

## Chapter 6

# Equity shares (commercial companies): continuing obligations

## 6.4 Notifications

### Copies of documents

- 6.4.1 **R** A *listed company* must forward to the *FCA* for publication a copy of all *circulars*, notices, reports or other documents to which the *listing rules* apply at the same time as they are issued, by uploading it to the *national storage mechanism*.
- 6.4.2 **R** A *listed company* must forward to the *FCA* for publication a copy of all resolutions passed by the *listed company* other than resolutions concerning ordinary business at an annual general meeting as soon as possible after the relevant general meeting, by uploading it to the *national storage mechanism*.
- 6.4.3 **R**
- (1) A *listed company* must notify a *RIS* as soon as possible when a document has been forwarded to the *FCA* under **■ UKLR 6.4.1R** or **■ UKLR 6.4.2R** 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.

### Notifications relating to capital

- 6.4.4 **R** A *listed company* must notify a *RIS* as soon as possible (unless otherwise indicated in this rule) of the following information relating to its capital:
- (1) any proposed change in its capital structure, including the structure of its *listed debt securities*, save that an announcement of a new issue may be delayed while marketing or underwriting is in progress;
  - (2) any redemption of *listed shares*, including details of the number of *shares* redeemed and the number of *shares* of that *class* outstanding following the redemption;
  - (3) any extension of time granted for the currency of temporary documents of title; and
  - (4) (except in relation to a block listing of *securities*) the results of any new issue of *equity securities* or a public offering of existing *equity securities*.

**6.4.5** **R** Where the *securities* are subject to an underwriting agreement, a *listed company* may, at its discretion and subject to the obligations in article 17 of the *Market Abuse Regulation*, delay notifying a *RIS* as required by ■ UKLR 6.4.4R(4) for up to 2 *business days* until the obligation by the underwriter to take or procure others to take *securities* is finally determined or lapses. In the case of an issue or offer of *securities* which is not underwritten, notification of the result must be made as soon as it is known.

**Notification of board changes and directors' details**.....

**6.4.6** **R** A *listed company* must notify a *RIS* of any change to the board, including:

- (1) the appointment of a new *director*, stating the appointee's name and whether the position is executive, non-executive or chair and the nature of any specific function or responsibility of the position;
- (2) the resignation, removal or retirement of a *director* (unless the *director* retires by rotation and is re-appointed at a general meeting of the *listed company's* shareholders);
- (3) important changes to the role, functions or responsibilities of a *director*; and
- (4) the effective date of the change if it is not with immediate effect,

as soon as possible and, in any event, by the end of the *business day* following the decision or receipt of notice about the change by the *company*.

**6.4.7** **R** If the effective date of the board change is not yet known, the notification required by ■ UKLR 6.4.6R should state this fact and the *listed company* should notify a *RIS* as soon as the effective date has been decided.

**6.4.8** **R** A *listed company* must notify a *RIS* of the following information in respect of any new *director* appointed to the board as soon as possible following the decision to appoint the *director* and, in any event, within 5 *business days* of the decision:

- (1) details of all directorships held by the *director* in any other publicly quoted *company* at any time in the previous 5 years, indicating whether or not they are still a *director*;
- (2) any unspent convictions in relation to indictable offences;
- (3) details of any receiverships, compulsory liquidations, creditors' voluntary liquidations, administrations, company voluntary arrangements or any composition or arrangement with its creditors generally or any class of its creditors of any *company* where the *director* was an executive *director* at the time of, or within the 12 months preceding, such events;
- (4) details of any compulsory liquidations, administrations or partnership voluntary arrangements of any partnerships where the *director* was a partner at the time of, or within the 12 months preceding, such events;

- (5) details of receiverships of any asset of such *person* or of a partnership of which the *director* was a partner at the time of, or within the 12 months preceding, such event; and
- (6) details of any public criticisms of the *director* by statutory or regulatory authorities (including *designated professional bodies*) and whether the *director* has ever been disqualified by a court from acting as a *director* of a *company* or from acting in the management or conduct of the affairs of any *company*.

6.4.9 **R** A *listed company* must, in respect of any current *director*, notify a *RIS* as soon as possible of:

- (1) any changes in the information set out in ■ UKLR 6.4.8R(2) to ■ UKLR 6.4.8R(6); and
- (2) any new directorships held by the *director* in any other publicly quoted *company*.

6.4.10 **G** If no information is required to be disclosed pursuant to ■ UKLR 6.4.8R, the notification required by ■ UKLR 6.4.8R should state this fact.

#### Notification of lock-up arrangements

6.4.11 **R** A *listed company* must notify a *RIS* as soon as possible of information relating to the disposal of *equity shares* under an exemption allowed in the lock-up arrangements disclosed in accordance with the *PR Regulation*.

6.4.12 **R** A *listed company* must notify a *RIS* as soon as possible of the details of any variation in the lock-up arrangements disclosed in accordance with the *PR Regulation* or any subsequent announcement.

#### Notification of shareholder resolutions

6.4.13 **R** A *listed company* must notify a *RIS* as soon as possible after a general meeting of all resolutions passed by the *company* other than resolutions concerning ordinary business passed at an annual general meeting.

#### Change of name

6.4.14 **R** A *listed company* which changes its name must, as soon as possible:

- (1) notify a *RIS* of the change, stating the date on which it has taken effect;
- (2) inform the *FCA* in writing of the change; and
- (3) where the *listed company* is incorporated in the *United Kingdom*, send the *FCA* a copy of the revised certificate of incorporation issued by the Registrar of Companies.

**Change of accounting date**

**6.4.15** **R** A *listed company* must notify a *RIS* as soon as possible of:

- (1) any change in its accounting reference date; and
- (2) the new accounting reference date.

**6.4.16** **R** A *listed company* must prepare and publish a second interim report in accordance with **DTR 4.2** if the effect of the change in the accounting reference date is to extend the accounting period to more than 14 months.

**6.4.17** **G** The second interim report must be prepared and published in respect of either:

- (1) the period up to the old accounting reference date; or
- (2) the period up to a date not more than 6 months prior to the new accounting reference date.

**Sovereign controlling shareholder**

**6.4.18** **R** (1) Where, as a result of changes in ownership or control of a *listed company*:

- (a) a *person* becomes a *sovereign controlling shareholder* of the *listed company*; and
- (b) the *sovereign controlling shareholder* is either:
  - (i) recognised by the government of the *UK* as a *State*; or
  - (ii) the *UK*,the *listed company* must comply with (2).

(2) In the circumstances set out in (1), the *listed company* must:

- (a) notify a *RIS* as soon as possible after it becomes aware that it has become a *sovereign controlled commercial company*; and
- (b) notify the *FCA* as soon as possible, in writing, that it has become a *sovereign controlled commercial company*.

**6.4.19** **R** A notification made under **UKLR 6.4.18R** must include:

- (1) the identity of the *sovereign controlling shareholder*;
- (2) the date on which the *listed company* became a *sovereign controlled commercial company*; and
- (3) an explanation of the requirements in the *listing rules* which will not apply to the *listed company* while it is a *sovereign controlled commercial company*.

**6.4.20** **R** Where, as a result of changes in ownership or control of a *listed company*, the *listed company* ceases to be a *sovereign controlled commercial company*, the *listed company* must:

- (1) notify a *RIS* as soon as possible after it becomes aware that it has ceased to be a *sovereign controlled commercial company*; and
- (2) notify the *FCA* as soon as possible, in writing, that it has ceased to be a *sovereign controlled commercial company*.

**6.4.21** **R** A notification made under **■ UKLR 6.4.20R** must include:

- (1) the identity of the *person* which had been the *sovereign controlling shareholder*;
- (2) the date on which the *listed company* ceased to be a *sovereign controlled commercial company*; and
- (3) an explanation of the requirements in the *listing rules* which did not apply to the *listed company* while it was a *sovereign controlled commercial company* but will apply to the *listed company* as it has ceased to be a *sovereign controlled commercial company*.