

## Chapter 20

# Admission to listing: processes and procedures

## 20.4 Shares

### Application

- 20.4.1 **R** ■ UKLR 20.4.2R to ■ UKLR 20.4.9R apply to an *applicant* which is applying for a *listing* of its *shares* except for *preference shares* that are *specialist securities*.

### Documents to be provided 2 business days in advance

- 20.4.2 **R** The following documents must be submitted, in final form, to the *FCA* by midday 2 *business days* before the *FCA* is to consider the application:
- (1) a completed Application for Admission of Securities to the Official List;
  - (2) the *prospectus* or *listing particulars* that have been approved by the *FCA*;
  - (3) any *circular* that has been published in connection with the application, if applicable;
  - (4) any approved *supplementary prospectus* or approved *supplementary listing particulars*, if applicable;
  - (5) written confirmation of the number of *shares* to be allotted (pursuant to a board resolution allotting the *shares*);
  - (6) if a *prospectus* or *listing particulars* have not been produced, a copy of the *RIS* announcement detailing the number and type of *shares* that are the subject of the application and the circumstances of their issue; and
  - (7) written confirmation of:
    - (a) (i) the contact details of at least 2 of its executive *directors* (or, where the *issuer* has no executive *directors*, at least 2 of its *directors*); or
    - (ii) where the *issuer* has only 1 executive *director* or has only 1 *director*, the contact details of that *director*, as required under ■ UKLR 1.3.5R;
    - (b) the contact details of a nominated person at the *issuer* as required under ■ UKLR 1.3.7R and ■ UKLR 1.3.8R; and
    - (c) the contact details of appropriate persons nominated by the *issuer* to act as the first point of contact with the *FCA* in relation to the *issuer's* compliance with the *listing rules*, the *disclosure*

requirements and the transparency rules following admission under ■ UKLR 6, ■ UKLR 11, ■ UKLR 12, ■ UKLR 13, ■ UKLR 14 or ■ UKLR 16 (as appropriate).

[Note: The Application for Admission of Securities to the Official List form can be found on the Primary Markets section of the FCA’s website.]

20.4.3 **R** If a *prospectus* or *listing particulars* have not been produced, the Application for Admission of *Securities* to the Official List must contain confirmation that a *prospectus* or *listing particulars* are not required and details of the reasons why they are not required.

**Documents to be provided on the day**

20.4.4 **R** The following documents, signed by a *sponsor* (if a *sponsor* is required under ■ UKLR 4) or by a duly authorised officer of the *applicant* (if a *sponsor* is not required under ■ UKLR 4), must be submitted, in final form, to the FCA before 9am on the day the FCA is to consider the application:

- (1) a completed Shareholder Statement, in the case of an *applicant* that is applying for a *listing* of a class of *shares* for the first time; or
- (2) a completed Pricing Statement, in the case of a *placing, open offer, vendor consideration placing, offer for subscription of equity shares* or an issue out of treasury of *equity shares* of a class already *listed*.

[Note: The Shareholder Statement and the Pricing Statement forms can be found on the Primary Markets section of the FCA’s website.]

20.4.5 **R** If written confirmation of the number of *shares* to be allotted pursuant to a board resolution cannot be submitted to the FCA by the deadline set out in ■ UKLR 20.4.2R or the number of *shares* to be *admitted* is lower than the number notified under ■ UKLR 20.4.2R, written confirmation of the number of *shares* to be allotted or *admitted* must be provided to the FCA by the *applicant* or its *sponsor* at least 1 hour before the *admission to listing* is to become effective.

20.4.6 **R** If the FCA has considered an application for *listing* and the *shares* the subject of the application are not all allotted and *admitted* following the initial allotment of the *shares* (for example, under an *offer for subscription*), further allotments of *shares* may be *admitted* if, before 4pm on the day before *admission* is sought, the FCA has been provided with:

- (1) written confirmation of the number of *shares* allotted pursuant to a board resolution; and
- (2) a copy of the *RIS* announcement detailing the number and type of *shares* and the circumstances of their issue.

**Other documents to be submitted**

20.4.7 **R** Written confirmation of the number of *shares* that were allotted (pursuant to a board resolution allotting the *shares*) must be submitted to the FCA as

soon as practicable after *admission* if the number is lower than the number that was announced under ■ UKLR 20.2.7G as being *admitted to listing*.

### Documents to be kept

20.4.8

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An *applicant* must keep copies of the following for 6 years after the *admission to listing*:

- (1) any agreement to acquire any assets, business or *shares* in consideration for or in relation to which the company's *shares* are being issued;
- (2) any letter, report, valuation, contract or other documents referred to in the *prospectus*, *listing particulars*, *circular* or other document issued in connection with those *shares*;
- (3) the *applicant's constitution* as at the date of *admission*;
- (4) the annual report and accounts of the *applicant* and of any guarantor, for each of the periods which form part of the *applicant's* financial record contained in the *prospectus* or *listing particulars*;
- (5) any interim accounts made up since the date to which the last annual report and accounts were made up and prior to the date of *admission*;
- (6) any temporary and definitive documents of title;
- (7) in the case of an application in respect of *shares* issued pursuant to an *employees' share scheme*, the scheme document;
- (8) where *listing particulars* or another document are published in connection with any scheme requiring court approval, any court order and the certificate of registration issued by the Registrar of Companies; and
- (9) copies of board resolutions of the *applicant* allotting or issuing the *shares*.

20.4.9

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An *applicant* must provide to the FCA the documents set out in ■ UKLR 20.4.8R, if requested to do so.