

Beta This part of GOV.UK is being rebuilt – [find out what beta means \(/help/beta\)](#)

HMRC internal manual

Corporate Intangibles Research and Development Manual

From: [HM Revenue & Customs](#)
([/government/organisations/hm-revenue-customs](#))

Published 11 March 2016

Updated: 10 September 2025 - [See all updates](#)

[Back to contents](#) > [CIRD10000](#) > [CIRD42000](#)

CIRD42010 - Intangible assets: company re-organisations: overview

CTA09/PART8/CHAPTER11

CTA09/PART8/CHAPTER11 contains rules, equivalent to those for CG tax purposes, to ensure continuity or consistency of treatment where intangible fixed assets change hands in the course of a business reorganisation.

The topics covered are:

- company reconstructions where transferor receives no consideration (except for the assumption of liabilities) - see [CIRD42020](https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42020) (<https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42020>);
- the transfer of a UK trade between EU companies resident in different states - see [CIRD42030](https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42030) (<https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42030>);
- the transfer of an EU (but non UK) trade by a UK company to a company resident in another EU state - see [CIRD42060](https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42060) (<https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42060>);
- the domestication of foreign permanent establishments of UK companies by local incorporation - see [CIRD42040](https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42040) (<https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42040>);
- the formation of a European company ('Societas Europaea' or 'SE') [CIRD42080](https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42080) (<https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42080>);
- clearance applications for the above transactions - see [CIRD42100](https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42100) (<https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42100>);
- transfers of long-term (usually life) assurance business between two companies - see [CIRD42120](https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42120) (<https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42120>); and
- transfers or amalgamations of building society business - see [CIRD42130](https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42130) (<https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42130>) and [CIRD42140](https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42140)

<https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42140>).

These provisions do not apply to straight share for share exchanges where the direct ownership of the intangible asset remains unaltered, even if the ownership of the company changes. Such transactions may however trigger a degrouping adjustment under the rules explained in ([CIRD40500](https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird40500) (<https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird40500>) onwards).

The transfer of a business may well involve the transfer of intangible assets that are not in the balance sheet, in particular goodwill that has been internally generated (rather than purchased) by the transferor company.

Clearances

Where a clearance, either statutory or non-statutory, is given concerning either a cross-border transaction or a Permanent Establishment then it is likely that this is a cross-border ruling and should therefore be exchanged under the EU Directive 2011/16 ("the DAC"). Guidance on what constitutes a ruling for the purposes of the DAC can be found in the International Exchange of Information Manual at IEIM550100. Such a ruling should be reported to the JITSIC team and guidance on how to do this, including the template to use, is at IEIM570900.

→ Next page

([/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42020](https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird42020))



OGI

All content is available under the [Open Government Licence v3.0](#), except where otherwise stated



© Crown copyright