

Chapter 1

Preliminary: all securities

1.1 Introduction

Application

1.1.1

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UKLR applies as follows:

- (1) all of UKLR (other than UKLR 24) applies to an issuer; and
- (2) UKLR 1 and UKLR 24 apply to a sponsor and a person applying for approval as a sponsor.

[Note: The following table provides a general indication of which chapters in UKLR are relevant to applicants, issuers, listed companies, sponsors and persons applying to be sponsors. The table does not provide definitive guidance as to the provisions which will be relevant to a particular person, nor does it take account of exceptions that may apply in respect of particular persons.]

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|---|---|
| UKLR 1 – Preliminary: all securities | Applies to all issuers, sponsors and persons applying for approval as a sponsor. |
| UKLR 2 – Listing Principles | Applies to all listed companies. |
| UKLR 3 – Requirements for listing: all securities | Applies to all applicants for admission to listing unless a rule is specified only to apply to a particular type of applicant or security. |
| UKLR 4 – Sponsors: responsibilities of issuers | Applies to issuers with a listing and applicants for admission to listing in the equity shares (commercial companies) category, the closed-ended investment funds category or the equity shares (shell companies) category. |
| UKLR 5 – Equity shares (commercial companies): requirements for admission to listing | Applies to applicants for admission to listing in the equity shares (commercial companies) category. |
| UKLR 6 – Equity shares (commercial companies): continuing obligations | Applies to companies with a listing in the equity shares (commercial companies) category. |
| UKLR 7 – Equity shares (commercial companies): significant transactions and reverse takeovers | Applies to companies with a listing in the equity shares (commercial companies) category. |
| UKLR 8 – Equity shares (commercial companies): related party transactions | Applies to companies with a listing in the equity shares (commercial companies) category. |
| UKLR 9 – Equity shares (commercial | Applies to companies with a listing |

companies): further issuances, dealing in own securities and treasury shares

UKLR 10 – Equity shares (commercial companies): contents of circulars

UKLR 11 – Closed-ended investment funds: requirements for listing and continuing obligations

UKLR 12 – Open-ended investment companies: requirements for listing and continuing obligations

UKLR 13 – Equity shares (shell companies): requirements for listing and continuing obligations

UKLR 14 – Equity shares (international commercial companies secondary listing): requirements for listing and continuing obligations

UKLR 15 – Certificates representing certain securities (depository receipts): requirements for listing and continuing obligations

UKLR 16 – Non-equity shares and non-voting equity shares: requirements for listing and continuing obligations

UKLR 17 – Debt and debt-like securities: continuing obligations

UKLR 18 – Securitised derivatives: requirements for listing and continuing obligations

UKLR 19 – Warrants, options and other miscellaneous securities: continuing obligations

UKLR 20 – Admission to listing: processes and procedures

UKLR 21 – Suspending, cancelling and restoring listing and transfer between listing categories: all securities

UKLR 22 – Equity shares (transition): continuing obligations

UKLR 23 – Listing particulars for professional securities market and certain other securities: all securities

UKLR 24 – Sponsors

in the *equity shares (commercial companies)* category.

Applies to *companies* with a *listing* in the *equity shares (commercial companies)* category.

Applies to *issuers* with a *listing* and *applicants* for *admission to listing* in the *closed-ended investment funds* category.

Applies to *issuers* with a *listing* and *applicants* for *admission to listing* in the *open-ended investment companies* category.

Applies to *issuers* with a *listing* and *applicants* for *admission to listing* in the *equity shares (shell companies)* category.

Applies to *issuers* with a *listing* and *applicants* for *admission to listing* in the *equity shares (international commercial companies secondary listing)* category.

Applies to *issuers* with a *listing* and *applicants* for *admission to listing* in the *certificates representing certain securities* category.

Applies to *issuers* with a *listing* and *applicants* for *admission to listing* in the *non-equity shares and non-voting equity shares* category.

Applies to *issuers* with a *listing* in the *debt and debt-like securities* category.

Applies to *issuers* with a *listing* and *applicants* for *admission to listing* in the *securitised derivatives* category.

Applies to *issuers* with a *listing* in the *warrants, options* and other *miscellaneous securities* category.

Applies to *applicants* for *admission to listing*.

Applies to all *issuers*.

Applies to *companies* with a *listing* in the *equity shares (transition)* category.

Applies to *applicants* for *admission to listing* which are required to prepare *listing particulars*.

Applies to *sponsors* and *persons* applying for approval as a *sponsor*.

[Note: Other parts of the *Handbook* that may also be relevant to *issuers* or *sponsors* include the Disclosure Guidance and Transparency Rules sourcebook

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(*DTR*), the Prospectus Regulation Rules sourcebook (*PRR*), the Conduct of Business sourcebook (*COBS*), the Decision Procedure and Penalties manual (*DEPP*), Chapter 9 of the Supervision manual (*SUP*) and General Provisions (*GEN*).

The Enforcement Guide (*EG*) may also be relevant to *issuers* or *sponsors*.]

1.2 Modifying rules and consulting the FCA

Modifying or dispensing with rules

- 1.2.1** **R** (1) The *FCA* may dispense with or modify the *listing rules* in such cases and by reference to such circumstances as it considers appropriate (subject to the *Act*).
- (2) A dispensation or modification may be either unconditional or subject to specified conditions.
- (3) If an *issuer* or *sponsor* has applied for, or been granted, a dispensation or modification, it must notify the *FCA* immediately it becomes aware of any matter which is material to the relevance or appropriateness of the dispensation or modification.
- (4) The *FCA* may revoke or modify a dispensation or modification.
- 1.2.2** **R** (1) An application to the *FCA* to dispense with or modify a *listing rule* must be in writing.
- (2) The application must:
- (a) contain a clear explanation of why the dispensation or modification is requested;
 - (b) include details of any special requirements – for example, the date by which the dispensation or modification is required;
 - (c) contain all relevant information that should reasonably be brought to the *FCA*'s attention;
 - (d) contain any statement or information that is required by the *listing rules* to be included for a specific type of dispensation or modification; and
 - (e) include copies of all documents relevant to the application.
- 1.2.3** **G** An application to dispense with or modify a *listing rule* should ordinarily be made:
- (1) for a *listing rule* that is a continuing obligation, at least 5 *business days* before the proposed dispensation or modification is to take effect; and
 - (2) for any other *listing rule*, at least 10 *business days* before the proposed dispensation or modification is to take effect.

Early consultation with the FCA

1.2.4

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An *issuer* or *sponsor* should consult with the *FCA* at the earliest possible stage if it:

- (1) is in doubt about how the *listing rules* apply in a particular situation; or
- (2) considers that it may be necessary for the *FCA* to dispense with or modify a *listing rule*.

1.2.5

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Where a *listing rule* refers to consultation with the *FCA*, submissions should be made in writing other than in circumstances of exceptional urgency or in the case of a submission from a *sponsor* in relation to the provision of a *sponsor service*.

Address for correspondence

The Financial Conduct Authority
12 Endeavour Square
London, E20 1JN
Tel: 020 7066 8333

[Note: <https://www.fca.org.uk/markets/primary-markets/contact/request-individual-guidance>]



1.3 Information gathering and publication

Information gathering

- 1.3.1
- R
- An *issuer* must provide to the *FCA* as soon as possible:
- (1)

any information and explanations that the *FCA* may reasonably require to decide whether to grant an application for *admission*;
- (2)

any information that the *FCA* considers appropriate to protect investors or ensure the smooth operation of the market; and
- (3)

any other information or explanation that the *FCA* may reasonably require to verify whether *listing rules*, *disclosure requirements*, *transparency rules* and *corporate governance rules* are being and have been complied with.

The *FCA* may require issuer to publish information

- 1.3.2
- R
- (1)

The *FCA* may, at any time, require an *issuer* to publish such information in such form and within such time limits as it considers appropriate to protect investors or to ensure the smooth operation of the market.
- (2)

If an *issuer* fails to comply with a requirement under (1), the *FCA* may itself publish the information (after giving the *issuer* an opportunity to make representations as to why it should not be published).

Misleading information not to be published

- 1.3.3
- R
- An *issuer* must take reasonable care to ensure that any information it notifies to a *RIS* or makes available through the *FCA* is not misleading, false or deceptive and does not omit anything likely to affect the import of the information.

Notification when a *RIS* is not open for business

- 1.3.4
- R
- If an *issuer* is required to notify information to a *RIS* at a time when a *RIS* is not open for business, it must distribute the information as soon as possible to:
- (1)

not less than 2 national newspapers in the *United Kingdom*;

- (2) 2 newswire services operating in the *United Kingdom*; and
- (3) a *RIS* for release as soon as it opens.

Key persons contact details

- 1.3.5R
- (1) An *issuer* must ensure that the *FCA* is provided, at all times, with up-to-date contact details of at least 2 of its executive *directors* (or, where the *issuer* has no executive *directors*, at least 2 of its *directors*), including their name, business telephone number and business email address. Where the *issuer* has only 1 executive *director* or has only 1 *director*, then the *issuer* must ensure the *FCA* is provided with the details of this *director*.
 - (2) The *issuer* must notify the *FCA* of any changes to the contact details under (1) as soon as possible.

- 1.3.6G
- The *directors* whose contact details are provided under ■ UKLR 1.3.5R will be expected to be key persons who are able to assist the *FCA* regarding matters that require an urgent response.

Service of notices

- 1.3.7R
- An *issuer* must ensure that the *FCA* is provided, at all times, with up-to-date contact details of a nominated person at the *issuer*, including their address for the purposes of receiving service of *relevant documents*.

- 1.3.8R
- The address referred to in ■ UKLR 1.3.7R must be:
- (1) an email address where the *issuer* provides written consent to receive service of *relevant documents* by email; or
 - (2) a postal address in the *UK* where written consent to email service mentioned in (1) above is not given.

[**Note:** There are additional requirements to provide first point of contact details set out in ■ UKLR 6.2.19R including as applied by ■ UKLR 11.4.1R, ■ UKLR 12.3.6R, ■ UKLR 13.3.11R, ■ UKLR 14.3.8R, ■ UKLR 16.3.7R and ■ UKLR 22.2.8R.]



1.4 Miscellaneous

Appointment of sponsors

- 1.4.1
- R
- (1) If it appears to the *FCA* that there is, or there may be, a breach of the *listing rules*, the *disclosure requirements* or the *transparency rules* by an *issuer* with a *listing of shares* in:

 - (a) the *equity shares (commercial companies)* category;
 - (b) the *closed-ended investment funds* category; or
 - (c) the *equity shares (shell companies)* category,

the *FCA* may in writing require the *issuer* to appoint a *sponsor* to advise the *issuer* on the application of the *listing rules*, the *disclosure requirements* and the *transparency rules*.

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

[Note: ■ UKLR 4.2 sets out the various circumstances in which an *issuer* must appoint, or obtain guidance from, a *sponsor*.]

Overseas companies

- 1.4.2
- R
- If a *listing rule* refers to a requirement in legislation applicable to a *listed company* incorporated in the *United Kingdom*, a *listed overseas company* must comply with the requirement so far as:

 - (1) information available to it enables it to do so; and
 - (2) compliance is not contrary to the law in its country of incorporation.

- 1.4.3
- R
- A *listed overseas company* must, if required to do so by the *FCA*, provide the *FCA* with a letter from an independent legal adviser explaining why compliance with a requirement referred to in ■ UKLR 1.4.2R is contrary to the law in its country of incorporation.

English language

- 1.4.4
- R
- A document that is required under a *listing rule* to be filed, notified to a *RIS*, provided to the *FCA* or sent to *security* holders must be in English.

Fees

- 1.4.5 **G** The provisions relating to periodic fees for *issuers* and *sponsors* are set out in ■ FEES 1, ■ 2 and ■ 4.

Electronic communication

- 1.4.6 **G** If the *listing rules* require an *issuer* to send documents to its *security holders*, the *issuer* may, in accordance with ■ DTR 6.1.8R, use *electronic means* to send those documents.
- 1.4.7 **R** A reference to a copy (or copies) of a document in the *listing rules* includes a copy (or copies) of a document produced, recorded or stored using *electronic means*.

Use of an RIS

- 1.4.8 **R** Where a *listing rule* requires an *issuer* subject to ■ DTR 6.3.1R to use the services of a *RIS*, the *issuer* must comply with the provisions of ■ DTR 6.3.
- 1.4.9 **R** Where a *listing rule* requires an *issuer* that is not subject to ■ DTR 6.3.1R to use the services of a *RIS*, the *issuer* must comply with the provisions of ■ DTR 6.3, except in relation to information which is required to be disclosed under articles 17 and 19 of the *Market Abuse Regulation* or the *DTR*.

1.5 Listing categories

1.5.1 **R** An *issuer* must comply with the *rules* that are applicable to every *security* in the category of *listing* which applies to each *security* the *issuer* has *listed*. The categories of *listing* are:

- (1) *equity shares (commercial companies);*
- (2) *closed-ended investment funds;*
- (3) *open-ended investment companies;*
- (4) *equity shares (shell companies);*
- (5) *equity shares (international commercial companies secondary listing);*
- (6) *certificates representing certain securities;*
- (7) *non-equity shares and non-voting equity shares;*
- (8) *debt and debt-like securities;*
- (9) *securitised derivatives;*
- (10) *warrants, options and other miscellaneous securities; and*
- (11) *equity shares (transition).*

1.5.2 **R** An *issuer* must inform the *FCA* if the characteristics of a *security* change so that the *security* no longer meets the definition of a *security* in the category in which it has been placed.

Misleading statements about status

1.5.3 **R** An *issuer* that has *securities listed* in a particular *listing* category must not describe itself or hold itself out (in whatever terms) as being *listed* in a different *listing* category from the one in which those *securities* are *listed*. An *issuer* must not make any representation which suggests, or which is reasonably likely to be understood as suggesting, that it has a *listing* in a different *listing* category or complies, or is required to comply, with the requirements that apply to a different *listing* category from the one in which its *securities* are *listed*.

