

LISTING RULES SOURCEBOOK (AMENDMENT NO 3) INSTRUMENT 2009

Powers exercised

- A. The Financial Services Authority makes this instrument in the exercise of the following powers and related provisions in the Financial Services and Markets Act 2000:
- (1) section 73A (Part 6 rules);
 - (2) section 75 (Applications for listing);
 - (3) section 77 (Discontinuance and suspension of listing);
 - (4) section 79 (Listing particulars and other documents);
 - (5) section 88 (Sponsors);
 - (6) section 89 (Public censure of sponsor);
 - (7) section 96 (Obligations of issuers of listed securities);
 - (8) section 101 (Part 6 rules: general provisions);
 - (9) section 138 (General rule-making power);
 - (10) section 156 (General supplementary powers);
 - (11) section 157(1) (Guidance); and
 - (12) schedule 7 (The Authority as Competent Authority for Part VI).

Commencement

- B. This instrument comes into force as follows:
- (1) Part 1 of Annex B comes into force on 6 October 2009; and
 - (2) the remainder of this instrument comes into force on 6 April 2010.

Amendments to the Handbook

- C. The Glossary of definitions is amended in accordance with Annex A to this instrument.
- D. The Listing Rules sourcebook (LR) is amended in accordance with Annex B to this instrument.

Notes

- E. In Annex B 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

- F. This instrument may be cited as the Listing Rules Sourcebook (Amendment No 3) Instrument 2009.

By order of the Board
24 September 2009

Annex A

Amendments to the Glossary of definitions

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

Insert the following new definitions in the appropriate alphabetical position. The text is not underlined.

<i>premium listing</i>	<ul style="list-style-type: none"> (a) in relation to <i>equity securities</i> (other than those of a <i>closed-ended investment fund</i> or of an <i>open-ended investment company</i>), means a <i>listing</i> where the <i>issuer</i> is required to comply with those requirements in <i>LR 6</i> and other requirements in the <i>listing rules</i> that are expressed to apply to such <i>securities</i> with a <i>premium listing</i>; (b) in relation to <i>equity securities</i> of a <i>closed-ended investment fund</i>, means a <i>listing</i> where the <i>issuer</i> is required to comply with those requirements in <i>LR 15</i> and other requirements in the <i>listing rules</i> that are expressed to apply to such <i>securities</i> with a <i>premium listing</i>; (c) in relation to <i>equity securities</i> of an <i>open-ended investment company</i>, means a <i>listing</i> where the <i>issuer</i> is required to comply with <i>LR 16</i> and other requirements in the <i>listing rules</i> that are expressed to apply to such <i>securities</i> with a <i>premium listing</i>.
<i>premium listing</i> (commercial company)	a <i>premium listing</i> of <i>equity securities</i> (other than those of a <i>closed-ended investment fund</i> or of an <i>open-ended investment company</i>).
<i>premium listing</i> (investment company)	a <i>premium listing</i> of <i>equity securities</i> of a <i>closed-ended investment fund</i> or of an <i>open-ended investment company</i> .
<i>standard listing</i>	in relation to <i>securities</i> , means a <i>listing</i> that is not a <i>premium listing</i> .
<i>standard listing</i> (commercial company)	a <i>standard listing</i> of <i>equity securities</i> .

Amend the following definitions as shown:

<i>corporate governance rules</i>	(in accordance with section <u>sections 73A(1) and 89O(1)</u> of the <i>Act</i>) <i>rules</i> for the purpose of implementing, enabling the implementation of or dealing with matters arising out of or related to, any Community obligation relating to the corporate governance of <i>issuers</i> who have requested or approved <i>admission to trading</i> of their securities and about corporate
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governance in relation to such *issuers* for the purpose of implementing, or dealing with matters arising out of or related to, any Community obligation. The *corporate governance rules* are located in chapters 1B, 4 and 7 of *DTR*.

~~*Disclosure Rules and Transparency Rules disclosure rules*~~

(in accordance with ~~section~~ sections 73A(1) and 73A(3) of the *Act*) *rules* relating to the disclosure of information in respect of *financial instruments* which have been admitted to trading on a *regulated market* or for which a request for *admission to trading* on such a market has been made.

DTR

the ~~*Disclosure Rules and Transparency Rules*~~ Disclosure Rules and Transparency Rules sourcebook containing the *disclosure rules, transparency rules and corporate governance rules*.

listing rules

(in accordance with ~~section~~ sections 73A(1) and 73A(2) of the *Act*) *rules* relating to admission to the *official list*.

~~*Transparency rules transparency rules*~~

(in accordance with ~~section 73A(6)~~ sections 73A(1) and 89A of the *Act*) *rules* relating to the notification and dissemination of information in respect of *issuers of transferable securities* and relating to major shareholdings.

Delete the following definitions as shown.

~~*primary listed issuer*~~

~~(in *LR*) an *issuer* with a *primary listing* of its *securities*.~~

~~*primary listing*~~

~~(in *LR*) a *listing* by the *FSA* by virtue of which the *issuer* is subject to the full requirements of the *listing rules*.~~

~~*secondary listed issuer*~~

~~(in *LR*) an *issuer* with a *secondary listing* of its *equity securities*.~~

~~*secondary listing*~~

~~(in *LR*) a *listing* by the *FSA* of *equity securities* of an *overseas company* which is not a *primary listing*.~~

Annex B

Amendments to the Listing Rules sourcebook (LR)

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

Part 1: Comes into force on 6 October 2009

14 Secondary listing of ~~o~~verseas companies

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14.1 Application

- 14.1.1 R This chapter applies to ~~an overseas~~ a company with, or applying for, a *secondary listing of equity securities* other than ~~an overseas~~ a company that is an *investment entity*.

...

14.2 Requirements for listing

...

Listing applications

- 14.2.5 G ~~An overseas issuer~~ A company applying for a *secondary listing of equity securities* will need to comply with LR 3 (Listing applications).

...

14.3 Continuing obligations

Admission to trading

- 14.3.1 R The *listed equity securities* of ~~an overseas~~ a company must be admitted to trading on an *RIE's* market for *listed securities* at all times.

Shares in public hands

- 14.3.2 R (1) ~~An overseas~~ A company must comply with LR 14.2.2R at all times.
- (2) ~~An overseas~~ A company that no longer complies with LR 14.2.2R must notify the *FSA* as soon as possible of its non-compliance.

- 14.3.3 G ~~An overseas~~ A company should consider LR 5.2.2G(2) in relation to its compliance with LR 14.2.2R.

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Copies of documents

- 14.3.6 R ~~An overseas~~ A company must forward to the *FSA*, for publication through the *document viewing facility*, two copies of:
- (1) all *circulars*, notices, reports or other documents to which the *listing rules* apply, at the same time as such documents are issued; and
 - (2) all resolutions passed by the *company* other than resolutions concerning ordinary business at an annual general meeting, as soon as possible after the relevant general meeting.
- 14.3.7 R (1) ~~An overseas~~ A company must notify a *RIS* as soon as possible when a document has been forwarded to the *FSA* under *LR* 14.3.6R unless the full text of the document is provided to the *RIS*.
- (2) A notification made under ~~paragraph~~ (1) must set out where copies of the relevant document can be obtained.

Contact details

- 14.3.8 R ~~An overseas~~ A company must ensure that the *FSA* is provided with up to date contact details of appropriate *persons* nominated by it to act as the first point of contact with the *FSA* in relation to the ~~overseas~~ company's compliance with the *listing rules* and the *disclosure rules* and *transparency rules*, as applicable.

Temporary documents of title (including renounceable documents)

- 14.3.9 R ~~An overseas~~ A company must ensure that any temporary document of title (other than one issued in global form) for an *equity security*:
- ...
- (3) if renounceable:
- ...
- (e) includes provision for splitting (without fee) and for split documents to be certified by an official of the ~~overseas~~ company or authorised agent;
- ...

Definitive documents of title

- 14.3.10 R ~~An overseas~~ A company must ensure that any definitive document of title for an *equity security* (other than a bearer *security*) includes the following matters on its face (or on the reverse in the case of (5) and (7)):

- (1) the authority under which the ~~overseas~~ company is constituted and the country of incorporation and registered number (if any);

...

Disclosure and Transparency Rules

- 14.3.11 G ~~An overseas~~ A company, whose securities are admitted to trading on a regulated market in the United Kingdom, should consider its obligations under the disclosure rules and transparency rules.

...

Notifications relating to capital

- 14.3.17 R ~~An overseas~~ A company must notify a RIS as soon as possible (unless otherwise indicated in this rule) of the following information relating to its capital:

...

- 14.3.18 R Where the equity securities are subject to an underwriting agreement ~~an overseas~~ a company may, at its discretion and subject to DTR 2 (Disclosure and control of inside information by issuers), delay notifying a RIS as required by LR 14.3.17R(7) for up to two business days until the obligation by the underwriter to take or procure others to take equity securities is finally determined or lapses. In the case of an issue or offer of equity securities which is not underwritten, notification of the result must be made as soon as it is known.

...

Compliance with the transparency rules

- 14.3.22 G ~~An overseas~~ A company, whose securities are admitted to trading on a regulated market, should consider its obligations under DTR 4 (Periodic financial reporting), DTR 5 (Vote holder and issuer notification rules) and DTR 6 (Access to information).

Part 2: Comes into force on 6 April 2010

1 Preliminary: All securities

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1.4 Miscellaneous

Appointment of sponsor

1.4.1 R (1) If it appears to the *FSA* that there is, or there may be, a breach of the *listing rules* or the *disclosure rules* and *transparency rules* by an *issuer* with a *primary premium listing*, the *FSA* may in writing require the *issuer* to appoint a *sponsor* to advise the *issuer* on the application of the *listing rules*, *the disclosure rules* and *the transparency rules*.

(2) If required to do so under ~~paragraph~~ (1), an *issuer* must, as soon as practicable, appoint a *sponsor* to advise it on the application of the *listing rules*, *the disclosure rules* and *the transparency rules*.

[**Note:** *LR 8.2* sets out the various circumstances in which an *issuer* must appoint, or obtain guidance from, a *sponsor*.]

...

After LR 1.4 insert the following new section. The text is not underlined.

1.5 Standard and Premium Listing

Standard and premium listing explained

- 1.5.1 G (1) Under the *listing rules* each *issuer* must satisfy the requirements in the rules that are specified to apply to it and its relevant *securities*. In some cases a *listing* is described as being either a *standard listing* or a *premium listing*.
- (2) A *listing* that is described as a *standard listing* sets requirements that are based on the minimum EU directive standards. A *listing* that is described as a *premium listing* will include requirements that exceed those required under relevant EU directives.
- (3) *Premium listing* exists for *equity securities* of commercial companies, *closed-ended investment funds* and *open-ended investment companies*. Any other *listing* will be a *standard listing*.
- (4) In one case, for *equity securities* of a commercial company, an *issuer* will have a choice under the *listing rules* as to whether it has a *standard listing* or a *premium listing*. The type of *listing* it applies for will therefore determine the requirements it must comply with.
- (5) *LR 5.4A* provides a process for the transfer of the category of *listing* of *equity securities*.

Misleading statements about status

- 1.5.2 R An *issuer* that is not an issuer with a *premium listing* of its *securities* must not describe itself or hold itself out (in whatever terms) as having a *premium listing* or make any representation which suggests, or which is reasonably likely to be understood as suggesting, that it has a *premium listing* or complies or is required to comply with the requirements that

apply to a *premium listing*.

Amend the following as shown.

2 Requirements for listing: All securities

...

3 Listing applications: All securities

...

3.3 Equity securities

Application

3.3.1 R *LR 3.3.2R to LR 3.3.7R apply to an applicant which is applying for: a listing of its equity securities or other shares.*

(1) *a ~~primary listing~~ of its ~~equity shares~~;*

(2) *a ~~primary listing~~ of its ~~preference shares~~;*

(3) *a ~~primary listing~~ of its ~~securities that are convertible into equity shares~~; or*

(4) *a ~~secondary listing~~ of its ~~equity shares~~.*

...

4 Listing particulars for professional securities market and certain other securities: All securities

...

5 Suspending, cancelling and restoring listing: All securities

...

Cancellation of listing of ordinary shares

5.2.5 R Subject to ~~LR 5.2.6R~~, *LR 5.2.7R, LR 5.2.10R and LR 5.2.12R*, an *issuer with a premium listing* that wishes the *FSA* to cancel the *listing* of any of its *ordinary equity shares* with a *primary premium listing* must:

...

5.2.5A R ~~An issuer that wishes to cancel the secondary listing of its ordinary equity shares must also comply with the requirements in LR 5.2.5R if:~~

- (1) ~~the shares have previously been converted from being primary listed to secondary listed; and~~
- (2) ~~the conversion has taken place within 2 years before the proposed cancellation of the secondary listing of the shares. [deleted]~~

5.2.6 R ~~An issuer is not required to seek the prior approval of the holders of the ordinary equity shares for which a cancellation is being sought in accordance with LR 5.2.5R(2) or LR 5.2.5AR if the shares are admitted to trading on a regulated market in an EEA State when the cancellation takes effect. [deleted]~~

5.2.7 R ~~LR 5.2.5R(2) and LR 5.2.5AR will also not apply where an issuer of ordinary equity shares notifies a RIS;~~

...

Requirements for cancellation of other securities

5.2.8 R ~~An issuer that wishes the FSA to cancel the listing of listed securities (other than ordinary equity shares with a primary premium listing or ordinary equity shares to which LR 5.2.5AR apply) must notify a RIS, giving at least 20 business days notice of the intended cancellation but is not required to obtain the approval of the holders of those securities contemplated in LR 5.2.5R(2).~~

...

Cancellation in relation to takeover offers

5.2.10 R ~~LR 5.2.5R and LR 5.2.5AR do~~ does not apply to the cancellation of ordinary equity shares of an issuer when, in the case of a takeover offer:

...

...

Cancellation as a result of schemes of arrangement etc

5.2.12 R ~~LR 5.2.5R, LR 5.2.5AR and LR 5.2.8R~~ do not apply to the cancellation of ordinary equity shares of an issuer as a result of:

...

...

After LR 5.4 insert the following new section. The text is not underlined.

5.4A Transfer between listing categories: Equity securities

Application

- 5.4A.1 R This section applies to an *issuer* that wishes to transfer its category of *equity securities listing* from:
- (1) a *standard listing (commercial company)* to a *premium listing (commercial company)*; or
 - (2) a *standard listing (commercial company)* to a *premium listing (investment company)*; or
 - (3) a *premium listing (commercial company)* to a *standard listing (commercial company)*; or
 - (4) a *premium listing (investment company)* to a *premium listing (commercial company)*; or
 - (5) a *premium listing (commercial company)* to a *premium listing (investment company)*; or
 - (6) a *premium listing (investment company)* to a *standard listing (commercial company)*.
- 5.4A.2 G An *issuer* will only be able to transfer a *listing* of its *equity securities* from a *premium listing (investment company)* to a *standard listing (commercial company)* if it has ceased to be an *investment entity* (for example if it has become a commercial company). This is because LR 14.1.1R provides that LR 14 does not apply to an *investment entity*.

Initial notification to FSA

- 5.4A.3 R
- (1) If an *issuer* wishes to transfer its category of *equity securities listing* it must notify the *FSA* of the proposal.
 - (2) The notification must be made as early as possible and in any event not less than 20 business days before it sends the *circular* required under LR 5.4A.4R(2)(a) or publishes the announcement required under LR 5.4A.5R(2).
 - (3) The notification must include:
 - (a) an explanation of why the *issuer* is seeking the transfer;
 - (b) if a *sponsor's* letter is not required under LR 8.4.14R(1), an eligibility letter setting out how the *issuer* satisfies each *listing rule* requirement relevant to the category of *listing*

to which it wishes to transfer;

- (c) a proposed timetable for the transfer; and
- (d) if an announcement is required to be published under *LR 5.4A.5R(2)*, a draft of that announcement.

Shareholder approval required in certain cases

- 5.4A.4 R (1) This rule applies to a transfer of the *listing of equity securities* into or out of the category of *premium listing (investment company)* or a transfer of the *listing of equity securities* out of the category of *premium listing (commercial company)*.
- (2) The *issuer* must:
- (a) send a *circular* to the holders of the *equity securities*;
 - (b) notify a *RIS*, at the same time as the circular is despatched to the relevant holders of the *equity securities*, of the intended transfer and of the notice period and meeting date;
 - (c) obtain at a general meeting, the prior approval of a resolution for the transfer from not less than 75% of the holders of the *equity securities* as (being entitled to do so) vote in person or, where proxies are allowed, by proxy; and
 - (d) notify a *RIS* of the passing of the resolution.

Announcement required in other cases

- 5.4A.5 R (1) This rule applies to any transfer of a *listing of equity securities* other than a transfer referred to in *LR 5.4A.4R(1)*.
- (2) The *issuer* must publish an announcement on a *RIS* giving notice of its intention to transfer its listing category.

Approval and contents of circular

- 5.4A.6 R The *circular* referred to in *LR 5.4A.4R* must:
- (1) comply with the requirements of *LR 13.1*, *LR 13.2* and *LR 13.3*;
 - (2) be approved by the *FSA* before it is circulated or published; and
 - (3) include the anticipated transfer date (which must be not less than 20 business days after the passing of the resolution under *LR 5.4A.4R*).

Approval and contents of announcement

- 5.4A.7 R The announcement referred to in *LR 5.4A.5R(2)* must:

- (1) contain the same substantive information as would be required under *LR 13.1* and *LR 13.3* if it were a *circular* but modified as necessary so it is clear that no shareholder vote is required; and
- (2) include the anticipated transfer date (which must be not less than 20 business days after the date the announcement is published).

5.4A.8 R The announcement must be approved by the *FSA* before it is published.

Specific information required in circular or announcement

5.4A.9 G Information required under *LR 13.3.1R(1)* (Contents of all circulars) to be included in the *circular* or announcement should include an explanation of:

- (1) the background and reasons for the proposed transfer;
- (2) any changes to the *issuer's* business that have been made or are proposed to be made in connection with the proposal;
- (3) the effect of the transfer on the *issuer's* obligations under the *listing rules*;
- (4) how the *issuer* will meet any new eligibility requirements, for example working capital requirements, that the *FSA* must be satisfied of under *LR 5.4A.12R(3)*; and
- (5) any other matter that the *FSA* may reasonably require.

Applying for the transfer

5.4A.10 R If an *issuer* has initially notified the *FSA* under *LR 5.4A.3R* it may apply to the *FSA* to transfer the *listing* of its *equity securities* from one category to another. The application must include:

- (1) the *issuer's* name;
- (2) details of the *equity securities* to which the transfer relates;
- (3) the date on which the *issuer* wishes the transfer to take effect;
- (4) a copy of any *circular*, announcement or other document on which the *issuer* is relying;
- (5) if relevant, evidence of any resolution required under *LR 5.4A.4R*;
- (6) if an agent is making the application on the *issuer's* behalf, confirmation that the agent has the *issuer's* authority to do so;
- (7) the name and contact details of the person at the *issuer* (or, if appropriate an agent) with whom the *FSA* should liaise in relation to the application; and

- (8) a copy of any announcement the *issuer* proposes to notify to a *RIS* informing the market that the transfer has taken place.

Issuer must comply with eligibility requirements

- 5.4A.11 R (1) An *issuer* applying for a transfer of its *equity securities* must comply with all eligibility requirements that would apply if the *issuer* was seeking admission to *listing* of the *securities* to the category of *listing* to which it wishes to transfer.
- (2) For the purposes of applying the eligibility requirements referred to in (1) to a transfer then, unless the context otherwise requires, a reference in such a requirement:
- (a) to the admission of *securities* is to be taken to be a reference to the transfer of the *securities*; and
- (b) to a *prospectus* or *listing particulars* is to be taken to be a reference to the *circular* or announcement.

Approval of transfer

- 5.4A.12 R If an *issuer* applies under *LR* 5.4A.10R, the *FSA* may approve the transfer if it is satisfied that:
- (1) the *issuer* has complied with *LR* 5.4A.4R or *LR* 5.4A.5R (whichever is relevant);
- (2) the 20 business day period referred to in *LR* 5.4A.6R or *LR* 5.4A.7R (whichever is relevant) has elapsed; and
- (3) the *issuer* and the *equity securities* will comply with all eligibility requirements that would apply if the *issuer* was seeking admission to *listing* of the *securities* to the category of *listing* to which it wishes to transfer.
- 5.4A.13 G The *FSA* will not generally reassess compliance with eligibility requirements (for example *LR* 6.1.16R (Working capital) if the *issuer* has previously been assessed by the *FSA* as meeting those requirements under its existing *listing* category when its *equity securities* were *listed*.

When transfer takes effect

- 5.4A.14 R (1) If the *FSA* approves a transfer of a *listing* then it must announce its decision on a *RIS*.
- (2) The transfer becomes effective when the *FSA*'s decision to approve is announced on the *RIS*.
- (3) The *issuer* must continue to comply with the requirements of its existing category of *listing* until the decision is announced on the

RIS.

- (4) After the decision is announced the *issuer* must comply with the requirements of the category of *listing* to which it has transferred.

Directive obligations

- 5.4A.15 G An *issuer* may take steps, in connection with a transfer, which require it to consider whether a *prospectus* is necessary, for example, if the *company* or its capital is reconstituted in a way that could amount to an *offer of transferable securities to the public*. The *issuer* and its advisers should consider whether directive obligations may be triggered.

Transfer as an alternative to cancellation

- 5.4A.16 G There may be situations in which an *issuer's* business has changed over a period of time so that it no longer meets the requirements of the applicable *listing* category against which it was initially assessed for *listing*. In those situations, the *FSA* may consider cancelling the *listing* of the *securities* or suggest to the *issuer* that, as an alternative, it applies for a transfer of its *listing* category.

Amend the following as shown.

6 Additional requirements for premium listing ~~for equity securities~~

6.1 Application

- 6.1.1 R This chapter applies to an *applicant* for the *admission* of *equity securities* to ~~*primary*~~ *premium* *listing*.

...

7 Listing Principles: Premium listing

7.1 Application and purpose

Application

- 7.1.1 R The Listing Principles apply to every *listed company* with a ~~*primary*~~ *premium* *listing* of *equity securities* in respect of all its obligations arising from the *listing rules* and the *disclosure rules* and *transparency rules*.

...

- 7.2.3 G Timely and accurate disclosure of information to the market is a key obligation of *listed companies*. For the purposes of Principle 2, a *listed company* with a ~~*primary*~~ *premium* *listing* ~~of *equity securities*~~ should have adequate systems and controls to be able to:

- (1) ensure that it can properly identify information which requires disclosure under the *listing rules* or *disclosure rules* and *transparency rules* in a timely manner; and
- (2) ensure that any information identified under ~~paragraph~~ (1) is properly considered by the *directors* and that such a consideration encompasses whether the information should be disclosed.

8 Sponsors: Premium listing

8.1 Application

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Listed companies and applicants

- 8.1.2 R A company with, or applying for, a primary premium listing of its ~~equity securities~~ must comply with LR 8.2 (When a sponsor must be appointed or its guidance obtained) and LR 8.5 (Responsibilities of listed companies).

8.2 When a sponsor must be appointed or its guidance obtained

...

- 8.2.1 R A company with, or applying for, a primary premium listing of its ~~equity securities~~ must appoint a *sponsor* on each occasion that it:
- (1) makes an application for *admission of equity securities* which:
 - (a) requires the production of a *prospectus* or *equivalent document*; or
 - (b) is accompanied by a certificate of approval from another competent authority; or
 - (c) is accompanied by a summary document as required by PR 1.2.3R(8); or
 - (2) is required to produce a *class 1 circular*; or
 - (3) is producing a *circular* that proposes a reconstruction or a refinancing which does not constitute a *class 1 transaction*; or
 - (4) is producing a *circular* for the proposed purchase of own *shares*:
 - (a) which does not constitute a *class 1 circular*; and
 - (b) is required by LR 13.7.1R(2) to include a working capital

statement; or

- (5) is required to do so by the *FSA* because it appears to the *FSA* that there is, or there may be, a breach of the *listing rules* or the *disclosure rules* ~~and~~ *and* *transparency rules* by the *listed company*.

8.2.1A R A company must appoint a sponsor where it applies to transfer its category of equity securities listing from:

- (1) a standard listing (commercial company) to a premium listing (commercial company); or
- (2) a standard listing (commercial company) to a premium listing (investment company); or
- (3) a premium listing (investment company) to a premium listing (commercial company); or
- (4) a premium listing (commercial company) to a premium listing (investment company).

...

8.4 Role of a sponsor: transactions

...

Class 1 circulars, refinancing and purchase of own equity shares

8.4.11 R *LR 8.4.12R to LR 8.4.13R* apply in relation to transactions involving a *listed company of equity shares* with a ~~primary~~ premium listing that:

- (1) is required to produce a *class 1 circular*; or
- (2) is producing a *circular* that proposes a reconstruction or a refinancing which does not constitute a *class 1 transaction*; or
- (3) is producing a *circular* for the proposed purchase of own *shares*;
- (a) which does not constitute a *class 1 circular*; and
- (b) is required by *LR 13.7.1R(2)* to include a working capital statement.

...

Applying for transfer between listing categories

8.4.14 R In relation to a proposed transfer under *LR 5.4A*, a sponsor appointed in accordance with *LR 8.2.1AR* must:

- (1) submit a letter to the *FSA* setting out how the issuer satisfies each listing rule requirement relevant to the category of listing to which it

wishes to transfer, by no later than when the first draft of the *circular* or announcement required under LR 5.4A is submitted;

- (2) submit a completed Sponsor's Declaration to the FSA for the proposed transfer on the day the *circular* or announcement is to be approved by the FSA and before it is approved; and
- (3) ensure that all matters known to it which, in its reasonable opinion, should be taken into account by the FSA in considering the transfer between *listing* categories have been disclosed with sufficient prominence in the *circular* or announcement referred to in LR 5.4A or otherwise in writing to the FSA.

[Note: The Sponsor's Declaration for a transfer can be found on the UKLA section of the FSA website.]

8.4.15 R A sponsor must not submit to the FSA on behalf of an issuer a final *circular* or announcement for approval or a Sponsor's Declaration for a transfer, unless it has come to a reasonable opinion, after having made due and careful enquiry, that:

- (1) the issuer satisfies all eligibility requirements of the *listing rules* that are relevant to the new category to which it is seeking to transfer;
- (2) the issuer has satisfied all requirements relevant to the production of the *circular* required under LR 5.4A.4R or the announcement required under LR 5.4A.5R (whichever is relevant);
- (3) the directors of the issuer have established procedures which enable the issuer to comply with the *listing rules*, the *disclosure rules* and the *transparency rules* on an ongoing basis;
- (4) the directors of the issuer have established procedures which provide a reasonable basis for them to make proper judgments on an ongoing basis as to the financial position and prospects of the issuer and its group; and
- (5) the directors of the issuer have a reasonable basis on which to make the working capital statement (if any) required in connection with the transfer.

8.4.16 R LR 8.4.15R(3), (4) and (5) do not apply in relation to an issuer that was required to meet these requirements under its existing *listing* category.

...

8.7.13 R If, after submitting a Conflicts Declaration but prior to the *day* of approval of the *prospectus*, *listing particulars*, ~~or~~ *circular* or announcement, a sponsor becomes aware that it is no longer able to comply with LR 8.3.9R or LR 8.3.11R, it must notify the FSA immediately. Details must be confirmed promptly to the FSA in writing.

- 8.7.14 R On the day of approval of the *prospectus, listing particulars, or circular or announcement*:
- (1) a written confirmation that there has been no material change to the Conflicts Declaration; or
 - (2) an updated Conflicts Declaration reflecting any and all changes;
- must be submitted to the *FSA*.

...

9 Continuing obligations

9.1 Preliminary

Application: equity shares

- 9.1.1 R A *company* that has a ~~primary~~ premium listing of *equity shares* must comply with all of the requirements of this chapter.

Application: preference shares

- 9.1.2 R A *company* that has a ~~primary~~ listing of *preference shares* must comply with:
- (1) *LR 9.2.1R to LR 9.2.6BR (other than LR 9.2.2AR)*;
 - (2) *LR 9.2.11R to LR 9.2.12G*;
 - (3) *LR 9.2.14R to LR 9.2.17G*;
 - (4) *LR 9.3.1R to LR 9.3.10G*;
 - (5) *LR 9.5.1R to LR 9.5.9R*;
 - (6) *LR 9.6.1R to LR 9.6.4R*;
 - (7) *LR 9.6.6R*;
 - (8) *LR 9.6.11R*;
 - (9) *LR 9.6.19R to LR 9.6.22G*;
 - (10) *LR 9.7A*; and
 - (11) *LR 9.8*, but not:
 - (a) *LR 9.8.4R(3)*;
 - (b) [deleted]

- (c) [deleted]
- (d) LR 9.8.6R(5), (6) and (7)
- (e) LR 9.8.8R.

(12) [deleted]

....

9.1.3 R A company that has a *primary premium listing* of securities convertible into equity shares must comply with:

- (1) LR 9.2.1R to LR 9.2.6BR;
- (2) LR 9.2.11R;
- (3) LR 9.2.13G;
- (4) [deleted]
- (5) LR 9.5.11R to LR 9.5.12R;
- (6) LR 9.5.15R to LR 9.5.16R;
- (7) LR 9.6.1R;
- (8) LR 9.6.3R;
- (9) LR 9.6.4R to LR 9.6.6R;
- (10) LR 9.6.19R to LR 9.6.22G; and
- (11) LR 9.8 but not:
 - (a) LR 9.8.4R(3);
 - (b) [deleted]
 - (c) [deleted]
 - (d) LR 9.8.6R(6) and LR 9.8.6R(7); and
 - (e) LR 9.8.8R.

9.1.4 R A company that has a *primary premium listing* of securities convertible into equity shares must comply with LR 9.2.7R to LR 9.2.10R if the equity shares that the securities convert into are listed.

...

9.3 Continuing obligations: - holders

...

9.3.10 G An overseas company with a *primary premium listing* is not required to comply with LR 9.3.9R.

...

9.8.7 R An overseas company with a *primary premium listing* must ~~disclose~~ include in its annual reports and accounts: the information in LR 9.8.6R(5), LR 9.8.6R(6) and LR 9.8.8R(9).

(1) ~~whether or not it complies with the corporate governance regime of its country of incorporation;~~

(2) ~~the significant ways in which its actual corporate governance practices differ from those set out in the Combined Code; and~~

(3) ~~the unexpired term of the service contract of any director proposed for election or re-election at the forthcoming annual general meeting and, if any director for election or re-election does not have a service contract, a statement to that effect.~~

9.8.7A R (1) An overseas company with a premium listing that is not required to comply with requirements imposed by another EEA Member State that correspond to DTR 7.2 (Corporate governance statements) must comply with DTR 7.2 as if it were an issuer to which that section applies.

(2) An overseas company with a premium listing which complies with LR 9.8.7R will be taken to satisfy the requirements of DTR 7.2.2R and DTR 7.2.3R, but (unless it is required to comply with requirements imposed by another EEA Member State that correspond to DTR 7.2) must comply with all of the other requirements of DTR 7.2 as if it were an issuer to which that section applies.

...

10 Significant transactions: Premium listing

...

Application

10.1.1 R This chapter applies to a company that has a *primary premium listing* of *equity securities*.

...

11 Related party transactions: Premium listing

...

Application

- 11.1.1 R This chapter applies to a *company* that has a ~~*primary premium listing of equity securities*~~.

...

12 Dealing in own securities and treasury shares: Premium listing

...

Application

- 12.1.1 R This chapter applies to a *company* that has a ~~*primary premium listing of equity securities or preference shares*~~.

...

13 Contents of circulars: Premium listing

...

Application

- 13.1.1 R This chapter applies to a *company* that has a ~~*primary premium listing of equity securities*~~.

...

14 ~~Secondary listing of companies~~ Equity securities: Standard listing

...

14.1 Application

- 14.1.1 R This chapter applies to a *company* with, or applying for, a ~~*secondary standard listing of equity securities*~~ other than a *company* that is an *investment entity*.

...

14.2 Requirements for listing

- 14.2.1 R An *applicant* which is applying for a ~~*secondary standard listing of equity securities*~~ must comply with all of LR 2 (Requirements for listing ~~—all~~ : All securities).

...

Listing applications

14.2.5 G A company applying for a ~~secondary~~ standard listing of equity securities will need to comply with LR 3 (Listing applications = : All securities).

14.2.6 R ~~An overseas issuer with a secondary listing of equity securities applying for a primary listing of its securities must:~~

(1) ~~comply with LR 3 as if it were a new applicant; and~~

(2) ~~comply with LR 6 to LR 13. [deleted]~~

...

Compliance with the transparency rules

...

14.3.24 R A listed company that is not already required to comply with DTR 7.2 (Corporate governance statements), or with corresponding requirements imposed by another EEA Member State, must comply with DTR 7.2 as if it were an issuer to which that section applies.

...

15 Closed-Ended Investment Funds: Premium listing

15.1 Application

15.1.1 R This chapter applies to a *closed-ended investment fund* applying for, or with, a ~~primary~~ premium listing ~~of equity securities~~.

...

16 Open-ended investment companies: Premium listing

16.1 Application

16.1.1 R This chapter applies to an *open-ended investment company* applying for, or with, a ~~primary~~ premium listing ~~of equity securities~~ which is:

(1) an *ICVC* that has been granted an *authorisation order* by the *FSA*;
or

(2) an *overseas collective investment scheme* that is a *recognised scheme*.

...

16.4.1 R An *open-ended investment company* must comply with:

(1) LR 9 (Continuing obligations) except LR 9.2.6BR and LR 9.2.15R;

(2) LR 15.5.1R; ~~and~~

- (3) LR 15.6.1R; and
- (4) the condition set out in LR 16.1.1R(1) or (2).

...

17 Debt and specialist securities: Standard listing

...

18 Certificates representing certain securities: Standard listing

...

19 Securitised derivatives: Standard listing

...

Appendix 1

1.1 Relevant Definitions

<i>disclosure rules and transparency rules</i>	(in accordance with section <u>sections 73A(1) and 73A(3)</u> of the Act) rules relating to the disclosure of information in respect of <i>financial instruments</i> which have been admitted to trading on a <i>regulated market</i> or for which a request for <i>admission to trading</i> on such a market has been made.
<i>DTR</i>	the sourcebook containing the <i>disclosure rules</i> , and transparency rules <u>and corporate governance rules</u> .
<i>listing rules</i>	(in accordance with section <u>sections 73A(1) and 73A(2)</u> of the Act) rules <u>rules</u> relating to admission to the <i>official list</i> .
<i>premium listing</i>	<p>(a) <u>in relation to equity securities (other those of a closed-ended investment fund or of an open-ended investment company), means a listing where the issuer is required to comply with those requirements in LR 6 (Additional requirements for premium listing) and other requirements in the listing rules that are expressed to apply to such securities with a premium listing;</u></p> <p>(b) <u>in relation to equity securities of a closed-ended investment fund, means a listing where the issuer is required to comply with the requirements in LR 15 (Closed-Ended Investment Funds: Premium listing) and other requirements in the listing rules that are expressed</u></p>

to apply to such securities with a premium listing:

- (c) in relation to equity securities of an open-ended investment company, means a listing where the issuer is required to comply with LR 16 (Open-ended investment companies: Premium listing) and other requirements in the listing rules that are expressed to apply to such securities with a premium listing.

premium listing
(commercial company)

a premium listing of equity securities (other than those of a closed-ended investment fund or of an open-ended investment company).

premium listing
(investment company)

a premium listing of equity securities of a closed-ended investment fund or of an open-ended investment company.

primary listed issuer

an issuer with a primary listing of its securities.

primary listing

a listing by the FSA by virtue of which the issuer is subject to the full requirements of the listing rules.

secondary listed issuer

an issuer with a secondary listing of its equity securities.

secondary listing

a listing by the FSA of equity securities of an overseas company which is not a primary listing.

standard listing

in relation to securities, means a listing that is not a premium listing.

standard listing
(commercial company)

a standard listing of equity securities.

After LR TR 3 insert the following new Transitional Provision. The text is not underlined.

LR TR 4

Transitional Provision for Issuers with a Premium Listing that are Overseas Companies

(1)	(2) Material to which the transitional provisions applies	(3)	(4) Transitional provision	(5) Transitional provision: dates in force	(6) Handbook provision: coming into force
1.	LR 9.8.7R	R	An <i>overseas company</i> with <i>securities</i> that have a <i>premium listing</i> on 5 April 2010 is only required to comply with LR 9.8.7R in financial years beginning after 31 December 2009.	From 6 April 2010	6 April 2010