

Chapter 1

Preliminary: all securities

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*.