confirms a change which has already been made administratively to this provision.]

20.3.8 G Table: Guidance on with-profits principles and practices

...		
(5) Management of inherited estate
(7) (6) Equity between the with-profits fund and any shareholder

Part 2: This Part comes into force on 1 January 2014.

Exemptions from the restrictions on the promotion of non-mainstream pooled investments

4.12.4 R (1) The restriction in COBS 4.12.3R does not apply if the promotion falls within an exemption in the table in (5) below.

...

(5)

Title of Exemption	Promotion to:	Promotion of a non-mainstream pooled investment which is:
...		
3. Enterprise and charitable funds	<p>A person who is eligible to participate or invest in an arrangement constituted under:</p> <p>(1) ...</p> <p>(2) section 96 <u>or</u> 100 of the Charities Act 2011;</p> <p>...</p>	Any non-mainstream pooled investment which is such an arrangement.
...		

Annex F

**Amendments to the Mortgages and Home Finance: Conduct of Business sourcebook
(MCOB)**

In this Annex, underlining indicates new text and striking through indicates deleted text.

Part 1: This Part comes into force on 1 October 2013.

10.3 Formula and assumptions for calculating the APR

Formula for calculating the APR

- 10.3.1 R The *APR* must be calculated so that, subject to *MCOB* ~~10.3.1BR(3)~~ 10.3.1BR(2), the *annual percentage rate* of charge is the rate for *i* which satisfies the equation set out in *MCOB* 10.3.1AR, expressed as a percentage.

Part 2: This Part comes into force on 26 April 2014.

5.5 Provision of illustrations

Timing

- 5.5.1 R ...
- (2) Except in the circumstances in *MCOB* 5.5.1AR, a *firm* must provide the *customer* with an *illustration* for a *regulated mortgage contract* when any of the following occurs, unless an *illustration* for that *regulated mortgage contract* has already been provided:
- ...
- (e) as part of an *execution-only sale* (or potential *execution-only sale*) the *customer* has provided the *firm* with the information in *MCOB* 4.8A.14R(1) to *MCOB* 4.8A.14R(3) to indicate which *regulated mortgage contract* ~~or variation~~ he wishes to enter into; or
- (f) as part of an *execution-only sale* (or ~~potential~~ potential *execution-only sale*)
- ...

Annex G

Amendments to the Client Assets sourcebook (CASS)

In this Annex, underlining indicates new text and striking through indicates deleted text.

6 Custody rules

...

Depository of AIFs

6.1.16IA R (1) ...

(2) When a *firm* is acting as trustee or depository of an AIF that is an authorised AIF the *firm* must, in addition to the *custody rules* in (1), also comply with the *custody rules* in the table below:

Reference	Rule
...	
<u>CASS 6.5.4G(1A) to CASS 6.5.4G(4), CASS 6.5.5R, CASS 6.5.7AG, CASS 7.5.8AG CASS 6.5.8AG, CASS 6.5.9G and CASS 6.5.15G</u>	Records, accounts and reconciliations

...

7A.2 Primary pooling events

Failure of the authorised firm: primary pooling event

...

7A.2.2 R A *primary pooling event* occurs:

...

(2) on the vesting of assets in a ~~trustee~~ trustee in accordance with an 'assets *requirement*' imposed under section 55P(1)(b) or (c) (as the case may be) of the *Act*;

...

Annex H

Amendments to the Supervision manual (SUP)

In this Annex, underlining indicates new text and striking through indicates deleted text.

13.8 Changes of details: provision of notices to the appropriate UK regulator

- 13.8.1 R (1) Where a *firm* is required to submit a notice of a change to a *branch* referred to in ... or a notice of a change to *cross border services* referred to in ... ~~SUP 13.7.13G~~ 13.7.13BG ... it must complete and submit that notice in accordance with the procedures set out in SUP 13.5 for notifying the establishing of a *branch* or the provision of *cross border services*.

...

...

15.3 General notification requirements

...

UK AIFMs

...

- 15.3.28 R Where a *small authorised UK AIFM* no longer meets the conditions in regulation 11 of the *AIFMD UK regulation* (within the meaning of Chapter ~~±~~ II of the *AIFMD level 2 regulation*) it must:

...

continued on next page

16 Annex 18A Retail Mediation Activities Return ('RMAR')

...

SECTION H: COBS Data

General COBS data

	A	B
1 Do FSA regulated activities form the core business of the firm?	<input type="text"/>	
2 If not, specify type of core business:	<input type="text"/>	

Monitoring of Appointed Representatives ('ARs')

3 Number of ARs registered with the firm <u>as at the end of the reporting period.</u>	<input type="text"/>
4 Of which, number of 'secondary' ARs <u>as at the end of the reporting period.</u>	<input type="text"/>
5 Of which, number of introducer ARs <u>as at the end of the reporting period.</u>	<input type="text"/>
6 Number of advisers within ARs <u>as at the end of the reporting period.</u>	<input type="text"/>

(Only firms that have ARs)

7 Does the firm have appropriate systems and procedures to ensure that the activities of its ARs are effectively monitored and controlled?	<input type="text"/>
8 Number of ARs that have been subject to monitoring visits by the firm during the reporting period.	<input type="text"/>
9 Number of ARs that have been subject to file reviews by the firm during the reporting period.	<input type="text"/>
10 Number of ARs that have been subject to financial checks by the firm during the reporting period.	<input type="text"/>
11 Has any other monitoring of ARs by the firm taken place?	<input type="text"/>

...

16 Annex 18BG Notes for completion of the Retail Mediation Activities Return ('RMAR')

...

16. You will note that some questions in the RMAR refer to the “last reporting date”. If the RMAR is being completed for the first time, you should treat the date the *firm* became authorised to carry on any of the relevant *regulated activities* as the “last reporting date”, except where otherwise indicated (e.g. in sections E & H).

Where questions in the RMAR refer to “as at the end of the reporting period”, you should treat the last day of the reporting period specified on GABRIEL as “as at the end of the reporting period”.

...

Section H: Conduct of Business ('COBS') Data

...

Section H: guide for completion of individual fields

General COBS data	
Do regulated activities form the core business of the firm?	<p>'Core business' for these purposes is the activity from which the largest percentage of the <i>firm's</i> gross income is derived.</p> <p>Note for an <i>authorised professional firm</i> specifying that its core business is 'professional services': if the <i>firm's</i> income from <i>regulated activities</i> is 50% or more of its total income (disregarding a temporary variation of not more than 5% over the preceding year's figure), then it should have regard to <i>IPRU(INV)</i> 2.1.2R (4) and give notification to the <i>FCA</i>.</p>
If not, specify type of core business	<p>The <i>firm</i> should specify its core business from the dropdown list.</p> <p>You should select Other if none of the categories is applicable to the <i>firm's</i> business, e.g. loss assessor, professional services provided by an <i>authorised professional firm</i>.</p>
Monitoring of Appointed Representatives ('ARs')	
Number of ARs registered with the firm <u>as at the end of the reporting period</u> .	Total number of ARs for which the <i>firm</i> has regulatory responsibility, as at the <u>reporting date end of the reporting period</u> .
Of which, number of 'secondary' ARs <u>as at the end of the reporting period</u> .	<p>An AR is a secondary AR if:</p> <ul style="list-style-type: none"> • the activities for which it is exempt are limited to <i>insurance mediation activities</i> only; and • its principal purpose is to carry on activities other than

	<i>insurance mediation activities.</i>
Of which, number of introducer ARs <u>as at the end of the reporting period.</u>	See <i>Glossary</i> definition
Number of advisers within ARs <u>as at the end of the reporting period.</u>	This should be the total of advisory staff across all of the <i>firm's appointed representatives</i> . Advisory staff are those that advise <i>customers</i> on the merits of purchasing a particular product. By definition this total will not include staff at introducer ARs.
Does the firm have appropriate systems and procedures in place to ensure that the activities of its ARs are effectively monitored and controlled?	A summary of the <i>firm's</i> responsibilities under SUP 12 is set out under the sub-heading "monitoring of appointed representatives" above. The <i>firm</i> should be able to demonstrate that it has been in compliance with the requirements in SUP 12 throughout the reporting period.
Number of ARs that have been subject to monitoring visits by the firm during the reporting period.	This is one of the ways in which <i>firms</i> with ARs may fulfil their responsibilities under SUP 12.
Number of ARs that have been subject to file reviews by the firm during the reporting period.	This is one of the ways in which <i>firms</i> with ARs may fulfil their responsibilities under SUP 12.
Number of ARs that have been subject to financial checks by the firm during the reporting period.	This is one of the ways in which <i>firms</i> with ARs may fulfil their responsibilities under SUP 12.
Has any other monitoring of ARs by the <i>firm</i> taken place?	If the <i>firm</i> uses other methods to fulfil its monitoring responsibilities under SUP 12, you should state 'yes' here.

...

[Editor's Note: The changes to SUP 21.1.2G confirm the changes that have already in part been made administratively to this provision.]

21.1 Form of waiver for energy market participants

...

21.1.2 G *Energy market participants* should bear in mind that ~~Section 148~~ sections 138A and 138B of the Act requires require that in order to give a waiver of particular *rules* ...

Annex I

Amendments to the Dispute Resolution: Complaints sourcebook (DISP)

In this Annex, underlining indicates new text.

1.3 Complaints handling rules

...

- 1.3.7 R (1) A *firm* must appoint an individual at the *firm*, or in the same *group* as the *firm*, to have responsibility for oversight of the *firm's* compliance with *DISP* 1.
- (2) The individual appointed must be carrying out a FCA governing function at the *firm* or in the same *group* as the *firm*.

Annex J**Amendments to the Compensation sourcebook (COMP)**

In this Annex, underlining indicates new text and striking through indicates deleted text.

Managers and depositaries of funds

- 5.5.3 R ...
- (2) ...
- ...
- (b) a *charity AIF* which is not a *closed-ended corporate AIF*~~;~~

Annex K

Amendments to the Collective Investment Schemes sourcebook (COLL)

In this Annex, underlining indicates new text and striking through indicates deleted text.

8 Annex 1R Qualified Investor Schemes: eligible investors

...

Issue or transfer of units to:	Issue or transfer of units (see Note 1) in a qualified investor scheme which is:
...	
Category 3 person A <i>person</i> who is eligible to participate in a scheme constituted under: (1) ... (2) section 96 <u>or 100</u> of the Charities Act 2011; or ...	any such <i>collective investment scheme</i>
...	

Annex L

Amendments to the Consumer Credit sourcebook (CONC)

In this Annex, underlining indicates new text and striking through indicates deleted text.

[Editor's Note: The amendments shown below are to the text of the Appendices to CONC as made by the FCA Board on 25 July 2013 in the Consumer Credit (Designation) Instrument 2013 (FCA 2013/60). The amendments are to the numbering of provisions in those appendices, but the full text of renumbered appendices is shown for the convenience of readers.]

Appendix 1 Designation of subordinate legislation formerly made under Part 2 of the Consumer Credit Act 1974

~~1~~ Total charge for credit rules

App 1.1 Total charge for credit rules for certain agreements secured on land

...

[Editor's Note: The text of this appendix is unchanged from that set out in FCA 2013/60.]

App 1.2 Total charge for credit rules for other agreements

...

[Editor's Note: The text of this appendix is unchanged from that set out in FCA 2013/60.]

~~2~~ Exempt agreements

~~App 2.1~~ Exemption of certain credit agreements secured on land

1.3

Interpretation

~~App 2.1.1~~ R (1) This section specifies:

1.3.1

- (a) the *persons* or classes of *persons* to whom the exemption in article 60E(2) of the *Regulated Activities Order* applies; and
- (b) the agreements or classes of agreement to which the exemption in article 60E(2) of the *Regulated Activities Order*

applies.

- (2) Where the *lender* is a body specified in *CONC* App ~~2.1.2R~~ 1.3.2R or an *authorised person* with *permission* to *accept deposits*, article 60E(2) of the *Regulated Activities Order* applies only to:
- (a) a *borrower-lender-supplier agreement* falling within (a) or (c) of the definition of *relevant credit agreement relating to the purchase of land*;
 - (b) a *borrower-lender agreement* secured by any *legal mortgage* on *land* to *finance*:
 - (i) the purchase of *land*; or
 - (ii) the provision of dwellings or *business premises* on any *land*; or
 - (iii) subject to (3) below, the alteration, enlarging, repair or improvement of a dwelling or *business premises* on any *land*;
 - (c) a *borrower-lender agreement* secured by any *legal mortgage* on *land* to *refinance* any existing indebtedness of the *borrower*, whether to the *lender* or another *person*, under any agreement by which the *borrower* was provided with *credit* for any of the purposes specified in (b)(i) to (iii) above.
- (3) Paragraph (2)(b)(iii) above applies only:
- (i) where the *lender* is the *lender* under:
 - (a)
 - ~~(a)~~ an agreement (whenever made) by which the *borrower* is provided with *credit* for any of the purposes specified in (2)(b)(i) and (2)(b)(ii); or
 - ~~(b)~~ an agreement (whenever made) *refinancing* an (ii) agreement under which the *borrower* is provided with *credit* for any of the said purposes,

being, in either case, an agreement relating to the *land* referred to in (2)(b)(iii) and secured by a *legal mortgage* on that *land*; or
 - (b) where a *borrower-lender agreement* to *finance* the alteration, enlarging, repair or improvement of a dwelling, secured by a *legal mortgage* on that dwelling, is made as a result of any such services as are described in section 4(3)(e) of the Housing Associations Act 1985 which are certified as having been provided by:

- ~~(a)~~ a *local authority*;
 - ~~(i)~~
 - ~~(b)~~ a housing association within the meaning of section 1 of the Housing Associations Act 1985 or article 3 of the Housing (Northern Ireland) Order 1992;
 - ~~(ii)~~
 - ~~(c)~~ a body established by such a housing association for the purpose of providing such services as are described in the said section 4(3)(e) of the Housing Associations Act 1985;
 - ~~(iii)~~
 - ~~(d)~~ a charity;
 - ~~(iv)~~
 - ~~(e)~~ the National Home Improvement Council;
 - ~~(v)~~
 - ~~(f)~~ the Northern Ireland Housing Executive; or
 - ~~(vi)~~
 - ~~(g)~~ a body, or a body of any description, that has been approved by the Secretary of State under section 169(4)(c) of the Local Government and Housing Act 1989 or the Department of the Environment for Northern Ireland under article 103(4)(c) of the Housing (Northern Ireland) Order 1992.
 - ~~(vii)~~
- (4) Where the *lender* is a body specified in *CONC* App ~~2.1.3R~~ 1.3.3R, the exemption in article 60E(2) of the *Regulated Activities Order* applies only to an agreement of a description specified in that rule in relation to that body and made pursuant to an enactment or for a purpose so specified.
- (5) Where the *lender* is a body specified in *CONC* App ~~2.1.4R~~ 1.3.4R, the exemption in article 60E (2) of the *Regulated Activities Order* applies only to an agreement of a description falling within *CONC* App ~~2.1.1R~~ 1.3.1R(2)(a) to (c), being an agreement advancing money on the security of a dwelling-house.

App ~~2.1.2~~
1.3.2

R **Bodies whose agreements of the specified description are exempt agreements**

INSURANCE COMPANIES

Abbey Life Assurance Company Limited

Abbey Life Pension and Annuities Limited

Albany Life Assurance Company Limited
Allchurches Life Assurance Limited
Alliance Assurance Company Limited
Allied Dunbar Assurance PLC
Ambassador Life Assurance Company Limited
American Life Insurance Company
Ansvar Insurance Company Limited
Atlas Assurance Company Limited
Australian Mutual Provident Society
Avon Insurance PLC
Black Horse Life Assurance Company Limited
Bradford Insurance Company Limited
Britannic Assurance Public Limited Company
The British & European Reinsurance Company Limited
British Equitable Assurance Company Limited
The British Life Office Limited
The British Oak Insurance Company Limited
British Reserve Insurance Company Limited
Caledonian Insurance Company
The Cambrian Insurance Company Limited
The Canada Life Assurance Company
Cannon Assurance Limited
Car and General Insurance Corporation Limited
City of Westminster Assurance Company Limited
City of Westminster Assurance Society Limited
Clerical, Medical and General Life Assurance Society
Colonial Life (UK) Limited

The Colonial Mutual Life Assurance Society Limited
Commercial Union Assurance Company plc
Commercial Union Pensions Management Limited
Commercial Union Life Assurance Company Limited
Confederation Life Insurance Company
The Contingency Insurance Company Limited
Co-operative Insurance Society Limited
Cornhill Insurance Public Limited Company
Criterion Insurance Company Limited
Crown Life Assurance Company Limited
Crown Life Insurance Company Limited
Crown Life Pensions Limited
Crusader Insurance PLC
The Dominion Insurance Company Limited
Eagle Star Insurance Company Limited
Ecclesiastical Insurance Office plc
Economic Insurance Company Limited
English & American Insurance Company Limited
The Equitable Life Assurance Society
Equico International Limited
Equity & Law Life Assurance Society plc
Essex and Suffolk Insurance Company Limited
Excess Insurance Company Limited
Federation Mutual Insurance Limited
Fine Art and General Insurance Company Limited
Friends' Provident Life Office
FS Assurance Limited

General Accident Fire and Life Assurance Corporation Public Limited Company

General Accident Life Assurance Limited

General Accident Linked Life Assurance Limited

General Portfolio Life Insurance Public Limited Company

Gisborne Life Assurance Company Limited

Gresham Life Assurance Society Limited

Guardian Assurance plc

Guardian Royal Exchange Assurance plc

Hill Samuel Life Assurance Limited

The Ideal Insurance Company Limited

The Imperial Life Assurance Company of Canada

Irish Life Assurance plc

The Iron Trades Employers Insurance Association Limited

Legal and General Assurance Society Limited

The Licenses and General Insurance Company Limited

The Life Association of Scotland Limited

London Aberdeen & Northern Mutual Assurance Society Limited

London and Manchester Assurance Company Limited

London and Manchester (Pensions) Limited

London & Scottish Assurance Corporation Limited

The London Assurance

The London Life Association Limited

The Manufacturers Life Insurance Company

Marine and General Mutual Life Assurance Society

Maritime Insurance Company Limited

Medical Sickness Annuity & Life Assurance Society Limited

The Mercantile and General Reinsurance Company plc
Midland Assurance Limited
The Motor Union Insurance Company Limited
Minister Insurance Company Limited
Municipal Life Assurance Limited
Municipal Mutual Insurance Limited
NALGO Insurance Association Limited
National Employers' Life Assurance Company Limited
National Employers' Mutual General Insurance Association Limited
The National Farmers Union Mutual Insurance Society Limited
National House-Building Council
The National Insurance and Guarantee Corporation PLC
The National Mutual Life Association of Australasia Limited
National Mutual Life Assurance Society
National Provident Institution
National Vulcan Engineering Insurance Group Limited
N.E.L. Pensions Limited
The New Zealand Insurance plc
North British & Mercantile Insurance Company Limited
The Northern Assurance Company Limited
Norwich Union Asset Management Limited
Norwich Union Fire Insurance Society Limited
Norwich Union Insurance Group (Pensions Management) Limited
Norwich Union Life Insurance Society
NRG London Reinsurance Company Limited
Oaklife Assurance Limited
The Ocean Accident & Guarantee Corporation Limited

The Orion Insurance Company P.L.C.
Pearl Assurance Public Limited Company
Pensions Management (SWF) Limited
Permanent Insurance Company Limited
Phoenix Assurance Public Limited Company
Pioneer Mutual Insurance Company Limited
Prolific Life and Pensions Limited
Property Growth Pensions & Annuities Limited
Provident Life Association Limited
Provident Mutual Life Assurance Association
Provincial Insurance Public Limited Company
The Prudential Assurance Company Limited
Railway Passengers Assurance Company
Refuge Assurance, public Limited company
Regency Life Assurance Company Limited
The Reliance Fire and Accident Insurance Corporation Limited
The Reliance Marine Insurance Company Limited
Reliance Mutual Insurance Society Limited
Royal Exchange Assurance
Royal Insurance Public Limited Company
Royal Insurance (Int.) Limited
Royal Insurance (U.K.) Limited
Royal Life Insurance Limited
Royal Life (Unit Linked Assurances) Limited
Royal Life (Unit Linked Pension Funds) Limited
The Royal London Mutual Insurance Society Limited
The Royal National Pension Fund for Nurses

Royal Reinsurance Company Limited
Schroder Life Assurance Limited
Scottish Amicable Life Assurance Society
Scottish Equitable Life Assurance Society
Scottish General Insurance Company Limited
Scottish Insurance Corporation Limited
The Scottish Life Assurance Company
The Scottish Mutual Assurance Society
The Scottish Provident Institution
Scottish Union and National Insurance Company
Scottish Widows' Fund and Life Assurance Society
Sentinel Life plc
Skandia Life Assurance Company Limited
Standard Life Assurance Company
Standard Life Pension Funds Limited
The State Assurance Company Limited
Suffolk Life Annuities Limited
Sun Alliance and London Assurance Company Limited
Sun Insurance Office Limited
Sun Life Assurance Company of Canada
Sun Life Assurance Society plc
Target Life Assurance Company Limited
Teachers Assurance Company Limited
Trident Investors Life Assurance Company Limited
Trident Life Assurance Company Limited
Trinity Insurance Company Limited
UK Life Assurance Company Limited

United British Insurance Company Limited
United Friendly Insurance plc
United Kingdom Temperance and General Provident Institution
United Standard Insurance Company Limited
The University Life Assurance Society
The Victory Reinsurance Company Limited
Wesleyan and General Assurance Society
The Western Australian Insurance Company Limited
The White Cross Insurance Company Limited
World-Wide Reassurance Company Limited
The Yorkshire Insurance Company Limited
Zurich Life Assurance Company Limited

FRIENDLY SOCIETIES

The Ancient Order of Foresters Friendly Society
Anglo-Saxons Friendly Society
Blackburn Philanthropic Mutual Assurance Society
British Benefit Society
British Order of Ancient Free Gardeners' Friendly Society
Brunel Assurance Society
Cirencester Benefit Society
Civil Servants' Annuities Assurance Society
Colmore Friendly Society
Coventry Assurance Society
Dentists' Provident Society
Devon and Exeter Women's Equitable Benefit Society
The Exeter Equitable Friendly Society
Grand United Order of Oddfellows Friendly Society

The Hampshire and General Friendly Society

Harvest Friendly Society

Hearts of Oak Benefit Society

The Ideal Benefit Society

Independent Order of Oddfellows Kingston Unity Friendly Society

The Independent Order of Odd Fellows Manchester Unity Friendly Society

The Independent Order of Rechabites, Salford Unity, Friendly Society

Leeds District of the Ancient Order of Foresters Investment Association

Leek Assurance Collecting Society

The Leicester District Foresters' Investment Society

Liverpool Victoria Friendly Society

The Manchester and Districts of the Ancient Order of Foresters Investment Association

National Deposit Friendly Society

National Equalized Druids Friendly Society

National United Order of Free Gardeners Friendly Society

New Tab Friendly Society

Northumberland and Durham Miners' Permanent Relief Fund Friendly Society

Nottingham Oddfellows Assurance Friendly Society

The Order of Druids Friendly Society

The Order of the Sons of Temperance Friendly Society

Original Holloway Society

Pioneer Benefit Society

Preston Catholic Collecting Society

Preston Shelley Assurance Collecting Society

Provident Reliance Friendly Society

Rational and County Assurance Society
Royal Liver Friendly Society
Scottish Friendly Assurance Society
The Scottish Legal Life Assurance Society
The Shepherds Friendly Society
Sons of Scotland Temperance Friendly Society
Stepney District Distressed Members' Pension Benevolent Fund
The Sussex Widow and Orphans Society
Teachers Provident Society
Time Assurance Society
Tunbridge Wells Equitable Friendly Society
Tunstall and District Assurance Collecting Society
United Ancient Order of Druids Friendly Society
United Kingdom Civil Service Benefit Society
United Patriots' National Benefit Society
West Surrey General Benefit Society
Widow and Orphan Fund of the Woolwich District of the Independent
Order of Odd Fellows, Manchester Unity Friendly Society
Widow and Orphans' Fund, Stepney District of the Independent Order of
Odd Fellows, Manchester Unity Friendly Society
Widow, Widowers and Orphans' Fund of the Godalming District of the
Independent Order of Oddfellows, Manchester Unity, Friendly Society
Wiltshire Holloway Benefit Society

CHARITIES

The Central Board of Finance of the Church of England
Church Commissioners
The Church of England Pensions Board
The Church of Scotland

The Church of Scotland General Trustees
 Church of Scotland Trust
 The Representative Body of the Church in Wales
 Timber Trades Benevolent Society
 The Winchester Diocesan Board of Finance
 York Diocesan Board of Finance Limited

AGRICULTURAL CORPORATIONS

The Agricultural Mortgage Corporation Public Limited Company
 The Scottish Agricultural Securities Corporation Public Limited Company

OTHER BODIES

General Practice Finance Corporation Limited

App ~~2.1.3~~ R
1.3.3

Bodies Corporate	Description of Agreement and Enactments
	LAND IMPROVEMENT COMPANIES
The Lands Improvement Company:	<i>Relevant credit agreements relating to the purchase of land</i> , being agreements made pursuant to:
	(a) the Lands Improvement Company's Acts 1853 to 1969; or
	(b) the Improvement of Land Acts 1864 and 1899.
	BODIES CORPORATE NAMED OR SPECIFICALLY REFERRED TO IN A PUBLIC GENERAL ACT - UNITED KINGDOM
The Greater London Authority	<i>Relevant credit agreements relating to the purchase of land</i> , being agreements made under the Authority's power to give financial assistance under section 30 of the Greater London Authority Act 1999.
Homes and Communities Agency	<i>Relevant credit agreements relating to the purchase of land</i> , being agreements made under the Agency's powers to give financial assistance under section 19 of the Housing and Regeneration Act 2008.
The Eastern	Agreements of a description falling within <i>CONC App 2.1.1R 1.3.1R(2)(a)</i>

Electricity Board:	to (c), being agreements made between the Board and employees or prospective employees of the Board pursuant to section 2(5) of the Electricity Act 1947.
The Electricity Council:	Agreements of a description falling within <i>CONC</i> App 2.1.1R <u>1.3.1R</u> (2)(a) to (c), being agreements made between the Council and employees or prospective employees of the Council pursuant to section 2(5) of the Electricity Act 1947, as applied in relation to the Council by section 3(6) of the Electricity Act 1957.
The London Docklands Development Corporation:	Agreements of a description falling within <i>CONC</i> App 2.1.1R <u>1.3.1R</u> (2)(a) to (c), being agreements made pursuant to section 136 of the Local Government, Planning and Land Act 1980.
The London Electricity Board:	Agreements of a description falling within <i>CONC</i> App 2.1.1R <u>1.3.1R</u> (2)(a) to (c), being agreements made between the Board and employees or prospective employees of the Board pursuant to section 2(5) of the Electricity Act 1947.
The North Eastern Electricity Board:	Agreements of a description falling within <i>CONC</i> App 2.1.1R <u>1.3.1R</u> (2)(a) to (c), being agreements made between the Board and employees or prospective employees of the Board pursuant to section 2(5) of the Electricity Act 1947.
Sea Fish Industry Authority:	<i>Relevant credit agreements relating to the purchase of land</i> , being agreements made pursuant to section 3(1)(e) and (f) of the Fisheries Act 1981.
The South Eastern Electricity Board:	Agreements of a description falling within <i>CONC</i> App 2.1.1R <u>1.3.1R</u> (2)(a) to (c), being agreements made between the Board and employees or prospective employees of the Board pursuant to section 2(5) of the Electricity Act 1947.
The South Western Electricity Board:	Agreements of a description falling within <i>CONC</i> App 2.1.1R <u>1.3.1R</u> (2)(a) to (c), being agreements made between the Board and employees or prospective employees of the Board pursuant to section 2(5) of the Electricity Act 1947.
The Southern Electricity Board:	Agreements of a description falling within <i>CONC</i> App 2.1.1R <u>1.3.1R</u> (2)(a) to (c), being agreements made between the Board and employees or prospective employees of the Board pursuant to section 2(5) of the Electricity Act 1947.
The Yorkshire Electricity Board:	Agreements of a description falling within <i>CONC</i> App 2.1.1R <u>1.3.1R</u> (2)(a) to (c), being agreements made between the Board and employees or prospective employees of the Board pursuant to section 2(5) of the Electricity Act 1947.
	NORTHERN IRELAND

Eastern Health and Social Services Board:	<i>Relevant credit agreements relating to the purchase of land, being agreements made pursuant to article 59 of and Schedule 9 to the Health and Personal Social Services (Northern Ireland) Order 1972.</i>
Northern Health and Social Services Board:	<i>Relevant credit agreements relating to the purchase of land, being agreements made pursuant to article 59 of and Schedule 9 to the Health and Personal Social Services (Northern Ireland) Order 1972.</i>
Southern Health and Social Services Board:	<i>Relevant credit agreements relating to the purchase of land, being agreements made pursuant to article 59 of and Schedule 9 to the Health and Personal Social Services (Northern Ireland) Order 1972.</i>
Welsh Ministers	<i>Relevant credit agreements relating to the purchase of land, being agreements falling within CONC App 2.1.4R <u>1.3.1R</u>(2)(a) to (c) which are made pursuant to section 36 of the New Towns Act 1981 and which related to property of the Commission for the New Towns transferred to them under a scheme made under section 51(1) of the Housing and Regeneration Act 2008.</i>
Western Health and Social Services Board:	<i>Relevant credit agreements relating to the purchase of land being agreements made pursuant to article 59 of and Schedule 9 to the Health and Personal Social Services (Northern Ireland) Order 1972.</i>

App 2.1.4 R **Bodies Corporate named or specifically referred to in an Order made under section 156(4), 444(1) or 447(2)(a) of the Housing Act 1985**

Abbey Life Executive Mortgages Limited

Abbey Life Funding Limited

Abbey Life Home Loans Limited

Abbey Life Home Services Limited

Abbey Life Mortgage Finance Limited

Abbey Life Mortgage Loans Limited

Abbey Life Mortgage Securities Limited

Abbey Life Residential Loans Limited

Albion Home Loans Limited

Alliance & Leicester Mortgage Loans Limited

Alliance & Leicester Mortgage Loans (No. 2) Limited

Alliance & Leicester Mortgage Loans (No. 3) Limited

Alliance & Leicester Mortgage Loans (No. 4) Limited
Bradford & Bingley Homeloans Limited
Bradford & Bingley Homeloans Management Limited
Bradford & Bingley Loans Limited
Bradford & Bingley Management Limited
Bradford & Bingley Mortgages Limited
Bradford & Bingley Mortgage Management Limited
Bradford & Bingley Secured Loans Limited
Bradford & Bingley Secured Loans Management Limited
Britannia Mortgage Company Number One Limited
Britannia Mortgage Company Number Two Limited
Chelsea Mortgage Services Limited
CIS Home Loans Limited
CIS Mortgage Finance Limited
CIS Mortgage Maker Limited
CIS Residential Mortgages Limited
CL Mortgages Limited
Darlington Mortgage Services Limited
Derbyshire Home Loans Limited
General Portfolio Finance Limited
Gracechurch Mortgage Finance (No. 2) PLC
Gracechurch Mortgage Finance (No. 3) PLC
Halifax Loans Limited
Halifax Loans (No. 2) Limited
Halifax Loans (No. 3) Limited
Halifax Loans (No. 4) Limited
HMC First Home National PLC

Home Loans Direct Limited
Home Loans Direct Funding PLC
Household Mortgage Corporation PLC
Ipswich Mortgage Services Limited
LBS Mortgages Limited
Leamington Mortgage Corporation Limited
Leeds & Holbeck Mortgage Corporation Limited
Leeds & Holbeck Mortgage Funding Limited
Legal and General Mortgage Services Limited
Lombard Home Loans Limited
London and Manchester (Mortgages) (No. 1) Limited
London and Manchester (Mortgages) (No. 2) Limited
London and Manchester (Mortgages) (No. 3) Limited
London and Manchester (Mortgages) (No. 4) Limited
London and Manchester (Mortgages) (No. 5) Limited
Market Harborough Mortgages Limited
The Mortgage Corporation Limited
The National Home Loans Corporation plc
National Mutual Home Loans plc
National Westminster Home Loans Limited
Newbury Mortgage Services Limited
Northern Rock Mortgage Services Limited
North Yorkshire Mortgages Limited
Norwich and Peterborough (LBS) Limited
Norwich Union Mortgage Finance Limited
Royal London Homebuy Limited
Saffron Walden Mortgage Services Limited

Secured Residential Funding PLC
 Stroud and Swindon Mortgage Company Limited
 Stroud and Swindon Mortgage Company (No. 2) Limited
 Sun Life of Canada Home Loans Limited
 Wesleyan Home Loans Limited
 West Bromwich Mortgage Company Limited

App ~~2.2.1~~ 1.4 Exemption for high net worth borrowers and hirers and exemption relating to businesses

Exemption for high net worth borrowers and hirers

- App ~~2.2.1~~ 1.4.1 R (1) For the purposes of articles 60H(c) and 60Q(b) of the *Regulated Activities Order*, a declaration made by the *borrower* or *hirer* which provides that the *borrower* or *hirer* agrees to forgo the protection and remedies that would be available to the *borrower* or *hirer* if the agreement were a *regulated credit agreement* or a *regulated consumer hire agreement* must comply with *CONC* App ~~2.2.2R~~ 1.4.2R and *CONC* App ~~2.2.6R~~ 1.4.6R.
- (2) For the purposes of articles 60H(d) and 60Q(c) of the *Regulated Activities Order*, a statement in relation to the income or assets of the *borrower* or *hirer* (referred to in this section as a statement of high net worth) must comply with *CONC* App ~~2.2.3R~~ 1.4.3R, *CONC* App ~~2.2.4R~~ 1.4.4R and *CONC* App ~~2.2.7R~~ 1.4.7R.
- (3) For the purposes of articles 60H(e) and 60Q(d) of the *Regulated Activities Order*, the statement in (2) must be made during the period of one year ending with the day on which the agreement was made.
- App ~~2.2.2~~ 1.4.2 R A declaration for the purposes of articles 60H(c) and 60Q(b) of the *Regulated Activities Order* shall:
- (1) be set out in the *credit agreement* or *consumer hire agreement* no less prominently than other information in the agreement and be readily distinguishable from the background medium; and
- (2) be signed by the *borrower* or *hirer*, unless the agreement is so signed.
- App ~~2.2.3~~ R (1) Subject to *CONC* App ~~2.2.4R~~ 1.4.4R, a statement of high net

1.4.3

worth shall be signed by:

- (a) the *lender* or *owner*; or
 - (b) an accountant who is a member of any of the bodies listed in (2).
- (2) The bodies referred to in (1)(b) are:
- (a) the Institute of Chartered Accountants in England and Wales;
 - (b) the Institute of Chartered Accountants of Scotland;
 - (c) the Institute of Chartered Accounts in Ireland;
 - (d) the Association of Chartered Certified Accountants;
 - (e) the Chartered Institute of Management Accountants;
 - (f) the Chartered Institute of Public Finance and Accountancy;
 - (g) a professional body for accountants established in a jurisdiction outside the United Kingdom.

App ~~2.2.4~~
1.4.4

R A person who is:

- (1) the *lender* or *owner*;
- (2) an employee or agent of the *lender* or *owner* or a *person* who otherwise acts on behalf of the *lender* or *owner* in relation to the *credit agreement* or *consumer hire agreement*; or
- (3) an *associate* of the *lender* or *owner*;

may only make a statement of high net worth if the *lender* or *owner* is a *person* who has *Part 4A permission to accept deposits*.

Declaration for exemption relating to businesses

App ~~2.2.5~~
1.4.5

R A declaration for the purposes of articles 60C or 60O of the *Regulated Activities Order* shall:

- (1) comply with *CONC* App ~~2.2.8R~~ 1.4.8R;
- (2) be set out in the *credit agreement* or *consumer hire agreement* no less prominently than other information in the agreement and be readily distinguishable from the background medium; and
- (3) be signed by the *borrower* or *hirer* or where the *borrower* or *hirer* is a *partnership* or unincorporated body of persons be signed by, or on behalf of, the *borrower* or *hirer*, unless the agreement is so

signed.

Declaration by high net worth borrower or hirer

App ~~2.2.6~~ R The declaration for the purposes of articles 60H(c) and 60Q(b) of the
1.4.6 *Regulated Activities Order* must have the following form and content-

**“Declaration by high net worth borrower or hirer
 (articles 60H and 60Q of the Financial Services and Markets Act 2000
 (Regulated Activities) Order 2001)**

I confirm that I have received a copy of the statement of high net worth made in relation to me for the purposes of article 60H(d) or article 60Q(c) of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001.

I understand that by making this declaration I will not have the benefit of the protection and remedies that would be available to me under the Financial Services and Markets Act 2000 or the Consumer Credit Act 1974 if this agreement were a regulated agreement under those Acts.

I understand that this declaration does not affect the powers of the court to make an order under section 140B of the Consumer Credit Act 1974 in relation to a credit agreement where it determines that the relationship between the lender and the borrower is unfair to the borrower.*

I am aware that if I am in any doubt as to the consequences of making this declaration then I should seek independent legal advice”.

**This section should be omitted in the case of a consumer hire agreement*

Statement of high net worth

App ~~2.2.7~~ R A statement of high net worth for the purposes of articles 60H(d) and
1.4.7 60Q(c) of the *Regulated Activities Order* must have the following form and content:

**“Statement of High Net Worth
 (articles 60H and 60Q of the Financial Services and Markets Act 2000
 (Regulated Activities) Order 2001)**

I/We* (insert full name) of (insert address and postcode)..... confirm that I am/we* are a person qualified to make a statement of high net worth under rules made by the Financial Conduct Authority, by virtue of the fact that

In my/our* opinion (insert full name of borrower or hirer)

of (insert address and post code of borrower or hirer)

.....

is an individual of high net worth because he/she*-

- (a) received during the previous financial year net income totalling an amount of not less than £150,000*; and/or
- (b) had throughout that year net assets with a total value of not less than £500,000*.

(insert one of the following declarations as appropriate)

I/We* declare that I am/we are* not connected to [insert name of the lender(s)/owner(s)][any person who is a lender/owner offering credit agreements/consumer hire agreements*].

I/We* declare that I am/we are* [connected to] [insert name of lender(s)/owner(s)] as I am/we are* [the lender(s)/owner(s)/an employee of/an agent of the lender(s)//owner(s)/a person who otherwise acts on behalf of the lender(s)//owner(s) in relation to the credit agreement/consumer hire agreement/an associate of the lender(s)//owner(s)].*

I/We declare that I am/we are*/[a/an] lender(s)/owner(s) offering credit agreements/consumer hire agreements/ an employee of/an agent of/a person who otherwise acts on behalf of/ an associate of lender(s)/owner(s) offering credit agreements/consumer hire agreements.*

In this statement-

- (a) “associate” shall be construed in accordance with article 60L of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001;
- (b) “financial year” means a period of one year ending with 31st March;
- (c) “net assets” shall not include –
 - (i) the value of the borrower’s or hirer’s primary residence or any loan secured on that residence;
 - (ii) any rights of the borrower or hirer under a qualifying contract of insurance within the meaning of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001; and
 - (iii) any benefits (in the form of pensions or otherwise) which are payable on the termination of the service of the borrower or hirer or on his retirement and to which he is (or his dependents are), or may be, entitled.
- (d) “net income” means the total income of the borrower or hirer from all sources reduced by the amount of income tax and national insurance contributions payable in respect of it; and

(e) “previous financial year” means the financial year immediately preceding the financial year during which the statement is made”.

**Delete as appropriate.*

Declaration for exemption relating to businesses

App ~~2.2.8~~
1.4.8 R A declaration for the purposes of articles 60C or 60O of the *Regulated Activities Order* must have the following form and content-

**“Declaration for exemption relating to businesses
(articles 60C and 60O of the Financial Services and Markets Act 2000
(Regulated Activities) Order 2001)**

I am/We are* entering this agreement wholly or predominantly for the purposes of a business carried on by me/us or intended to be carried on by me/us.

I/We* understand that I/We* will not have the benefit of the protection and remedies that would be available to me/us* under the Financial Services and Markets Act 2000 or under the Consumer Credit Act 1974 if this agreement were a regulated agreement under those Acts.

I/We* understand that this declaration does not affect the powers of the court to make an order under section 140B of the Consumer Credit Act 1974 in relation to a credit agreement where it determines that the relationship between the lender and the borrower is unfair to the borrower.**

I am/We are aware that, if I am/we are in any doubts as to the consequences of the agreement not being regulated by the Financial Services and Markets Act 2000 or the Consumer Credit Act 1974, then I/we* should seek independent legal advice.”.

**Delete as appropriate.*

***This section should be omitted in the case of a consumer hire agreement*

Annex M

Amendments to the Investment Funds sourcebook (FUND)

In this Annex, underlining indicates new text and striking through indicates deleted text.

1.3 Types of fund manager

...

Small registered UK AIFM

1.3.7 G *A small registered UK AIFM ...*

...

(2) ...

...

(c) ...

...

(iii) ...; ~~and~~

(iv) ...

...

(bb) ...; and

(v) ~~Are~~ are ...

...

Annex N

Amendments to the Listing Rules sourcebook (LR)

In this Annex, underlining indicates new text and striking through indicates deleted text.

3.2 Application for admission to listing

Method of application

...

- 3.2.4 R All documents must be submitted to the ~~Listing Applications team~~ Issuer Management at the *FCA*'s address.

Annex O

Amendments to the Prospectus Rules sourcebook (PR)

In this Annex, underlining indicates new text and striking through indicates deleted text, unless otherwise stated.

This Annex comes into force on 27 September 2013.

Requirement for a prospectus

1.2.1 UK Sections 85 and 86 of the *Act* provide for when a *prospectus* approved by the *FCA* will be required:

...			
86	Exempt offers to the public		
	(1)	A person does not contravene section 85(1) if -	
		(a)	the offer is made to or directed at qualified investors only;
		(b)	the offer is made to or directed at fewer than 150 persons, other than qualified investors, per EEA State;
		(c)	the minimum consideration which may be paid by any person for transferable securities acquired by him pursuant to the offer is at least 100,000 euros (or an equivalent amount);
		(d)	the transferable securities being offered are denominated in amounts of at least 100,000 euros (or equivalent amounts);
		(e)	the total consideration for the transferable securities being offered in the EEA states cannot exceed 100,000 euros (or an equivalent amount); or
		(f)	the offer falls within subsection (1A).
	(1A)	An offer ("the current offer") falls within this subsection where transferable securities are resold or placed through a financial intermediary where:	
		(a)	the transferable securities have previously been the subject of one or more offers to the public;
		(b)	in respect of one or more of those previous offers, any of paragraphs (a) to (e) of subsection (1) applied;

		(c)	a prospectus is available for the securities which has been approved by a competent authority <u>no earlier than 12 months before the date the current offer is made the FCA and meets either of the conditions in subsection (1B); and</u>
		(d)	the issuer or other person who was responsible for drawing up the prospectus has given written consent to the use of the prospectus for the purpose of the current offer.
	(1B)		The conditions referred to in subsection (1A)(c) are:
		(a)	<u>that the prospectus was approved by the FCA no earlier than 12 months before the date the current offer is made, and is supplemented by every supplementary prospectus which was required to be submitted under section 87G; or</u>
		(b)	<u>in the case of non-equity transferable securities falling within article 5(4)(b) of the prospectus directive, that the securities concerned have not ceased to be issued in a continuous or repeated manner.</u>
	...		

...

Contents of summary

2.1.4 EU ...

~~[Note: See transitional provisions in Regulation (EU) No 486/2012]~~

...

Base prospectus

2.2.10 EU ...

~~[Note: See transitional provisions in Regulation (EU) No 486/2012]~~

2.2.11 EU ...

~~[Note: See transitional provisions in Regulation (EU) No 486/2012]~~

...

2.3 Minimum information to be included in a prospectus

Minimum information

2.3.1 EU Articles 3 to 23 of the *PD Regulation* provide for the minimum information to be included in a *prospectus*:

Note: the Annexes (including *schedules* and *building blocks*) referred to in these articles are set out for information in *PR App 3*.

...

Article 6 Share securities note schedule	
1.	For the share securities note information is necessary to be given in accordance with the schedule set out in Annex III.
2.	The schedule shall apply to shares and other transferable securities equivalent to shares
3.	<u>Where shares with warrants give the right to acquire the issuer's shares and these shares are not admitted to trading on a regulated market, the information required by the schedule set out in Annex XII except item 4.2.2 shall also be given.</u>

[Note: See transitional provisions in Regulation (EU) No 759/2013]

...

Article 8 Securities note schedule for debt securities with a denomination per unit of less than EUR 100 000	
1.	For the securities note for debt securities with a denomination per unit of less than EUR 100 000 information shall be given in accordance with the schedule set out in Annex V.
2.	The schedule shall apply to debt where the issuer has an obligation arising on issue to pay the investor 100% of the nominal value in addition to which there may be also an interest payment.
3.	<u>Where debt securities are exchangeable or convertible into shares already admitted to trading on a regulated market, the information required by item 4.2.2 of the schedule set out in Annex XII shall also be given.</u>
4.	<u>Where debt securities are convertible or exchangeable into shares which are or will be issued by the issuer of the debt security or by an entity belonging to its group and these underlying shares are not already admitted to trading on a regulated market, information on the issuer of the underlying shares shall also be given in accordance with items 3.1 and 3.2 of the schedule set out in Annex III or, as the case may be, of the proportionate schedule set out in Annex XXIV.</u>
5.	<u>Where debt securities with warrants give the right to acquire the issuer's shares and these shares are not admitted to trading on a regulated market, the information required by the schedule set out in</u>

	<u>Annex XII except item 4.2.2 shall also be given.</u>
--	---

[Note: See transitional provisions in Regulation (EU) No 759/2013]

...

Article 15 Securities note schedule for derivative securities	
1.	For the securities note for derivative securities information shall be given in accordance with the schedule set out in Annex XII.
2.	The schedule shall apply to securities which are not in the scope of application of the other securities note schedules referred to in Articles 6, 8 and 16, including certain securities where the payment and/or delivery obligations are linked to an underlying. <u>The schedule shall apply to securities which are not in the scope of application of the other securities note schedules referred to in articles 6, 8 and 16, except for the cases mentioned in article 6(3), Article 8(3) and (5) and article 16 (3) and (5). The schedule shall apply to certain securities where the payment and/or delivery obligations are linked to an underlying.</u>

[Note: See transitional provisions in Regulation (EU) No 759/2013]

Article 16 Securities note schedule for debt securities with a denomination per unit of at least EUR 100 000	
1.	For the securities note for debt securities with a denomination per unit of at least EUR 100 000 information shall be given in accordance with the schedule set out in Annex XIII.
2.	The schedule shall apply to debt where the issuer has an obligation arising on issue to pay the investor 100% of the nominal value in addition to which there may be also an interest payment.
3.	<u>Where debt securities are exchangeable or convertible into shares already admitted to trading on a regulated market, the information required by item 4.2.2 of the schedule set out in Annex XII shall also be given.</u>
4.	<u>Where debt securities are convertible or exchangeable into shares which are or will be issued by the issuer of the debt security or by an entity belonging to its group and these underlying shares are not already admitted to trading on a regulated market, information on the issuer of the underlying shares shall also be given in accordance with items 3.1 and 3.2 of the schedule set out in Annex III or, as the case</u>

	<u>may be, of the proportionate schedule set out in Annex XXIV.</u>
5.	<u>Where debt securities with warrants give the right to acquire the issuer's shares and these shares are not admitted to trading on a regulated market, the information required by the schedule set out in Annex XII except item 4.2.2 shall also be given.</u>

[Note: See transitional provisions in Regulation (EU) No 759/2013]

Article 17 Additional information building block on the underlying share	
1.	For the additional information on the underlying share, the description of the underlying share shall be given in accordance with the building block set out in Annex XIV.
	In addition, if the issuer of the underlying share is an entity belonging to the same group, the information required by the schedule referred to in Article 4 shall be given in respect of that issuer.
2.	The additional information referred to in the first subparagraph of paragraph 1 shall only apply to those securities which comply with both of the following conditions:
	(1) they can be converted or exchanged into shares or other transferable securities equivalent to shares, at the issuer's or at the investor's discretion, or on the basis of the conditions established at the moment of the issue or give, in any other way, the possibility to acquire shares or other transferable securities equivalent to shares; and
	(2) provided that these shares or other transferable securities equivalent to shares are or will be issued by the issuer of the security or by an entity belonging to the group of that issuer and are not yet traded on a regulated market or an equivalent market outside the Community at the time of the approval of the prospectus covering the securities, and that the underlying shares or other transferable securities equivalent to shares can be delivered with physical settlement <u>provided that these shares or other transferable securities equivalent to shares are or will be issued by the issuer of the security, by an entity belonging to the group of that issuer or by a third party and are not yet traded on a regulated market or an equivalent market outside the Union at the time of the approval of the prospectus covering the securities, and that the underlying shares or other transferable securities equivalent to shares can be delivered with physical settlement.</u>

[Note: See transitional provisions in Regulation (EU) No 759/2013]

...

Article 22 Minimum information to be included in a base prospectus and its related final terms
...

[**Note:** See transitional provisions in ~~Regulation (EU) No 486/2012~~ and in Regulation (EU) No 862/2012]

...

App 3 Schedules and Building Blocks and Table of Combinations of Schedules and Building Blocks

App
3.1

App 3.1.1 EU The following *schedules* and *building blocks* and tables of combinations are copied from the *PD Regulation*:
[**Note:** See transitional provisions in ~~Regulation (EU) No 486/2012~~ and Regulation (EU) No 862/2012 and Regulation (EU) No 759/2013]

...

ANNEX XIV

ADDITIONAL INFORMATION BUILDING BLOCK ON THE UNDERLYING SHARE ~~FOR SOME EQUITY SECURITIES~~

...

ANNEX XVIII

The existing tables set out as Annex XVIII are deleted

Table of combinations

[**Note:** The applicable table of combinations can be found in the Commission Delegated Regulation (EU) No 759/2013 of 30 April 2013 amending Regulation (EC) No 809/2004 as regards the disclosure requirements for convertible and exchangeable debt securities. Regulation 759/2013 can be accessed at: <http://eur-lex.europa.eu/LexUriServ/LexUriServ.do?uri=OJ:L:2013:213:0001:0009:EN:PDF>.]

...

...

Annex P

Amendments to the Building Societies Regulatory Guide (BSOG)

In this Annex, underlining indicates new text and striking through indicates deleted text.

[Editor's Note: The change to BSOG 3.8.5G confirms a change which has already in part been made administratively to this provision.]

3.8 Notification and Dissolution

...

- 3.8.5 G The society will be dissolved on the vesting date or on the later date for dissolution referred to in *BSOG* 3.8.2G, and its registration will subsequently be cancelled by the *FCA* under the provisions of Section 103(1)(a) of the 1986 Act having consulted the ~~FCA~~ PRA.