

**LISTING RULES (SOVEREIGN CONTROLLED COMMERCIAL COMPANIES)  
INSTRUMENT 2018**

**Powers exercised**

- A. The Financial Conduct Authority makes this instrument in the exercise of the following powers and related provisions in the Financial Services and Markets Act 2000 (the “Act”):
- (1) section 69 (Statement of policy);
  - (2) section 73A (Part 6 Rules);
  - (3) section 88 (Sponsors);
  - (4) section 93 (Statement of policy);
  - (5) section 96 (Obligations of issuers of listed securities);
  - (6) section 137A (The FCA’s general rules);
  - (7) section 137T (General supplementary powers);
  - (8) section 139A (Power of the FCA to give guidance); and
  - (9) paragraph 23 (Fees) of Part 3 (Penalties and Fees) of Schedule 1ZA (The Financial Conduct Authority).
- B. The rule-making powers listed above are specified for the purpose of section 138G(2) (Rule-making instruments) of the Act.

**Commencement**

- C. This instrument comes into force on 1 July 2018.

**Amendments to the Handbook**

- D. The modules of the FCA’s Handbook of rules and guidance listed in column (1) below are amended in accordance with the Annexes to this instrument listed in column (2).

(1)	(2)
Glossary of definitions	Annex A
Fees manual (FEES)	Annex B
Decision Procedure and Penalties manual (DEPP)	Annex C
Listing Rules sourcebook (LR)	Annex D

**Notes**

- E. In Annex D 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 (Sovereign Controlled Commercial Companies) Instrument 2018.

By order of the Board  
24 May 2018

## 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.

*premium listing (sovereign controlled commercial company)* a *premium listing* of:

(a) *equity shares* (other than those of a *closed-ended investment fund* or of an *open-ended investment company*); or

(b) *certificates representing shares*,

where the *issuer* of the *equity shares* or, in the case of *certificates representing shares*, the issuer of the *equity shares* which the certificates represent is a *sovereign controlled commercial company* and is required to comply with the requirements in LR 21 and other requirements in the *listing rules* that are expressed to apply to *securities* in this category.

*sovereign controlled commercial company* an *issuer* in which a *State* exercises or controls 30% or more of the votes able to be cast on all or substantially all matters at general meetings of that *company*.

*sovereign controlling shareholder* (in relation to a *company* with or applying for a *listing* of *equity shares* or *certificates representing shares* in the category of *premium listing (sovereign controlled commercial company)*) a *State* which exercises or controls 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the *company*.

*State* means:

(a) the sovereign or other head of a *State* in their public capacity;

(b) the government of a *State*;

(c) a department of a *State*; or

(d) an agency or a special purpose vehicle of a *State*, including an agency or special purpose vehicle of (a), (b) or (c).

Amend the following definitions as shown.

*premium* (a) in relation to *equity shares* (other than those of a *closed-ended*

*listing*

*investment fund or of an open-ended investment company or of a sovereign controlled commercial company that is required to comply with the requirements in LR 21), means a listing where the issuer is required to comply with those requirements in LR 6 (Additional requirements for premium listing (commercial company)) and the other requirements in the listing rules that are expressed to apply to such securities with a premium listing;*

...

- (c) *in relation to equity shares 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;*
- (d) *in relation to equity shares of a sovereign controlled commercial company, means a listing where the issuer is required to comply with the requirements in LR 21 (Sovereign controlled commercial companies: Premium listing) and other requirements in the listing rules that are expressed to apply to such securities with a premium listing; and*
- (e) *in relation to certificates representing shares of a sovereign controlled commercial company, means a listing where the issuer is required to comply with the requirements in LR 21 (Sovereign controlled commercial 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 shares (other than those of a closed-ended investment fund or of an open-ended investment company or of a sovereign controlled commercial company that is required to comply with the requirements in LR 21).*

## Annex B

### Amendments to the Fees manual (FEES)

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

#### 3 Application, Notification and Vetting Fees

...

#### 3 Annex UKLA transaction fees 12R

...

Category A1 includes:

...

(ca) applying for eligibility for *listing of equity shares* where *LR 21.2.5R(1) or (2)* applies; or

(cb) applying for eligibility for *listing of certificates representing shares* where *LR 21.6.13R(1) or (2)* applies; or

...

...

Category A4 includes:

...

(da) applying for eligibility for *listing of equity shares* under *LR 21*; or

(db) applying for eligibility for *listing of certificates representing shares* under *LR 21*; or

...

...

#### 4 Periodic fees

...

#### 4 Annex UKLA periodic fees for the period from 1 April 2017 to 31 March 2018 14R

Part 1 Base fee
-----------------

Activity group or invoice code (Note 1)	Description	Base fee payable (£)
...		
E.2	Premium listed issuer	<i>A listed issuer of equity shares and certificates representing shares with a premium listing (see Note 2)</i>
5,200		
...		

...

## Annex C

### Amendments to the Decision Procedure and Penalties manual (DEPP)

In this Annex, striking through indicates deleted text.

#### 6 Penalties

...

#### 6.2 Deciding whether to take action

...

- 6.2.16 G The Listing Principles and Premium Listing Principles are set out in *LR 7*. The Listing Principles set out in *LR 7.2.1R* are a general statement of the fundamental obligations of all *listed companies*. In addition to the Listing Principles, the Premium Listing Principles set out in *LR 7.2.1AR* are a general statement of the fundamental obligations of all *listed companies* with a *premium listing of equity shares*. The Listing Principles and Premium Listing Principles derive their authority from the *FCA*'s rule making powers set out in section 73A(1) (Part 6 Rules) of the *Act*. A breach of a Listing Principle or, if applicable, a Premium Listing Principle, will make a *listed company* liable to disciplinary action by the *FCA*.

...

## Annex D

## Amendments to the Listing Rules sourcebook (LR)

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

## 1 Preliminary: All securities

...

### 1.5 Standard and Premium Listing

Standard and premium listing explained

#### 1.5.1 G ...

(3) *Premium listing* exists for:

(a) equity shares of:

(i) commercial companies,

(ii) closed-ended investment funds, ~~and~~

(iii) open-ended investment companies, ~~and~~

(iv) sovereign controlled commercial companies; ~~and~~

(b) certificates representing shares of sovereign controlled commercial companies.

Any other *listing* will be a *standard listing*.

(4) ~~In one case, for~~ In the case of equity shares of a commercial company or equity shares or certificates representing shares of a sovereign controlled 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 shares* and for the transfer of the category of listing of certificates representing shares.

...

Misleading statements about status

1.5.2 R An issuer that is not an issuer with a *premium listing* ~~of its equity shares~~ 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*.

## 1.6 Listing Categories

...

- 1.6.1A 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:

...

(3A) *premium listing (sovereign controlled commercial company)*;

...

...

## 3 Listing Applications: All securities

...

### 3.4 Debt and other securities

...

Documents to be provided 48 hours in advance

- 3.4.4 R ...
- (4) written confirmation of the number of *securities* to be issued (pursuant to a board resolution) [**Note:** if this is not possible, see *LR 3.4.5R*]; and
- (5) any working capital statement required to be published under *LR 21.6.14R* or *LR 21.8.27R(2)*.

...

...

## 5 Suspending, cancelling and restoring listing and reverse takeovers: All securities

...

### 5.2 Cancelling listing

...

Cancellation of listing of ~~equity shares~~ securities with a premium listing

- 5.2.5 R Subject to *LR 5.2.7R*, *LR 5.2.10R*, *LR 5.2.11AR* and *LR 5.2.12R*, an *issuer* with a *premium listing* that wishes the *FCA* to cancel the *listing* of any of its ~~*equity shares*~~ *securities* with a *premium listing* must:
- (1) send a *circular* to the holders of the ~~*shares*~~ *relevant securities*. The *circular* must:
 

...

    - (2) in the case of a cancellation of *listing of equity shares*, obtain, at a general meeting, the prior approval of a resolution for the cancellation from:
      - (a) a majority of not less than 75% of the votes attaching to the *shares* voted on the resolution; and
      - (b) where an *issuer* has a *controlling shareholder*, a majority of the votes attaching to the *shares* of *independent shareholders* voted on the resolution;
    - (2A) in the case of a cancellation of *listing of certificates representing shares*, obtain, at a meeting of the holders of the certificates, the prior approval of a resolution for the cancellation from:
      - (a) a majority of not less than 75% in value of the *certificates representing shares* in issue at the time of the meeting that are voted on the resolution; and
      - (b) where an *issuer* has a *controlling shareholder*, a majority in value of the *certificates representing shares* in issue at the time of the meeting that are:
        - (i) held by holders of certificates other than the *controlling shareholder*; and
        - (ii) that are voted on the resolution;
  - (3) notify a *RIS*, at the same time as the *circular* is despatched to the relevant holders of the ~~*shares*~~ *securities*, of the intended cancellation and of the notice period and meeting; and
  - (4) notify a *RIS* of the passing of the resolution in accordance with *LR 9.6.18R* or (as applicable) *LR 21.8.11R*.
- 5.2.7 R *LR 5.2.5R(2)* and (2A) will not apply where an *issuer* of ~~*equity shares*~~ *securities* notifies a *RIS*:

...

(3) ...

- (b) why the approval of shareholders or, in the case of certificates representing shares, holders of certificates will not be sought prior to the cancellation of *listing*; and

...

...

#### Requirements for cancellation of other securities

- 5.2.8 R An *issuer* that wishes the *FCA* to cancel the *listing* of *listed securities* (other than ~~*equity shares*~~ *securities* with a *premium listing*) 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)* or (2A).

...

#### Cancellation in relation to takeover offers: offeror interested in 50% or less of voting rights

- 5.2.10 R *LR 5.2.5R* does not apply to the cancellation of ~~*equity shares*~~ *securities* with a *premium listing* in the case of a takeover offer if:

...

- 5.2.11 R The *issuer* must notify shareholders and, in the case of certificates representing shares, holders of certificates that the required 75% has been obtained and that the notice period has commenced and of the anticipated date of cancellation, or the explanatory letter or other material accompanying the section 979 notice must state that the notice period has commenced and the anticipated date of cancellation.

#### Cancellation in relation to takeover offers: offeror interested in more than 50% of voting rights

- 5.2.11A R *LR 5.2.5R* does not apply to the cancellation of ~~*equity shares*~~ *securities* with a *premium listing* in the case of a takeover offer if:

...

...

- 5.2.11C R The *issuer* must notify shareholders and, in the case of certificates representing shares, holders of certificates that the relevant thresholds described in *LR 5.2.11AR* (2) to (3) have been obtained and that the notice period has commenced and of the anticipated date of cancellation, or the explanatory letter or other material accompanying the section 979 notice

must state that the notice period has commenced and the anticipated date of cancellation.

...

Cancellation as a result of schemes of arrangement etc

5.2.12 R *LR 5.2.5R and LR 5.2.8R do not apply to the cancellation of equity shares and certificates representing shares as a result of:*

...

...

#### 5.4A **Transfer between listing categories: ~~Equity shares~~**

Application

5.4A.1 R This section applies to an issuer that wishes to transfer ~~its~~ the category of ~~equity shares~~ its listing from:

...

(2A) a standard listing (shares) to a premium listing (sovereign controlled commercial company); or

(2B) a standard listing (certificates representing certain securities) to a premium listing (sovereign controlled commercial company); or

...

(7) a premium listing (commercial company) to a premium listing (sovereign controlled commercial company); or

(8) a premium listing (sovereign controlled commercial company) to a premium listing (commercial company); or

(9) a premium listing (investment company) to a premium listing (sovereign controlled commercial company); or

(10) a premium listing (sovereign controlled commercial company) to a premium listing (investment company); or

(11) a premium listing (sovereign controlled commercial company) to a standard listing (shares); or

(12) a premium listing (sovereign controlled commercial company) to a standard listing (certificates representing certain securities).

...

Initial notification to the FCA

- 5.4A.3 R (1) If an *issuer* wishes to transfer ~~its~~ the category of ~~equity shares~~ its listing it must notify the *FCA* of the proposal.

...

...

Shareholder approval required in certain cases

- 5.4A.4 R (1) This rule applies to a transfer of the *listing* of:
- (a) *equity shares* with a *premium listing* into or out of the category of *premium listing (investment company)*; or
  - (b) ~~a transfer of the listing of equity shares~~ a transfer of the listing of equity shares with a premium listing out of the category of *premium listing (commercial company)*; or
  - (c) equity shares or certificates representing shares with a premium listing out of the category of premium listing (sovereign controlled commercial company) into the category of standard listing (shares) or standard listing (certificates representing certain securities).
- (2) The issuer must:
- (a) send a *circular* to the holders of the *equity shares* or the certificates representing shares, as applicable;
  - (b) notify a *RIS*, at the same time as the ~~circular~~ circular is despatched to the relevant holders of the *equity shares* or the certificates representing shares (as applicable), of the intended transfer and of the notice period and meeting date; and
- ...
- (3) ...
- (b) ...
    - (ii) where an *issuer* has a *controlling shareholder*, a majority of the votes attaching to the *shares* of *independent shareholders* voted on the resolution; or
  - (c) in the case of a transfer of the listing of equity shares with a premium listing (commercial company) into the category of premium listing (sovereign controlled commercial company), the issuer must obtain at a general meeting the prior approval of a resolution for the transfer from:

- (i) a majority of not less than 75% of the votes attaching to the *shares* voted on the resolution; and
  - (ii) where an *issuer* has a *controlling shareholder*, a majority of the votes attaching to the *shares of independent shareholders* voted on the resolution; or
- (d) in the case of a transfer of the *listing of equity shares with a premium listing (sovereign controlled commercial company)* into the category of *standard listing (shares)*, the *issuer* must obtain at a general meeting the prior approval of a resolution for the transfer from:
- (i) a majority of not less than 75% of the votes attaching to the *shares* voted on the resolution; and
  - (ii) where an *issuer* has a *controlling shareholder*, a majority of the votes attaching to the *shares of independent shareholders* voted on the resolution; or
- (e) in the case of a transfer of the *listing of certificates representing shares with a premium listing (sovereign controlled commercial company)* into the category of *standard listing (certificates representing certain securities)*, the *issuer* must obtain, at a meeting of the holders of the certificates, the prior approval of a resolution for the transfer from:
- (i) a majority of not less than 75% in value of the *certificates representing shares in issue at the time of the meeting* that are voted on the resolution; and
  - (ii) where an *issuer* has a *controlling shareholder*, a majority in value of the *certificates representing shares in issue at the time of the meeting* that are:
    - (A) held by holders of certificates other than the *controlling shareholder*; and
    - (B) that are voted on the resolution.

Announcement required in other cases

- 5.4A.5 R (1) This rule applies to any transfer of a *listing of equity shares or certificates representing shares* other than a transfer referred to in LR 5.4A.4R(1).

...

...

## 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 of holders of the relevant securities is required; and

...

...

## Applying for the transfer

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

...

- (2) details of the ~~equity shares~~ securities to which the transfer relates;

...

## Issuer must comply with eligibility requirements

- 5.4A.11 R (1) An *issuer* applying for a transfer of its ~~equity shares~~ securities must comply with all eligibility requirements that would apply if the *issuer* was seeking admission to *listing* of the ~~equity shares~~ securities to the category of *listing* to which it wishes to transfer.

- (2) ...

- (a) to the admission of ~~equity shares~~ securities is to be taken to be a reference to the transfer of the ~~equity shares~~ securities; and

...

## Approval of transfer

- 5.4A.12 R ...
- (3) the *issuer* and the ~~equity shares~~ securities will comply with all eligibility requirements that would apply if the *issuer* was seeking admission to *listing* of the ~~equity shares~~ securities to the category of *listing* to which it wishes to transfer.
- 5.4A.13 G The *FCA* will not generally reassess compliance with eligibility requirements (for example *LR 6.7.1R* (Working capital) if the *issuer* has previously been assessed by the *FCA* as meeting those requirements under

its existing *listing* category when its ~~equity shares~~ securities were listed.

...

Transfer as an alternative to cancellation

...

5.4A.17 **G** There may be situations in which an issuer with a listing of securities in the category of premium listed (sovereign controlled commercial company) no longer has a sovereign controlling shareholder. In those situations, the FCA 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.

...

## 7 Listing Principles and Premium Listing Principles

### 7.1 Application and purpose

Application

7.1.1 R ...

(2) In addition to the Listing Principles referred to in (1), the Premium Listing Principles in LR 7.2.1AR apply to every *listed company* with a *premium listing* ~~of equity shares~~ in respect of all its obligations arising from the *listing rules, disclosure requirements, transparency rules* and *corporate governance rules*.

...

### 7.2 The Listing and Premium Listing Principles

...

7.2.1A R The Premium Listing Principles are as follows:

...	
Premium Listing Principle 2	A <i>listed company</i> must act with integrity towards the holders and potential holders of its <i>premium listed</i> <del>shares</del> <u>securities</u> .
Premium Listing Principle 3	All <i>equity shares</i> in a class that has been admitted to <i>premium listing</i> must carry an equal number of votes on any shareholder vote. <u>In respect of certificates representing shares that have been admitted to premium listing, all the equity shares of the class which the certificates represent</u>



	<u>must carry an equal number of votes on any shareholder vote.</u>
Premium Listing Principle 4	Where a <i>listed company</i> has more than one class of <i>equity <del>shares</del> admitted securities admitted</i> to premium listing, the aggregate voting rights of the <i><del>shares</del> securities</i> in each class should be broadly proportionate to the relative interests of those classes in the equity of the <i>listed company</i> .
Premium Listing Principle 5	A <i>listed company</i> must ensure that it treats all holders of the same class of its <i>premium listed securities</i> and its <i>listed equity shares</i> that are in the same position equally in respect of the rights attaching to those <i>premium listed securities</i> and <i>listed equity shares</i> .
Premium Listing Principle 6	A <i>listed company</i> must communicate information to holders and potential holders of its <i>premium listed securities</i> and its <i>listed equity shares</i> in such a way as to avoid the creation of a false market in those <i>premium listed securities</i> and <i>listed equity shares</i> .

...

- 7.2.4 G In assessing whether the voting rights attaching to different classes of *premium listed ~~shares~~ securities* are proportionate for the purposes of Premium Listing Principle 4, the *FCA* will have regard to the following non-exhaustive list of factors:

...

## 8 Sponsors: Premium listing

...

### 8.2 When a sponsor must be appointed or its guidance obtained

When a sponsor must be appointed

- 8.2.1 R A *company* with, or applying for, a *premium listing* of its *equity ~~shares~~ securities* must appoint a *sponsor* on each occasion that it:
- (1) is required to submit any of the following documents to the *FCA* in connection with an application for *admission* of *equity ~~shares~~ securities* to *premium listing*:
 

...

    - (d) *listing particulars* referred to in *LR 15.3.3R*, ~~*LR 16.3.4R*~~, *LR 21.3.3R* or *LR 21.7.4R* or supplementary *listing*

*particulars; or*

...

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

...

- (4) *a premium listing (commercial company) to a premium listing (investment company); or*
- (5) *a standard listing (shares) to a premium listing (sovereign controlled commercial company); or*
- (6) *a standard listing (certificates representing certain securities) to a premium listing (sovereign controlled commercial company); or*
- (7) *a premium listing (commercial company) to a premium listing (sovereign controlled commercial company); or*
- (8) *a premium listing (sovereign controlled commercial company) to a premium listing (commercial company); or*
- (9) *a premium listing (investment company) to a premium listing (sovereign controlled commercial company); or*
- (10) *a premium listing (sovereign controlled commercial company) to a premium listing (investment company).*

...

### 8.3 Role of a sponsor: general

Responsibilities of a sponsor

8.3.1 R A *sponsor* must in relation to a *sponsor service*:

- (1) referred to in *LR 8.2.1R(1) to (4)*, *LR 8.2.1R(11)*, *LR 8.2.1AR* and, where relevant *LR 8.2.1R(5)*, provide assurance to the *FCA* when required that the responsibilities of the *company* with or applying for a *premium listing* of its ~~*equity shares*~~ *securities* under the *listing rules* have been met;
- (1A) provide to the *FCA* any explanation or confirmation in such form and within such time limit as the *FCA* reasonably requires for the purposes of ensuring that the *listing rules* are being complied with by a *company* with or applying for a *premium listing* of its ~~*equity shares*~~ *securities*; and
- (2) guide the *company* with or applying for a *premium listing* of its ~~*equity shares*~~ *securities* in understanding and meeting its

responsibilities under the *listing rules*, the *disclosure requirements* and the *transparency rules*.

...

8.3.2 G The *sponsor* will be the main point of contact with the *FCA* for any matter referred to in *LR 8.2*. The *FCA* expects to discuss all issues relating to a transaction and any draft or final document directly with the *sponsor*. However, in appropriate circumstances, the *FCA* will communicate directly with the *company* with or applying for a *premium listing* of its ~~*equity shares*~~ *securities*, or its advisers.

8.3.2A G A *sponsor* remains responsible for complying with *LR 8.3* even where a *sponsor* relies on the *company* with or applying for a *premium listing* of its ~~*equity shares*~~ *securities* or a third party when providing an assurance or confirmation to the *FCA*.

...

Principles for sponsors: relations with the *FCA*

...

8.3.5A R If, in connection with the provision of a *sponsor service*, a *sponsor* becomes aware that it, or a *company* with or applying for a *premium listing* of its ~~*equity shares*~~ *securities* is failing or has failed to comply with its obligations under the *listing rules*, the *disclosure requirements* or the *transparency rules*, the *sponsor* must promptly notify the *FCA*.

...

## 8.4 Role of a sponsor: transactions

Application for admission

8.4.1 R *LR 8.4.2R* to *LR 8.4.4G* apply in relation to an application for *admission* of ~~*equity shares*~~ *securities* to *premium listing* if an *applicant* does not have ~~*equity shares*~~ *securities* already admitted to *premium listing*, the conditions in *LR 6.1.1R(1)*, ~~*LR 6.1.1R(2)*~~, *LR 21.2.5R(1)*, *LR 21.2.5R(2)*, *LR 21.6.13R(1)* or *LR 21.6.13R(2)* do not apply and, in connection with the application, the *applicant* is required to submit to the *FCA*:

...

...

New applicants: procedure

8.4.3 R A *sponsor* must:

...

- (3) ensure that all matters known to it which, in its reasonable opinion, should be taken into account by the *FCA* in considering:
- ...
- (b) whether the *admission* of the ~~*equity shares*~~ *securities* would be detrimental to investors' interests;
- ...
- (4) submit a letter to the *FCA* setting out how the *applicant* satisfies the criteria in *LR 2* (Requirements for listing – all securities), *LR 6* (Additional requirements for premium listing (commercial company)) and, if applicable, ~~*LR 15* or *LR 16*~~ *LR 15*, *LR 16* or *LR 21*, no later than when the first draft of the *prospectus* or *listing particulars* is submitted (or, if the *FCA* is not approving a *prospectus* or if it is determining whether a document is an *equivalent document*, at a time to be agreed with the *FCA*).

...

- 8.4.4 G Depending on the circumstances of the case, a *sponsor* providing services to an *applicant* on an application for *admission* to *listing* may have to confirm in writing to the *FCA* that the board of the *applicant* has allotted the ~~*equity shares*~~ *securities*.

[Note: see *LR 3.3.4R*]

...

#### Application for admission: further issues

- 8.4.7 R *LR 8.4.8R* to *LR 8.4.10G* apply in relation to an application for *admission* of ~~*equity shares*~~ *premium listed securities* of an *applicant* that has ~~*equity shares*~~ *securities* already *premium listed* or in circumstances in which *LR 6.1.1R(1)*, ~~*LR 6.1.1R(2)*~~, *LR 21.2.5R(1)*, *LR 21.2.5R(2)*, *LR 21.6.13R(1)* or *LR 21.6.13R(2)* applies.

- 8.4.8 R A *sponsor* must not submit to the *FCA* an application on behalf of an *applicant*, in accordance with *LR 3* (Listing applications), unless it has come to a reasonable opinion, after having made due and careful enquiry, that:

...

- (3) the *directors* of the *applicant* have a reasonable basis on which to make the working capital statement;
- (a) that is, in the case of *equity shares*, required to be included in the *applicant's prospectus* or *listing particulars* and submitted to the *FCA* in accordance with *LR 3.3.2R(2)*; or
- (b) that is, in the case of *certificates representing shares*,

- (i) included in the *applicant's prospectus* or *listing particulars* for the *certificates representing shares* that are being admitted, or
- (ii) required to be published by the *applicant* in accordance with *LR 21.8.27R(2)*.

...

- 8.4.10 G Depending on the circumstances of the case, a *sponsor* providing services to an *applicant* on an application for *admission to listing* may have to confirm in writing to the *FCA* the number of ~~*equity shares*~~ *securities* to be allotted or admitted.

...

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 an issuer with a *premium listing* ~~of *equity shares*~~ that is required to submit to the *FCA* for approval:

...

...

## 8.5 Responsibilities of listed companies

...

Cooperation with sponsors

- 8.5.6 R In relation to the provision of a *sponsor service*, a *company* with or applying for a *premium listing* of its ~~*equity shares*~~ *securities* must cooperate with its *sponsor* by providing the *sponsor* with all information reasonably requested by the *sponsor* for the purpose of carrying out the *sponsor service* in accordance with *LR 8*.

...

## 9 Continuing obligations

### 9.1 Preliminary

Application

- 9.1.1 R This chapter applies to a *company* that has a *premium listing* ~~of *equity shares*~~.

### 9.2 Requirements with continuing application

...

9.2.13A R In relation to the provision of a *sponsor service*, a *company* with a *premium listing* ~~of its equity shares~~ must cooperate with its *sponsor* by providing the *sponsor* with all information reasonably requested by the *sponsor* for the purpose of carrying out the *sponsor service* in accordance with LR 8.

...

Voting on matters relevant to premium listing

9.2.21 R Where the provisions of LR 5.2, LR 5.4A, LR 9.4, LR 9.5, LR 10, LR 11, LR 12 or LR 15 require a shareholder vote to be taken, that vote must be decided by a resolution of the holders of the *listed company's shares* that have been *admitted to premium listing*. Where the provisions of LR 5.2.5R(2), LR 5.4A.4R(3)(b)(ii), LR 5.4A.4R(3)(c)(ii) or LR 9.2.2ER require that the resolution must in addition be approved by the *independent shareholders*, only *independent shareholders* who hold the *listed company's shares* that have been *admitted to premium listing* can vote.

...

**10 Significant transactions: Premium listing**

**10.1 Preliminary**

Application

...

10.1.2 G The purpose of this chapter is to ensure that shareholders of *companies* with ~~*equity shares*~~ *securities listed*:

...

...

**10 The Class Tests**

**Annex  
1G**

...

**The Profits Test: Anomalous Results**

12R	Paragraph 13R applies to a <i>company</i> that has a <i>premium listing</i> <del>of equity shares</del> where:
-----	--

...
-----

13R	A <i>company</i> that has a <i>premium listing</i> <del>of equity shares</del> may:
-----	---

	...	
...		
15G	A <i>company</i> that has a <i>premium listing</i> <del>of equity shares</del> does not have to consult the <i>FCA</i> in accordance with paragraph 10G or 11G before relying on paragraph 13R.	

...

## 11 Related party transactions: Premium listing

### 11.1 Related party transactions

...

11.1.11 R ...

(3) ...

...

(b) ~~LR 11.1.10R(2)(a)~~ and ~~LR 11.1.10R(2)(c)~~ in respect of the aggregated small transactions.

...

## 12 Dealing in own securities and treasury shares: Premium listing

### 12.1 Application

Application

12.1.1 R This chapter applies to a company that has a *premium listing* ~~of equity shares~~.

...

### 12.3 Purchase from a related party

...

12.3.2 R Where a purchase by a listed company of its own equity securities or preference shares is to be made from a related party which is a sovereign controlling shareholder or an associate of a sovereign controlling shareholder, the modifications to LR 11 (Related party transactions) in LR 21.5 (Transactions with related parties: Equity shares) and LR 21.10 (Transactions with related parties: Certificates representing shares) do not apply for the purposes of LR 12.3.1R.

...

## 18 Certificates representing certain securities: Standard listing

**18.1 Application**

- 18.1.1 R This chapter applies in respect of a *standard listing of certificates representing certain securities* and applies to:
- (1) a *depository*; and
  - (2) an *issuer* of the *securities* which are represented by certificates.

...

After LR 20 (Miscellaneous Securities: Standard listing) insert the following new chapter LR 21. The text is not underlined.

**21 Sovereign Controlled Commercial Companies: Premium listing****21.1 Application**

- 21.1.1 R This chapter applies to a *sovereign controlled commercial company* applying for, or with, a *premium listing (sovereign controlled commercial company)*.
- 21.1.2 R *LR 21.2 to LR 21.5* apply in respect of a *premium listing (sovereign controlled commercial company)* of *equity shares*.
- 21.1.3 R *LR 21.6 to LR 21.10* apply in respect of a *premium listing (sovereign controlled commercial company)* of *certificates representing shares* and apply to:
- (1) a *depository*; and
  - (2) an *issuer* of the *equity shares* which are represented by certificates.

**21.2 Requirements for listing: Equity shares**

- 21.2.1 R To be *listed*, an *applicant* must comply with:
- (1) *LR 2* (Requirements for listing: All securities);
  - (2) *LR 6* (Additional requirements for premium listing (commercial company)) except *LR 6.1.1R* and subject to the modifications and additional requirements set out in *LR 21.2.2G to LR 21.2.5R*; and
  - (3) *LR 21.2.6R* and *LR 21.2.7R*.
- 21.2.2 G For the purposes of *LR 21.2.1R(2)*, in *LR 6.4.3G* factors that may indicate that an *applicant* does not satisfy *LR 6.4.1R* also include situations where an *applicant* has granted or may be required to grant security over its business in connection with the funding of a *sovereign controlling shareholder*.



- 21.2.3 R For the purposes of *LR 21.2.1R(2)*, in *LR 6.5* references to a *controlling shareholder* must be read as excluding a *sovereign controlling shareholder*.
- 21.2.4 R For the purposes of *LR 21.2.1R(2)*, in *LR 6.14.5G(2)(c)* the reference to *premium listing (commercial companies)* must be read as a reference to *premium listing (sovereign controlled commercial company)*.
- 21.2.5 R *LR 21.2.1R(2)* does not apply where:
- (1) the *applicant* meets the following conditions:
    - (a) it has an existing *premium listing (sovereign controlled commercial company)* of *equity shares*;
    - (b) it is applying for the *admission* of *equity shares* of the same *class* as the *shares* that have been admitted to *premium listing*; and
    - (c) it is not entering into a transaction classified as a *reverse takeover*; or
  - (2) the following conditions are met:
    - (a) a *company* has an existing *premium listing (sovereign controlled commercial company)* of *equity shares*;
    - (b) the *applicant* is a new *holding company* of the *company* in (a); and
    - (c) the *company* in (a) is not entering into a transaction classified as a *reverse takeover*.
- 21.2.6 R An *applicant* must have a *sovereign controlling shareholder*.
- 21.2.7 R To comply with *LR 21.2.6R*, a State which is a *sovereign controlling shareholder* must be either:
- (1) recognised by the government of the *UK* as a State at the time the application is made; or
  - (2) the *UK*.

### **21.3 Listing applications and procedures: Equity shares**

- 21.3.1 G An *applicant* is required to comply with *LR 3* (Listing applications: All securities).
- Sponsors
- 21.3.2 G An *applicant* that is seeking admission of its *equity shares* is required to

retain a *sponsor* in accordance with LR 8 (Sponsors: Premium listing).

- 21.3.3 R An *applicant* must appoint a *sponsor* on each occasion that it makes an application for *admission of equity shares* which requires the production of *listing particulars*.

## 21.4 Continuing obligations: Equity shares

- 21.4.1 R A *listed company* must comply with:
- (1) LR 9 (Continuing obligations) subject to the modifications and additional requirements set out in LR 21.4.2G to LR 21.4.4R;
  - (2) LR 10 (Significant transactions: Premium listing);
  - (3) LR 12 (Dealing in own securities and treasury shares: Premium listing); and
  - (4) LR 13 (Contents of circulars: Premium listing) subject to the modifications set out in LR 21.4.3R.
- 21.4.2 G For the purposes of LR 21.4.1R(1), in LR 9.2.2AAG factors that may indicate that a *listed company* does not satisfy LR 9.2.2AR also include situations where a *listed company* has granted or may be required to grant security over its business in connection with the funding of a *sovereign controlling shareholder*.
- 21.4.3 R For the purposes of LR 21.4.1R(1) and LR 21.4.1R(4), references to *controlling shareholder* must be read as excluding a *sovereign controlling shareholder* in, or for the purposes of, the following:
- (1) LR 9.2.2ABR and LR 9.2.2ACG;
  - (2) LR 9.2.2ADR(1);
  - (3) LR 9.2.2BR;
  - (4) LR 9.2.2CR;
  - (5) LR 9.2.2GR and LR 9.2.2HG;
  - (6) LR 9.8.4 R(11);
  - (7) LR 9.8.4R(14); and
  - (8) LR 13.8.18R.
- 21.4.4 R For the purposes of LR 21.4.1R(1):
- (1) in the second sentence of LR 9.2.21R the reference to the provisions of LR 5.4A.4R(3)(b)(ii) and LR 5.4A.4R(3)(c)(ii) must be read as a

reference to the provisions of *LR 5.4A.4R(3)(d)(ii)*;

- (2) in *LR 9.2.26G* the reference to *LR 9.2* must be read as a reference to *LR 9.2* as modified by *LR 21.4*; and
- (3) in *LR 9.8.4CR* the reference to *LR 9.8.4R* must be read as a reference to *LR 9.8.4R* as modified by *LR 21.4.3R*.

- 21.4.5 G Where a purchase by a *listed company* of its own *equity securities* or *preference shares* is to be made from a *related party* which is a *sovereign controlling shareholder* or an *associate* of a *sovereign controlling shareholder*, the *listed company* should note *LR 12.3.2R*.

Additional requirements: sovereign controlling shareholder

- 21.4.6 R A *listed company* must at all times have a *sovereign controlling shareholder*.
- 21.4.7 R To comply with *LR 21.4.6R*, a State which is a *sovereign controlling shareholder* must be either:
- (1) recognised by the government of the *UK* as a State; or
  - (2) the *UK*.
- 21.4.8 R A *listed company* must notify the *FCA* without delay if it no longer complies with the continuing obligation set out in *LR 21.4.6R*.
- 21.4.9 G Where a *listed company* is unable to comply with the continuing obligation set out in *LR 21.4.6R*, it should consider seeking a cancellation of *listing* or applying for a transfer of its *listing* category. In particular, the *listed company* should note *LR 5.2.2G(2)* and *LR 5.4A.17G*.

Sponsors

- 21.4.10 G A *listed company* should consider the requirements in *LR 8.2* (When a sponsor must be appointed or its guidance obtained) and *LR 8.5* (Responsibilities of listed companies), subject to the modification to *LR 8.2.3R* in *LR 21.5.3R*.

## 21.5 Transactions with related parties: Equity shares

- 21.5.1 R A *listed company* must comply with *LR 11* (Related party transactions: Premium listing) subject to the modifications in *LR 21.5.2R*.
- 21.5.2 R For the purposes of *LR 21.5.1R*, in the case of a *related party* which is a *sovereign controlling shareholder* or an *associate* of a *sovereign controlling shareholder*:
- (1) the following provisions do not apply:

- (a) *LR 11.1.1AR to LR 11.1.1ER*;
  - (b) *LR 11.1.7R(2) to LR 11.1.7R(4)*;
  - (c) *LR 11.1.7CR and LR 11.1.8G*;
  - (d) *LR 11.1.10R(2)(b)*; and
  - (e) *LR 11.1.11R(3)(a)*;
- (2) the following provisions are modified as follows:
- (a) *LR 11.1.7AR* must be read as if the words “after obtaining shareholder approval but” are omitted;
  - (b) *LR 11.1.9G* must be read as follows:
    - (i) the reference to *LR 11.1.7R* must be read as a reference to *LR 11.1.7R* as modified by *LR 21.5.2R(1)*; and
    - (ii) as if the words “and *LR 11.1.8G*” are omitted;
  - (c) *LR 11.1.11R(1)* must be read as if the words “and the transactions or arrangements have not been approved by shareholders” are replaced by “and *LR 11.1.11R(2)* as modified by *LR 21.5.2R(2)(d)* has not been complied with in relation to these transactions or arrangements”; and
  - (d) *LR 11.1.11R(2)* must be read as follows:
    - (i) as if the first sentence is omitted and replaced by the following sentence “If any *percentage ratio* is 5% or more for the aggregated transactions or arrangements, the *listed company* must comply with *LR 11.1.7R* as modified by *LR 21.5.2R(1)* in respect of the latest transaction or arrangement, and details of each of the transactions or arrangements being aggregated must be included in the notification required by *LR 11.1.7R(1)*.”; and
    - (ii) as if the “Note” is omitted.

21.5.3 R The requirement in *LR 8.2.3R* to obtain the guidance of a sponsor does not apply where a *listed company* is proposing to enter into a transaction which is, or may be, a *related party transaction* and the *related party* concerned is a *sovereign controlling shareholder* or an *associate* of a *sovereign controlling shareholder*, unless the *related party transaction* is, or may be, a purchase by the *listed company* of its own *equity securities* or *preference shares*.

- 21.5.4 G Where a purchase by a *listed company* of its own *equity securities* or *preference shares* is to be made from a *related party* which is a *sovereign controlling shareholder* or an *associate* of a *sovereign controlling shareholder*, the *listed company* should note LR 12.3.2R.

## 21.6 Requirements for listing: Certificates representing shares

Issuer of equity shares is taken to be the issuer

- 21.6.1 R If an application is made for the *admission of certificates representing shares*:
- (1) the *issuer* of the *equity shares* which the certificates represent is the *issuer* for the purpose of the *listing rules*; and
  - (2) the application will be dealt with as if it were an application for the *admission of the equity shares*.

Certificates representing shares

- 21.6.2 R For *certificates representing shares* to be admitted to *listing*, an *issuer* of the *equity shares* which the certificates represent must comply with LR 21.6.3R to LR 21.6.8R.
- 21.6.3 R An *issuer* must be:
- (1) duly incorporated or otherwise validly established according to the relevant laws of its place of incorporation or establishment; and
  - (2) operating in conformity with its *constitution*.

[Note: article 42 of CARD]

- 21.6.4 R For the certificates to be *listed*, the *equity shares* which the certificates represent must:
- (1) conform with the law of the *issuer's* place of incorporation;
  - (2) be duly authorised according to the requirements of the *issuer's constitution*; and
  - (3) have any necessary statutory or other consents.

[Note: article 45 of CARD]

- 21.6.5 R (1) For the certificates to be *listed*, the *equity shares* which the certificates represent must be freely transferable.

[Note: article 46 of CARD]

- (2) For the certificates to be *listed*, the *equity shares* which the certificates represent must be fully paid and free from all liens and from any restriction on the right of transfer (except any restriction imposed for failure to comply with a notice under section 793 of the Companies Act 2006 (Notice by company requiring information about interests in its shares)).
- 21.6.6 G The *FCA* may modify *LR 21.6.5R* to allow partly paid *equity shares* if it is satisfied that their transferability is not restricted and investors have been provided with appropriate information to enable dealings in the *equity shares* to take place on an open and proper basis.
- [**Note:** article 46 of *CARD*]
- 21.6.7 G The *FCA* may, in exceptional circumstances, modify or dispense with *LR 21.6.5R* where the *issuer* has the power to disapprove the transfer of *equity shares* if the *FCA* is satisfied that this power would not disturb the market in those *equity shares*.
- 21.6.8 R (1) For the certificates to be *listed*, the *applicant* must demonstrate that the rights attaching to the *equity shares* which the certificates represent are capable of being exercised by the holders of the certificates as if they were the holders of the relevant *equity shares*.
- (2) For the certificates to be *listed*, the *applicant* must demonstrate that it has arrangements in place which enable the holders of the certificates to exercise the rights attaching to the *equity shares* which the certificates represent as if they were the holders of the relevant *equity shares*.

#### Additional requirements for the issuer

- 21.6.9 R For *certificates representing shares* to be admitted to *listing*, an *issuer* must comply with:
- (1) *LR 6* (Additional requirements for premium listing (commercial company)) except *LR 6.1.1R* and *LR 6.14.1R* to *LR 6.15.1R* and subject to the modifications and additional requirements set out in *LR 21.6.10G* to *LR 21.6.13R*; and
- (2) *LR 21.6.14R* to *LR 21.6.21R*.
- 21.6.10 G For the purposes of *LR 21.6.9R(1)*, in *LR 6.4.3G* factors that may indicate that an *applicant* does not satisfy *LR 6.4.1R* also include situations where an *applicant* has granted or may be required to grant security over its business in connection with the funding of a *sovereign controlling shareholder*.
- 21.6.11 R For the purposes of *LR 21.6.9R(1)*, in *LR 6.5* references to a *controlling shareholder* must be read as excluding a *sovereign controlling shareholder*.
- 21.6.12 R For the purposes of *LR 21.6.9R(1)*, references to *shares* or *equity shares* must be read as references to *certificates representing shares* in the

following:

- (1) *LR 6.3.2G(2)*;
- (2) *LR 6.4.2G*;
- (3) *LR 6.5.2G*;
- (4) *LR 6.6.2G*;
- (5) *LR 6.7.1R*;
- (6) *LR 6.10.1R*;
- (7) *LR 6.10.2R*;
- (8) *LR 6.10.3R(1)*;
- (9) *LR 6.11.1R*; and
- (10) *LR 6.12.1R*.

21.6.13 R *LR 21.6.9R(1)* does not apply where:

- (1) the *applicant* meets the following conditions:
  - (a) it has an existing *premium listing (sovereign controlled commercial company)* of *certificates representing shares*;
  - (b) it is applying for the *admission* of *certificates representing shares* of the same *class* as the certificates that have been admitted to *premium listing*; and
  - (c) it is not entering into a transaction classified as a *reverse takeover*; or
- (2) the following conditions are met:
  - (a) a *company* has an existing *premium listing (sovereign controlled commercial company)* of *certificates representing shares*;
  - (b) the *applicant* is a new *holding company* of the *company* in (a); and
  - (c) the *company* in (a) is not entering into a transaction classified as a *reverse takeover*.

21.6.14 R If the *prospectus* or *listing particulars* for the *certificates representing shares* that are being admitted does not include a working capital statement which demonstrates that *LR 6.7.1R* is satisfied, then:

- (1) an *applicant* must prepare and publish a working capital statement which demonstrates that *LR 6.7.1R* is satisfied;
  - (2) the working capital statement required by paragraph (1) must be prepared in accordance with item 3.1 of Annex 3 of the *PD Regulation*; and
  - (3) the working capital statement required by paragraph (1) must be published at the same time as the *prospectus* or *listing particulars*, as applicable.
- 21.6.15 R A working capital statement published for the purposes of *LR 21.6.14R* must be published by means of a *RIS*.
- 21.6.16 R An *applicant* must have a *sovereign controlling shareholder*.
- 21.6.17 R To comply with *LR 21.6.16R*, a State which is a *sovereign controlling shareholder* must be either:
- (1) recognised by the government of the *UK* as a State at the time the application is made; or
  - (2) the *UK*.

#### Certificates in public hands

- 21.6.18 R
- (1) If an application is made for the *admission* of a *class* of *certificates representing shares*, a sufficient number of certificates must, no later than the time of *admission*, be distributed to the public in one or more *EEA States*.
  - (2) For the purposes of paragraph (1), account may also be taken of holders in one or more states that are not *EEA States*, if the certificates are listed in the state or states.
  - (3) For the purposes of paragraph (1), a sufficient number of certificates will be taken to have been distributed to the public when 25% of the certificates for which application for *admission* has been made are in public hands.
  - (4) For the purposes of paragraphs (1), (2) and (3), certificates are not held in public hands if they are:
    - (a) held directly or indirectly by:
      - (i) a *director* of the *applicant* or of any of its *subsidiary undertakings*; or
      - (ii) a *person* connected with a *director* of the *applicant* or of any of its *subsidiary undertakings*; or



- (iii) the trustees of any *employees' share scheme* or pension fund established for the benefit of any *directors* and *employees* of the *applicant* and its *subsidiary undertakings*; or
- (iv) any *person* who under any agreement has a right to nominate a *person* to the board of *directors* of the *applicant*; or
- (v) any *person* or *persons* in the same *group* or *persons* acting in concert who have an interest in 5% or more of the certificates of the relevant *class*; or

(b) subject to a lock-up period of more than 180 calendar days.

[**Note:** article 48 of *CARD*]

- 21.6.19 G (1) The *FCA* may modify *LR* 21.6.18R to accept a percentage lower than 25% if it considers that the market will operate properly with a lower percentage in view of the large number of certificates of the same *class* and the extent of their distribution to the public.

[**Note:** article 48 of *CARD*]

- (2) In considering whether to grant a modification, the *FCA* may take into account the following specific factors:
- (a) certificates of the same *class* that are held (even though they are not listed) in states that are not *EEA States*;
  - (b) the number and nature of the public holders of certificates; and
  - (c) in relation to *premium listing (sovereign controlled commercial company)* whether the expected market value of the certificates in public hands at *admission* exceeds £100 million.

- 21.6.20 G When calculating the number of certificates for the purposes of *LR* 21.6.18R(4)(a)(v), holdings of *investment managers* in the same *group* where investment decisions are made independently by the individual in control of the relevant fund and those decisions are unfettered by the group to which the *investment manager* belongs will be disregarded.

Certificates of a non-EEA company

- 21.6.21 R The *FCA* will not admit *certificates representing shares* of an *applicant* incorporated in a *non-EEA State* where the *class of equity shares* which the certificates represent is not listed either in its country of incorporation or in the country in which a majority of its *equity shares* are held, unless the *FCA* is satisfied that the absence of listing is not due to the need to protect investors.

[Note: article 51 of CARD]

Additional requirements for the certificates

- 21.6.22 R (1) To be *listed*, the *certificates representing shares* must satisfy the requirements set out in LR 2.2.2R and LR 2.2.4R to LR 2.2.11R.
- (2) For this purpose, in those *rules* references to *securities* must be read as references to the *certificates representing shares* for which application for *listing* is made.
- 21.6.23 R To be *listed*, the *certificates representing shares* must be admitted to trading on a *regulated market* for *listed securities* operated by a *RIE*.
- 21.6.24 R To be *listed*, the *certificates representing shares* must not impose obligations on the *depository* that issues the certificates except to the extent necessary to protect the certificate holders' rights to, and the transmission of entitlements of, the *equity shares*.

Additional requirements for a depository

- 21.6.25 R A *depository* that issues *certificates representing shares* must maintain adequate arrangements to safeguard certificate holders' rights to the *equity shares* to which the certificates relate, and to all rights relating to the *equity shares* and all money and benefits that it may receive in respect of them, subject only to payment of the remuneration and proper expenses of the *issuer* of the certificates.
- 21.6.26 G The requirement to maintain adequate arrangements to safeguard all rights relating to the *equity shares* includes enabling the holders of the *certificates representing shares* to exercise the votes attaching to the *equity shares* to which the certificates relate. A *depository* must not vote or attempt to exercise the votes attaching to the *equity shares* to which the certificates relate except pursuant to and in accordance with instructions from the holders of the *certificates representing shares*.

**21.7 Listing applications and procedures: Certificates representing shares**

- 21.7.1 R An *applicant* for *admission* of *certificates representing shares* must comply with LR 3.2 and LR 3.4.4R to LR 3.4.6R subject to the modification and additional requirement set out in LR 21.7.2R.
- 21.7.2 R In addition to the documents referred to in LR 3.4.6R, an *applicant* for *admission* of *certificates representing shares* must keep a copy of the executed deposit agreement for six years after the *admission* of the relevant certificates.

Sponsors

- 21.7.3 G An *applicant* that is seeking *admission* of *certificates representing shares* is required to retain a *sponsor* in accordance with LR 8 (Sponsors: Premium listing).
- 21.7.4 R An *applicant* must appoint a *sponsor* on each occasion that it makes an application for *admission* of *certificates representing shares* which requires the production of *listing particulars*.

## 21.8 Continuing obligations: Certificates representing shares

Compliance with LR 9 (Continuing obligations)

- 21.8.1 R A *listed company* must comply with LR 9 (Continuing obligations) except:
- (1) LR 9.2.1R to LR 9.2.2R;
  - (2) LR 9.2.5G to LR 9.2.6BR;
  - (3) LR 9.2.15R to LR 9.2.15AG;
  - (4) LR 9.2.21R to LR 9.2.22G; and
  - (5) LR 9.2.26G; and
- subject to the modifications and additional requirements set out in LR 21.8.2R to LR 21.8.12R.
- 21.8.2 R For the purposes of LR 21.8.1R, references to the *listed company* or the *issuer* must be read as references to the *issuer* of the *equity shares* which the certificates represent in LR 9.
- 21.8.2A R For the purposes of LR 21.8.1R, in LR 9.2.23R the reference to LR 9.2.21R should be read as a reference to LR 21.8.22R.
- 21.8.3 G For the purposes of LR 21.8.1R, in LR 9.2.2AAG factors that may indicate that a *listed company* does not satisfy LR 9.2.2AR also include situations where a *listed company* has granted or may be required to grant security over its business in connection with the funding of a *sovereign controlling shareholder*.
- 21.8.4 R For the purposes of LR 21.8.1R, references to *controlling shareholder* must be read as excluding a *sovereign controlling shareholder* in, or for the purposes of, the following:
- (1) LR 9.2.2ABR and LR 9.2.2ACG;
  - (2) LR 9.2.2ADR(1);
  - (3) LR 9.2.2BR;

- (4) *LR 9.2.2CR*;
  - (5) *LR 9.2.2GR* and *LR 9.2.2HG*;
  - (6) *LR 9.8.4 R(11)*; and
  - (7) *LR 9.8.4R(14)*.
- 21.8.5 G For the purposes of obtaining the shareholder approvals required by:
- (1) *LR 9.2.2ER*;
  - (2) *LR 9.2.2FR*;
  - (3) *LR 9.4.1R(2)*;
  - (4) *LR 9.4.4R(2)*; and
  - (5) *LR 9.5.10R(3)(a)*,
- a listed company* is required under *LR 21.8.13R* to ensure that the holders of its *certificates representing shares* are able to exercise the votes attaching to the *equity shares* which the certificates represent on any shareholder vote.
- 21.8.6 G For the purposes of *LR 9.3.11R* the *listed company* is required under *LR 21.8.13R* to ensure that, where the offer is made to holders of the *class* of *equity shares* which the certificates represent, the holders of its *certificates representing shares* have an equal opportunity to participate in the offer.
- 21.8.7 R For the purposes of *LR 21.8.1R*, *LR 9.5* is modified as follows:
- (1) in *LR 9.5.1R(4)* the *equity securities* which are the subject of the *rights issue* must be of the same *class* as the *equity shares* which are represented by the *listed certificates representing shares*;
  - (2) *LR 9.5.3G* does not apply;
  - (3) in *LR 9.5.10R(1)*:
    - (a) the reference to a *class* already *listed* must be read as a reference to a *class* of *equity shares* which the *listed* certificates represent; and
    - (b) for the purposes of *LR 9.5.10R*, if the *equity shares* are not listed, then the middle market price of those *equity shares* shall be determined by reference to the middle market price of the *listed certificates representing shares*; and
  - (4) a *listed company* must comply with the requirements in *LR 9.5.15R* and *LR 9.5.16R* so far as relevant to *certificates representing shares*.
- 21.8.8 G For the purposes of *LR 21.8.1R*, in *LR 9.5* the *listed company* is required

under LR 21.8.13R to ensure that in relation to:

- (1) any *rights issue*; or
- (2) any *open offer* where the offer relates to the *class* of *equity shares* which the certificates represent,

the holders of its *certificates representing shares* have an equal opportunity to participate in the *rights issue* or *open offer*.

- 21.8.9 R In addition to complying with LR 9.6.2R, a *listed company* must also forward to the FCA, for publication through the *document viewing facility*, two copies of all resolutions passed by the holders of the *listed certificates representing shares*. It must also comply with the notification requirements set out in LR 9.6.3R in relation to such resolutions.
- 21.8.10 R For the purposes of LR 21.8.1R:
- (1) in LR 9.6.4R(3) the reference to *listed shares* must be read as a reference to *equity shares* of the *class* which the certificates represent; and
  - (2) in LR 9.8.4CR the reference to LR 9.8.4R must be read as a reference to LR 9.8.4R as modified by LR 21.8.4R.
- 21.8.11 R In addition to complying with LR 9.6.18R, a *listed company* must also notify a *RIS* as soon as possible after a meeting of the holders of the *listed certificates representing shares* of all resolutions passed by the holders.
- 21.8.12 R In addition to complying with LR 9.7A.2R, a *listed company* must comply with the notification requirements in LR 9.7A.2R in respect of the *equity shares* which the certificates represent.

Additional requirements: exercise of rights attaching to the equity shares which the certificates represent

- 21.8.13 R
- (1) The rights attaching to the *equity shares* which the certificates represent must at all times be capable of being exercised by the holders of the certificates as if they were the holders of the relevant *equity shares*.
  - (2) A *listed company* must at all times have in place arrangements which enable the holders of the certificates to exercise the rights attaching to the *equity shares* which the certificates represent as if they were the holders of the relevant *equity shares*.
  - (3) Every *circular* which is sent by a *listed company* to the holders of the *equity shares* which the certificates represent must be sent to the holders of its *certificates representing shares* at the same time as the *circular* is despatched to the holders of those *equity shares*.

Additional requirements: compliance with the disclosure requirements and transparency rules

- 21.8.14 G A *listed company*, whose *certificates representing shares* are admitted to trading on a *regulated market* in the *United Kingdom*, should consider its obligations under the *disclosure requirements*.
- 21.8.15 R A *listed company* that is not already required to comply with the obligations referred to under article 17 of the *Market Abuse Regulation* must comply with those obligations as if it were an *issuer* for the purposes of the *disclosure requirements* and *transparency rules* subject to article 22 of the *Market Abuse Regulation*.
- 21.8.16 G A *listed company*, whose *certificates representing shares* 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), *DTR 6* (Continuing obligations and access to information) and *DTR 7* (Corporate governance).
- 21.8.17 R A *listed company* that is not already required to comply with *DTR 4*, *DTR 5* and *DTR 6* (or with corresponding requirements imposed by another *EEA Member State*) must comply with *DTR 4*, *DTR 5* and *DTR 6* as if it were an *issuer of shares* for the purposes of the *transparency rules*.

Additional requirements: certificates in public hands and admission to trading

- 21.8.18 R A *listed company* must comply with *LR 21.6.18R* at all times.
- 21.8.19 G Where the *FCA* has modified *LR 21.6.18R* to accept a percentage lower than 25% on the basis that the market will operate properly with a lower percentage, but the *FCA* considers that in practice the market for the *certificates representing shares* is not operating properly, the *FCA* may revoke the modification in accordance with *LR 1.2.1R(4)*.
- 21.8.20 R A *listed company* must comply with *LR 21.6.23R* at all times.
- 21.8.21 R A *listed company* must inform the *FCA* in writing as soon as possible if it has:
- (1) requested a *RIE* to admit or re-admit any of its *listed certificates representing shares* to trading; or
  - (2) requested a *RIE* to cancel or suspend trading of any of its *listed certificates representing shares*; or
  - (3) been informed by a *RIE* that trading of any of its *listed certificates representing shares* will be cancelled or suspended.

Additional requirements: voting on matters relevant to premium listing

- 21.8.22 R (1) Where pursuant to *LR 21.8*, *LR 21.9* or *LR 21.10* the provisions of

*LR 9.4, LR 9.5, LR 10, LR 11 or LR 12* require a shareholder vote to be taken, that vote must be decided by a resolution of the holders of the *class of equity shares* which the certificates that have been admitted to *premium listing* represent.

- (2) Where pursuant to *LR 21.8* the provisions of *LR 9.2.2ER* require that the resolution must in addition be approved by the *independent shareholders*, only:
- (a) *independent shareholders* who hold *equity shares* of the *class* which the certificates that have been admitted to *premium listing* represent; and
  - (b) holders of certificates admitted to *premium listing* who would be *independent shareholders* within (a) if they held the *equity shares* which the certificates represent;

can vote.

- (3) Where the provisions of *LR 5.2* or *LR 5.4A* require a vote of the holders of the certificates to be taken, that vote must be decided by a resolution of the holders of the *listed company's certificates representing shares* that have been admitted to *premium listing*.
- (4) Where the provisions of *LR 5.2.5R(2A)* or *LR 5.4A.4R(3)(e)(ii)* require that the resolution must in addition be approved by holders of certificates other than the *controlling shareholder*, only holders of the *listed company's certificates representing shares* that have been admitted to *premium listing* can vote.

- 21.8.23 G (1) In the case of a shareholder vote referred to in *LR 21.8.22R(1)* the *listed company* is required under *LR 21.8.13R* to ensure that the holders of the *listed certificates representing shares* are able to exercise the votes attaching to the *equity shares* which the certificates represent on any shareholder vote.
- (2) The purpose of *LR 21.8.22R(2)* is to ensure that the election or re-election of *independent directors* must be approved by the *independent shareholders* as a class. That class includes those persons whose entitlement to vote on the election of the *independent directors* arises as a result of their holding of *certificates representing shares* that have been admitted to *premium listing*. Accordingly, in the case of approval by the *independent shareholders* referred to in *LR 21.8.22R(2)* the *listed company* is required under *LR 21.8.13R* to ensure that the holders of the *listed certificates representing shares* are able to exercise the votes attaching to the *equity shares* which the certificates represent in relation to any such approval.

- 21.8.24 G Where the provisions of *LR 5.2.5R(2A)* or *LR 5.4A.4R(3)(e)(ii)* require that the resolution must in addition be approved by holders of certificates other

than the *controlling shareholder*, the *controlling shareholder* will include a *sovereign controlling shareholder*.

- 21.8.25 G The *FCA* may modify the operation of *LR 21.8.22R* in exceptional circumstances, for example to accommodate the operation of:
- (1) special share arrangements designed to protect the national interest;
  - (2) dual-listed company voting arrangements; and
  - (3) voting rights attaching to *preference shares* or similar *securities* that are in arrears.
- 21.8.26 G Where a *listed company* is unable to comply with a continuing obligation set out in:
- (1) *LR 9.2* as modified by *LR 21.8*; or
  - (2) *LR 21.8.13R* to *LR 21.8.25G*,
- it should consider seeking a cancellation of *listing* or applying for a transfer of its *listing* category. In particular, the *listed company* should note *LR 5.2.2G(2)* and *LR 5.4A.16G*.

Additional requirements: working capital statement

- 21.8.27 R In relation to an application for *admission* of *certificates representing shares* of an *applicant* that has *certificates representing shares* already listed:
- (1) an *applicant* must satisfy the *FCA* that it and its *subsidiary undertakings* (if any) have sufficient working capital available for the *group's* requirements for at least the next 12 months from the date of publication of the *prospectus* or *listing particulars* for the *certificates representing shares* that are being admitted; and
  - (2) if the *prospectus* or *listing particulars* for the *certificates representing shares* that are being admitted does not include a working capital statement which demonstrates that the requirement under paragraph (1) is satisfied, then:
    - (a) an *applicant* must prepare and publish a working capital statement which demonstrates that the requirement under paragraph (1) is satisfied;
    - (b) the working capital statement required by paragraph (a) must be prepared in accordance with item 3.1 of Annex 3 of the *PD Regulation*; and
    - (c) the working capital statement required by paragraph (a) must be published at the same time as the *prospectus* or *listing particulars*, as applicable.



- 21.8.28 R A working capital statement published for the purposes of *LR 21.8.27R* must be published by means of a *RIS*.

Additional requirements: sovereign controlling shareholder

- 21.8.29 R A *listed company* must at all times have a *sovereign controlling shareholder*.
- 21.8.30 R To comply with *LR 21.8.29R*, a State which is a *sovereign controlling shareholder* must be either:
- (1) recognised by the government of the *UK* as a State; or
  - (2) the *UK*.
- 21.8.31 R A *listed company* must notify the *FCA* without delay if it no longer complies with the continuing obligation set out in *LR 21.8.29R*.
- 21.8.32 G Where a *listed company* is unable to comply with the continuing obligation set out in *LR 21.8.29R*, it should consider seeking a cancellation of *listing* or applying for a transfer of its *listing* category. In particular, the *listed company* should note *LR 5.2.2G(2)* and *LR 5.4A.17G*.

Change of depositary

- 21.8.33 R Prior to any change of the *depositary* of *certificates representing shares*, the new *depositary* must satisfy the *FCA* that it meets the requirements of *LR 21.6.22R* to *LR 21.6.26G*.

Notification of change of depositary

- 21.8.34 R
- (1) An *issuer* of *equity shares* represented by *listed certificates representing shares* must notify a *RIS* of any change of *depositary*.
  - (2) The notification required by paragraph (1) must be made as soon as possible and in any event by 7:30 a.m. on the *business day* following the change of *depositary*, and must contain the following information:
    - (a) the name, registered office and principal administrative establishment if different from the registered office of the *depositary*;
    - (b) the date of incorporation and length of life of the *depositary*, except where indefinite;
    - (c) the legislation under which the *depositary* operates and the legal form which it has adopted under the legislation; and
    - (d) any changes to the information regarding the *certificates representing shares*.

## Sponsors

- 21.8.35 G A *listed company* should consider the requirements in *LR 8.2* (When a sponsor must be appointed or its guidance obtained) and *LR 8.5* (Responsibilities of listed companies), subject to the modification to *LR 8.2.3R* in *LR 21.10.5R*.

**21.9 Transactions and circulars: certificates representing shares**Compliance with *LR 10* (Significant transactions: Premium listing)

- 21.9.1 R A *listed company* must comply with *LR 10* (Significant transactions: Premium listing) subject to the modifications and additional requirements set out in *LR 21.9.2G* to *LR 21.9.9R*.
- 21.9.2 G Where a *company* has *certificates representing shares listed*, the purpose of *LR 10* is also to ensure that holders of *certificates representing shares*:
- (1) are notified of certain transactions entered into by the *listed company*; and
  - (2) have the opportunity to vote on larger proposed transactions.
- 21.9.3 R For the purposes of *LR 21.9.1R*, references to the *listed company* or the *issuer* must be read as references to the *issuer* of the *equity shares* which the certificates represent in *LR 10*.
- 21.9.4 R For the purposes of *LR 21.9.1R*, in *LR 10.2.7R(1)(b)* the figure used to determine the market capitalisation of the *listed company* is calculated as follows:
- (1) where the *class* of *equity shares* which the certificates represent is listed, the aggregate market value of all the *equity shares* which are listed (excluding *treasury shares*); and
  - (2) where the *class* of *equity shares* which the certificates represent is not listed:
    - (a) by dividing the aggregate market value of all the *equity shares* which are represented by the certificates in issue by the number of *equity shares* represented by the certificates; and
    - (b) then multiplying the result by the total number of *equity shares* in the *class* of the *equity shares* which the certificates represent (excluding *treasury shares*).
- 21.9.5 G A *listed company* is required under *LR 21.8.13R(3)* to ensure that any *circular* which is sent to shareholders pursuant to *LR 10.5.1R(2)* or *LR 10.5.4R(1)(b)* is sent to holders of its *certificates representing shares* at the

same time as the *circular* is despatched to shareholders.

- 21.9.6 G For the purposes of obtaining the prior shareholder approval required by *LR* 10.5.1R, a *listed company* is required under *LR* 21.8.13R to ensure that the holders of its *certificates representing shares* are able to exercise the votes attaching to the *equity shares* which the certificates represent on any shareholder vote.
- 21.9.7 G For the purposes of *LR* 21.9.1R, in *LR* 10.5.5G it may also be necessary to adjourn a convened shareholder meeting if a supplementary *circular* cannot be sent to holders of *listed certificates representing shares* at least 7 days prior to the convened shareholder meeting as required by *LR* 13.1.9R.
- 21.9.8 R For the purposes of *LR* 21.9.1R, paragraph 5R(5) of Annex 1 to *LR* 10 (Significant transactions: Premium listing) does not apply and, for the purposes of paragraph 5R(1) of Annex 1, the figure used to determine market capitalisation is calculated as at the close of business on the last *business day* before the announcement as follows:
- (1) where the *class* of *equity shares* which the certificates represent is listed, the aggregate market value of all the *equity shares* which are listed (excluding *treasury shares*); and
  - (2) where the *class* of *equity shares* which the certificates represent is not listed:
    - (a) by dividing the aggregate market value of all the *equity shares* which are represented by the certificates in issue by the number of *equity shares* represented by the certificates; and
    - (b) then multiplying the result by the total number of *equity shares* in the *class* of the *equity shares* which the certificates represent (excluding *treasury shares*).
- 21.9.9 R For the purposes of *LR* 21.9.1R, in paragraphs 7R(4)(a) and 7R(5)(a) of Annex 1 to *LR* 10 the market value of the *listed company's shares* is to be calculated as follows:
- (1) where the *class* of *equity shares* which the certificates represent is listed, the aggregate market value of all the *equity shares* which are listed (excluding *treasury shares*); and
  - (2) where the *class* of *equity shares* which the certificates represent is not listed:
    - (a) by dividing the aggregate market value of all the *equity shares* which are represented by the certificates in issue by the number of *equity shares* represented by the certificates; and
    - (b) then multiplying the result by the total number of *equity shares* in the *class* of the *equity shares* which the certificates represent

(excluding *treasury shares*).

Compliance with LR 12 (Dealing in own securities and treasury shares: Premium listing)

- 21.9.10 R A *listed company* must comply with all the requirements of LR 12 (Dealing in own securities and treasury shares: Premium listing) subject to the modifications and additional requirements set out in LR 21.9.11R to LR 21.9.17G.
- 21.9.11 R For the purposes of LR 21.9.10R, in LR 12:
- (1) references to the *listed company* must be read as references to the *issuer* of the *equity shares* which the certificates represent; and
  - (2) the reference in the definition of *tender offer* to a *class* of its *listed equity securities* must be read as a reference to a *class* of *equity shares* which the certificates represent.
- 21.9.12 G In relation to the requirement set out in LR 12.3.1R(1), the *listed company* is required under LR 21.8.13R to ensure that, where the *tender offer* is made to holders of the *class* of *equity shares* which the certificates represent, the holders of its *certificates representing shares* have an equal opportunity to participate in the *tender offer*.
- 21.9.13 G Where a purchase by a *listed company* of its own *equity securities* or *preference shares* is to be made from a *related party* which is a *sovereign controlling shareholder* or an *associate* of a *sovereign controlling shareholder*, the *listed company* should note LR 12.3.2R.
- 21.9.14 G For the purposes of LR 21.9.10R, in relation to the requirement set out in LR 12.4.2R (for purchases by the *listed company* of 15% or more of any *class* of its *equity shares* to be by way of a *tender offer* to all shareholders of that *class*), the *listed company* is required under LR 21.8.13R to ensure that, where the *tender offer* is made to holders of the *class* of *equity shares* which the certificates represent, the holders of its *certificates representing shares* have an equal opportunity to participate in the *tender offer*.
- 21.9.15 G For the purposes of obtaining the shareholder approval required by LR 12.4.2AR, a *listed company* is required under LR 21.8.13R to ensure that the holders of its *certificates representing shares* are able to exercise the votes attaching to the *equity shares* which the certificates represent on any shareholder vote.
- 21.9.16 R For the purposes of LR 21.9.10R, references to *securities* convertible into *equity shares* with a *premium listing* must be read as references to *securities* convertible into the *equity shares* which the certificates with a *premium listing* represent in the following:
- (1) LR 12.5.1R; and

(2) *LR 12.5.2R.*

- 21.9.17 G *A listed company* is required under *LR 21.8.13R(3)* to ensure that any *circular* which is sent to shareholders pursuant to *LR 12.5.7R* is sent to holders of its *certificates representing shares* at the same time as the *circular* is despatched to shareholders.

Compliance with *LR 13* (Contents of circulars: Premium listing)

- 21.9.18 R *A listed company* must comply with all the requirements of *LR 13* (Contents of circulars: Premium listing) subject to the modifications and additional requirements set out in *LR 21.9.19R* to *LR 21.9.22R*.
- 21.9.19 R For the purposes of *LR 21.9.18R*, in *LR 13* references to the *listed company* or to the *issuer* must be read as references to the *issuer* of the *equity shares* which the certificates represent.
- 21.9.20 R *A listed company* must ensure that *circulars* it issues to:
- (1) holders of its *listed certificates representing shares*; and
  - (2) holders of the *class* of *equity shares* which the certificates represent,
- comply with the requirements of *LR 13* as amended by this section.
- 21.9.21 R For the purposes of *LR 21.9.18R*, references to holders of *listed equity shares* must be read as references to holders of *listed certificates representing shares* and holders of the *class* of *equity shares* which the certificates represent in the following:
- (1) *LR 13.1.9R*;
  - (2) *LR 13.2.10R*; and
  - (3) *LR 13.8.8R*.
- 21.9.22 R For the purposes of *LR 21.9.18R*, in *LR 13.8.18R* references to *controlling shareholder* must be read as excluding a *sovereign controlling shareholder*.

**21.10 Transactions with related parties: certificates representing shares**

Transactions with related parties

- 21.10.1 R *A listed company* must comply with *LR 11* (Related party transactions: Premium listing) subject to the modifications and additional requirements in *LR 21.10.2R* to *LR 21.10.8G*.
- 21.10.2 R For the purposes of *LR 21.10.1R*:
- (1) in *LR 11* references to a *listed company* must be read as references to the *issuer* of the *equity shares* which the certificates represent; and

- (2) in *LR 11.1.4AR* the reference to the *company* must be read as a reference to the *issuer of the equity shares* which the certificates represent.
- 21.10.3 G For the purposes of *LR 21.10.1R*, a *listed company* that is required under *LR 11.1.7CR* to send a supplementary *circular* should have regard to the *guidance* in *LR 21.9.5G*.
- 21.10.4 R In the case of a *related party* which is a *sovereign controlling shareholder* or an *associate* of a *sovereign controlling shareholder*:
- (1) the following provisions do not apply:
- (a) *LR 11.1.1AR* to *LR 11.1.1ER*;
  - (b) *LR 11.1.7R(2)* to *LR 11.1.7R(4)*;
  - (c) *LR 11.1.7CR* and *LR 11.1.8G*;
  - (d) *LR 11.1.10R(2)(b)*; and
  - (e) *LR 11.1.11R(3)(a)*;
- (2) the following provisions are modified as follows:
- (a) *LR 11.1.7AR* must be read as if the words “after obtaining shareholder approval but” are omitted;
  - (b) *LR 11.1.9G* must be read as follows:
    - (i) the reference to *LR 11.1.7R* must be read as a reference to *LR 11.1.7R* as modified by *LR 21.10.4R(1)*; and
    - (ii) as if the words “and *LR 11.1.8G*” are omitted;
  - (c) *LR 11.1.11R(1)* must be read as if the words “and the transactions or arrangements have not been approved by shareholders” are replaced by “and *LR 11.1.11R(2)* as modified by *LR 21.10.4R(2)(d)* has not been complied with in relation to these transactions or arrangements”; and
  - (d) *LR 11.1.11R(2)* must be read as follows:
    - (i) as if the first sentence is omitted and replaced by the following sentence “If any *percentage ratio* is 5% or more for the aggregated transactions or arrangements, the *listed company* must comply with *LR 11.1.7R* as modified by *LR 21.10.4R(1)* in respect of the latest transaction or arrangement, and details of each of the transactions or arrangements being aggregated must be included in the notification required by *LR 11.1.7R(1)*.”;

and

(ii) as if the “Note” is omitted.

- 21.10.5 R The requirement in *LR 8.2.3R* to obtain the guidance of a sponsor does not apply where a *listed company* is proposing to enter into a transaction which is, or may be, a *related party transaction* and the *related party* concerned is a *sovereign controlling shareholder* or an associate of a *sovereign controlling shareholder*, unless the *related party transaction* is, or may be, a purchase by the *listed company* of its own *equity securities* or *preference shares*.
- 21.10.6 G Where a purchase by a *listed company* of its own *equity securities* or *preference shares* is to be made from a *related party* which is a *sovereign controlling shareholder* or an *associate* of a *sovereign controlling shareholder*, the *listed company* should note *LR 12.3.2R*.

#### Additional requirements

- 21.10.7 G A *listed company* is required under *LR 21.8.13R(3)* to ensure that any *circular* which is sent to shareholders pursuant to *LR 11.1.7R(2)* or *LR 11.1.8G(2)* is sent to holders of its *certificates representing shares* at the same time as the *circular* is despatched to shareholders.
- 21.10.8 G For the purposes of obtaining the shareholder approval required by *LR 11.1.7R(3)* (and any shareholder approval required under *LR 11.1.7AR*), a *listed company* is required under *LR 21.8.13R* to ensure that the holders of its *certificates representing shares* are able to exercise the votes attaching to the *equity shares* which the certificates represent on any shareholder vote.

...

Insert the following new definitions in the appropriate alphabetical position and amend the existing definitions as shown.

## Appendix 1 Relevant definitions

### App 1.1 Relevant definitions

1.1.1 ...

...

<i>premium listing</i>	(a)	in relation to <i>equity shares</i> (other than those of a <i>closed-ended investment fund</i> or of an <i>open-ended investment company</i> <u>or of a <i>sovereign controlled commercial company</i> that is required to comply with the requirements in <i>LR 21</i></u> ), means a <i>listing</i> where the <i>issuer</i> is
------------------------	-----	--

		required to comply with those requirements in <i>LR 6</i> (Additional requirements for premium listing (commercial company)) and the 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 shares</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> (Open-ended investment companies: Premium listing) 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> ;
	(d)	<u>in relation to <i>equity shares</i> of a <i>sovereign controlled commercial company</i>, means a <i>listing</i> where the <i>issuer</i> is required to comply with the requirements in <i>LR 21</i> (Sovereign controlled commercial companies: Premium listing) 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>; and</u>
	(e)	<u>in relation to <i>certificates representing shares</i> of a <i>sovereign controlled commercial company</i>, means a <i>listing</i> where the <i>issuer</i> is required to comply with the requirements in <i>LR 21</i> (Sovereign controlled commercial companies: Premium listing) 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>.</u>
	...	
<i>premium listing (commercial company)</i>		a <i>premium listing</i> of <i>equity shares</i> (other than those of a <i>closed-ended investment fund</i> or of an <i>open-ended investment company</i> <u>or of a <i>sovereign controlled commercial company</i> that is required to comply with the requirements in <i>LR 21</i></u> ).
<u><i>premium listing (sovereign controlled commercial company)</i></u>		a <i>premium listing</i> of:
	(a)	<u><i>equity shares</i> (other than those of a <i>closed-ended investment fund</i> or of an <i>open-ended investment company</i>); or</u>
	(b)	<u><i>certificates representing shares</i>,</u>
		<u>where the <i>issuer</i> of the <i>equity shares</i> or, in the case of <i>certificates representing shares</i>, the <i>issuer</i> of the <i>equity shares</i> which the <i>certificates</i> represent is a <i>sovereign controlled commercial company</i> and is required to comply with the requirements in <i>LR 21</i> and other requirements in the <i>listing rules</i> that are expressed to apply to <i>securities</i> in this category.</u>
	...	
<i>sovereign controlled</i>		<u>an <i>issuer</i> in which a <i>State</i> exercises or controls 30% or more of the votes able to be cast on all or substantially all matters at general meetings of that</u>



<u>commercial company</u>	<u>company.</u>
<u>sovereign controlling shareholder</u>	<u>(in relation to a company with or applying for a listing of equity shares or certificates representing shares in the category of premium listing (sovereign controlled commercial company)) a State which exercises or controls 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the company.</u>
<u>State</u>	<u>means:</u>
	<u>(a) the sovereign or other head of a State in their public capacity;</u>
	<u>(b) the government of a State;</u>
	<u>(c) a department of a State; or</u>
	<u>(d) an agency or a special purpose vehicle of a State, including an agency or special purpose vehicle of (a), (b) or (c).</u>