# AIM NOTICE

4 June 2026

**AIM NOTICE 62**

For the attention of all AIM market participants

**CONSULTATION PAPER – PROPOSED AMENDMENTS TO THE AIM RULES FOR COMPANIES AND AIM DISCIPLINARY PROCEDURES AND APPEALS HANDBOOK – SHAPING THE FUTURE OF AIM**

## INTRODUCTION

This consultation paper sets out proposed developments to the AIM Rules for Companies (the "**AIM Rules**") and the AIM Disciplinary Procedures and Appeals Handbook (the "**Handbook**"). We are also separately consulting on changes to the AIM Rules for Nominated Advisers (the "**Nomad Rules**"). The new proposed AIM Rules, Nomad Rules and Handbook are available on our website at the AIM Notices section (Link here).

The proposed developments are designed to give effect to the proposals set out in the Feedback Statement (published in November 2025) which were widely supported by the market, namely: to differentiate AIM from the Main Market; to reduce unnecessary regulatory burdens on admission where they do not deliver commensurate benefits; to support AIM companies undertaking transactions and fundraisings; to tailor the approach for founder-led, innovative and growing companies; to attract international companies; to leverage the value of the nominated adviser's corporate finance expertise; and to recognise the responsibilities of investors in AIM's buyer beware market model.

Changes that were supported by the responses to the AIM Discussion Paper (Discussion Paper - Shaping the Future of AIM) and are currently being effected through the implementation of our updated policy approach as set out in the Feedback Statement (Discussion Paper - Feedback Statement - Shaping the Future of AIM) are now being incorporated in the AIM Rules as set out in this consultation. All other rule changes are proposed, subject to this consultation.

Taken together these changes are intended to ensure that AIM's regulatory framework remains tailored to support a dynamic, competitive and leading international growth market that is well placed to attract and retain growing, innovative and ambitious companies.

## PROPOSED AMENDMENTS TO THE AIM RULES

### 1. Reducing unnecessary burdens relating to admission

The current AIM admission document can be resource-intensive to produce and can be a barrier for a company to seek an AIM admission. The market feedback highlighted that the AIM admission document has become increasingly complex and as such can be a less valuable resource for investors in making their investment decision.

We are currently working to redesign the AIM admission document with a view to modernising, simplifying and streamlining the admission process, making it more user friendly and proportionate. When we have completed this work, a separate consultation on the contents of an AIM admission document will be undertaken in due course.

In the meantime, recognising the importance of delivering changes that have an immediate and practical impact, we are proposing targeted rule amendments to address any unnecessary burdens in producing an AIM admission document.

***Removing Working Capital Statement***

The majority of market feedback has been supportive of the Exchange removing the requirement for directors to make a working capital statement in the AIM admission document. Many respondents to the AIM Discussion Paper agreed that the working capital statement requirement was not as valuable as certain other financial information and that the cost of an accountant's working capital report to support a statement that only covers the period of 12 months from admission was unnecessarily burdensome and not commensurate with the cost of production and may therefore deter a company from seeking an admission to AIM.

We note that working capital statements are not required by some major international markets and whilst there is fundraising on an AIM admission, such reports are not produced for a secondary fundraising. Further, the Main Market now allows companies to provide qualified working capital reports which establishes the principle that it is potentially appropriate for a company to come to market without having 12 months of working capital. Rather than having caveated working capital statements, we are proposing to focus on disclosure so that investors have meaningful, qualitative data to enable them to make an informed investment decision.

We are proposing to remove the requirement to provide a working capital statement, which is a narrow absolute statement based on a short-horizon, and replace it with a requirement to clearly disclose certain details of the capital resources available and the financial obligations of the applicant, together with details of proposed future 12-month fundraising needs. Based on feedback, we consider that there will be relevant information, supplementing other financial disclosure in the AIM admission document, including going concern statements from past audited accounts which, provide valuable information regarding the company's financial track record and historic capital resourcing needs.

***Expanding Accepted Accounting Standards***

We are implementing into the rules, the current policy approach being applied since the publication of the Feedback Statement, namely that AIM companies that are UK incorporated may now use UK

GAAP (FRS 102) instead of IFRS. Other local GAAPs may also be permitted where IFRS equivalency is demonstrated (see guidance notes to AIM Rules 18 and 19).

The ability to use UK GAAP addresses feedback about the cost of IFRS conversion and complexity relative to the limited value provided to investors. This proposal will also allow AIM companies to adopt the most appropriate standards for their sector, particularly where peers also report in local GAAP.

***Permitting Incorporation by Reference***

Feedback highlighted that reproducing information that is easily available elsewhere unnecessarily increases the cost and length of an AIM admission document. We are implementing into the rules, the current policy approach being applied and as supported by respondents, to enable an AIM company to incorporate information by reference, subject to new guidance notes to AIM Rules 4 and 28.

***AIM Rule 7 – Lock-Ins***

We are occasionally asked by investors to take action where lock-in arrangements under AIM Rule 7 are breached. However, this is a misunderstanding of how the rule operates. The rule is a requirement for an AIM company to have in place lock-in arrangements and does not give the Exchange remit to enforce those arrangements, noting that they are contractual arrangements between the AIM company and the related parties and / or applicable employees. We have clarified this in the guidance to AIM Rule 7.

We will be reflecting our current policy approach in the guidance to AIM Rule 7 to allow a sell down in the first 12 months post-admission to AIM in the following circumstances:

(a) transfers between spouses or into a pension plan;
(b) intra-group transfers; or
(c) in the event of financial hardship.

***No AIM Admission Document for a Second Line of Securities***

Publishing an AIM admission document for a second line of securities creates unnecessary cost given the pertinent information of interest to investors are the rights attaching to the new class of shares. For this reason, we have already made changes to the AIM Rules (on 19 January 2026) as part of the Public Offer and Admission to Trading Regulations ("**POATR**") changes, so there is no longer a requirement for an AIM admission document in such circumstances. We have included further guidance to AIM Rule 27 to support this change.

## 2. Easier Fundraisings and Enabling Retail Participation – Capital Access Window

It is important that as part of their growth journey, AIM companies have the ability to access capital in a timely and effective manner. The changes under POATRs should make it easier for AIM companies to raise funds from a broader investor base. However, we recognise that in practice, fundraising for AIM companies can be more complex where there is wide investor distribution and, notwithstanding confidentiality arrangements, can create additional market volatility in the AIM company's securities.

Accordingly, we are proposing rule changes that will enable an AIM company undertaking an equity fundraise to voluntarily request a temporary suspension – to be known as a **Capital Access Window**. This will enable AIM companies to manage the fundraising process more closely and we expect this will also support AIM companies to approach a broader investor base, including retail investors, during the temporary suspension period.

The Exchange will consider requests for a Capital Access Window on a case-by-case basis. The Exchange does not propose to specify the duration of a Capital Access Window and will give flexibility to AIM companies, noting that it will be in the interests of the AIM company and investors to restore the securities to trading as soon as possible.

## 3. Supporting AIM company acquisition activity

As part of their organic growth many AIM companies will be involved in acquisition activity. As such, these rule changes seek to support acquisition strategies for AIM companies.

### *(a) Acquisitions*

Historically, exceeding the 100% class test threshold has been a primary trigger for determining whether an acquisition constitutes a reverse takeover, pursuant to AIM Rule 14, regardless of whether the acquisition fundamentally altered the nature of the AIM company. In practice, this has meant that acquisitions could be classified as reverse takeovers by virtue of size alone without having regard to the impact for investors. This can create an unnecessary suspension risk and additional documentation in circumstances where investors may already be able to assess the acquisition based on targeted disclosure.

We are implementing into the rules, the current policy approach being applied since the publication of the Feedback Statement namely, that an acquisition will not be considered a reverse takeover solely because it exceeds 100% in the class tests, where there is no fundamental change to the AIM company's business (with guidance on this being provided in the rules), board and/or voting control. This means that AIM Rule 14 will capture acquisitions that are substantively transformative.

Under this approach an acquisition which exceeds 100% in the class tests but does not represent a fundamental change in business, board and / or voting control, will be classified as a substantial transaction pursuant to AIM Rule 12 with disclosure calibrated to what investors need in order to understand the acquisition and its impact. In this regard, we are proposing to change the rules to reflect that such substantial transactions may require shareholder approval (as set out in the Feedback Statement).

***No automatic suspension on notification of a reverse takeover in contemplation***

We recognise that an AIM company may be forced to notify a reverse takeover in contemplation prematurely due to, for example, a leak of the proposed acquisition or when confidentiality can no longer be maintained. A suspension at that point can be disruptive and could impact the execution of a successful transaction despite the fact that investors can be appropriately informed through alternative disclosure. Accordingly, we are implementing into the rules the current policy approach, namely guidance to AIM Rule 14 to enable nominated advisers to request that an AIM company is not suspended upon announcing a reverse takeover in contemplation, where the nominated adviser is

satisfied that appropriate alternative disclosure can be made to enable investors to make an informed assessment of the proposed enlarged group. This is intended to preserve market orderliness through disclosure.

***Delay in completion of a reverse takeover – no supplementary AIM admission document***

Where there is a delay between shareholder approval of a proposed reverse takeover and completion (and admission to AIM), we propose to clarify that a supplementary AIM admission document will not be required in circumstances where there is no significant new factor, material mistake or material inaccuracy under POATRs. In such cases of delay, the AIM company would be required to notify key developments and updates that have occurred since shareholder approval so that the market remains properly informed. This approach is intended to ensure that supplementary AIM admission documents are used proportionately.

***Option agreements***

We also propose to clarify the treatment of option agreements under the guidance to AIM Rule 14. The Exchange will not regard the entering of an option agreement to constitute a reverse takeover in contemplation on notification where the following conditions are met:

a. The option is exercisable solely at the AIM company's discretion;
b. The likelihood of exercise is sufficiently remote; and
c. When the option is exercised, it is unlikely to result in a fundamental change to the AIM company's business, board and / or voting control.

This approach is intended to ensure that option agreements are assessed by reference to their substance and potential impact and avoid triggering the requirements under AIM Rule 14 at a point where the proposed acquisition remains contingent and remote.

***Changes to Class Tests***

Our proposals are based on our experience of discussing the operation of the class tests with nominated advisers and are designed to simplify the process.

Schedule Three of the AIM Rules now includes the following (as set out in the Feedback Statement):

- *Gross Capital test* – this class test may be pro-rated for investing companies undertaking acquisitions in line with their investing policy where the acquisition does not result in control or consolidation; and
- *Profits test* – this class test will only need to be calculated for the purpose of AIM Rule 13.

In addition, the guidance to Schedule Three clarifies that when calculating a class test where the numerator and the denominator are both zero, the class test result may be disregarded.

### *(b) Substantial Transactions*

We are proposing to align AIM with the Main Market by amending AIM Rule 12 to increase the class test threshold for determining whether a transaction constitutes a substantial transaction from 10% to 25%.

## 4. Greater Flexibility to Support Innovative and Growing Companies

Founder-led, innovative and growing companies are a key part of AIM's ecosystem. Such businesses are often earlier in their lifecycle, fast-growing and innovation-driven and may rely on the leadership of founders to execute a long-term strategy.

The proposed changes to the AIM Rules are therefore intended to give AIM companies, in particular founder-led companies, greater flexibility to operate their businesses in a manner most appropriate for them, including for example, flexibility to structure their company, governance and remuneration arrangements in a way that supports success, while maintaining the core protections that underpin market integrity.

This approach is reflected in the amendments to the rules, as set out below.

### *AIM Rule 13 (Non-Standard Director Remuneration)*

AIM companies need flexibility to structure director remuneration in a way that attracts talent and retains the skill and experience required to deliver their strategy. We are therefore proposing to implement into the rules, the current policy approach being applied namely that nominated advisers do not need to provide a fair and reasonable opinion on non-standard director remuneration where they are satisfied that contractual terms provide reasonable commercial protections for the AIM company. Nominated advisers will consider the purpose of AIM Rule 13 when considering this, and we have included guidance to the rules. Where there is any uncertainty as to whether reasonable commercial protections have been provided, this should be resolved by putting the transaction to a shareholder vote. These changes seek to encourage a founder friendly environment and support innovative and growing companies to attract talent with competitive remuneration and reducing unnecessary and costly administrative burden.

### *Special Voting Shares*

We recognise that a founder's leadership is often central to delivering a long-term strategy and that founders are focussed on ensuring a seamless transition from being private to joining a public market. Accordingly, we are implementing into the rules the current policy approach which is supported by respondents set out in the Feedback Statement, namely that special voting shares are acceptable at admission to AIM, to enable founders to retain control. This policy is intended to remove a key barrier of public markets for founder-led and is based on the Main Market experience of dual class share structures.

## 5. Providing greater agency for AIM companies

### *Governance Disclosure*

The Exchange has been consistent in its view that a 'one size fits all' corporate governance requirement does not support AIM companies or their investors. In this regard, the market feedback has been that the current "comply or explain" regime against a recognised code has resulted in many companies feeling compelled to comply with standardised governance provisions rather than explain their approach. Therefore, we have provided guidance to AIM Rule 26 that an AIM company is not required to adopt or comply or explain against a particular corporate governance code.

We recognise the importance of good corporate governance and consider that this can be achieved where a recognised code is used as a framework for an AIM company's consideration of its governance approach. We consider this will allow an AIM company to focus on what is meaningful and appropriate for its particular circumstances and will also provide investors with the disclosure they need to have meaningful engagement with the AIM company about its governance arrangements.

Accordingly, we are proposing amendments to AIM Rule 26 to reflect this approach. Further, to support investors understanding of the AIM company's corporate governance approach, we have set out five key areas for disclosure which investors have suggested to us are areas they consistently prioritise when considering corporate governance, namely: board composition; directors' role and responsibilities; remuneration and performance; risk and controls framework: and approach to investor relations.

### *Proxies*

In our Feedback Statement we highlighted responses we received regarding the role and influence of proxy advisors. Whilst the Exchange has no remit over proxy advisors, it is able to give AIM companies agency to voluntarily disclose the engagement that they have had with proxy advisors so that shareholders are understand the nature of the engagement.

We propose changes to AIM Rule 26 to give AIM companies the opportunity (but not the obligation) to voluntarily disclose details of proxy advisor engagement either on its AIM Rule 26 website page, or via a notification, and have suggested a framework to support disclosure.

Whilst we have proposed voluntary disclosure of details regarding an AIM company's engagement with a proxy advisor at the present time, we would welcome feedback on whether the voluntary framework should be mandatory to support and encourage AIM companies to make such disclosure.

### *Third party commentary*

In the Feedback Statement the Exchange highlighted the concerns raised in respect of information, commentary or speculation being posted on bulletin boards or through other forms of media which may give rise to concerns regarding civil or criminal market abuse, or which may amount to public abuse (and any associated criminal offences) of AIM companies and/or their directors.

Whilst we make referrals to regulators and law enforcement agencies as appropriate where these issues have been identified, we recognise that this does not give an AIM company sufficiently timely

redress on such conduct. We are therefore proposing additions to the AIM Rules designed to support AIM companies.

Firstly, we propose to highlight in the introduction to the rules that AIM company's notifications are the authoritative source of information as they are subject to legal and regulatory liability and remedies. In this way we consider investors should appreciate the risk of reliance on information on bulletin boards and other third-party commentary that is often unauthorised, unregulated and may specifically seek to limit or exclude legal liability.

However, whilst an AIM company's notifications should be the authoritative source of information, we nevertheless recognise that this does not always stop the negative impact of certain bulletin board and social media conduct, especially when it is potentially misleading, unsubstantiated and/or abusive and notwithstanding that it is unregulated. Accordingly, we also propose to give agency to AIM companies with a voluntary 'right of reply'. This will mean that an AIM company can, if it chooses, respond to any third-party commentary, speculation or criticism. We would note, however, that AIM companies may have legitimate reasons why they do not want to engage with such third-party commentary. Accordingly, we have included in the guidance notes and would emphasise that where an AIM company does not use the right to reply, it should not be construed as agreeing with or accepting of any such commentary.

We have received feedback from investors that AIM companies could also mitigate the opportunity for such external commentary by providing more detail in trading updates, and in particular by providing factual details of performance rather than referring to performance being "in line with expectations" without providing details. AIM companies and their nominated advisers should therefore have regard to this feedback when drafting notifications and trading updates.

## 6. Attracting international companies and ease of transfer for Main Market companies

AIM is an international growth market, with companies coming from a wide range of jurisdictions. We are proposing to update the current AIM Designated Market ("**ADM**") route for international companies to support accelerated admission to AIM for companies from a broad range of international jurisdictions.

### *Express Applicant Admission Route*

We propose to replace the current ADM route with a new "**Express Market**" route. The proposed new Express Market route is designed to enable companies from a wider range of jurisdictions to join AIM through a tailored, proportionate and accelerated admission route.

The intended benefits for the Express Market route will be:

- **Expansion of eligible markets** – to make AIM more accessible to a broader range of international publicly listed companies that are operating in regulated jurisdictions that are recognised to be comparable based on IOSCO principles. IOSCO is the international body that brings together the world's securities regulators and is an internationally recognised standard for securities regulation and so is considered an appropriate benchmark. This aligns with the standard used for international companies for Main Market Listing Rules Chapter 14.

- **Streamline the admission process and restore the fast-track nature** – noting that these companies are admitted to a recognised public market, they will be experienced in making public market disclosures and will have been subject to a level of public market scrutiny through trading on their home market. Recognising this, we propose that the Schedule One Announcement gazetting period be reduced to 3 clear business days and AIM Rule 7 lock-ins will not apply.

- **Main Market applicants** - we will also be providing an accelerated admission process for certain Main Market companies, recognising that these companies already have an established public-market track record on a UK regulated market. As a result, Main Market applicants will not be required to submit a draft Schedule One Announcement.

All such applicants will still be required to submit an Early Notification Form as part of the AIM admission process.

Given the proposed changes above and to support market integrity, we propose to introduce new eligibility requirements (see definition of express applicant) for applicants using the Express Market route, focusing on maturity, stability and established public track record.

We consider that the above changes will make it easier for companies admitted to an Express Market to join AIM.

*Transitional Arrangement*

As a transitional arrangement, an applicant that would be eligible to admit to AIM via the current ADM route and is advanced in its AIM admission process may continue to apply the current ADM requirements, once the new AIM rules come into force where:

(a) it submits an Early Notification Form to the Exchange within 3 months of the AIM rule changes coming into force; and
(b) admission to AIM occurs within 6 months of the AIM rule changes coming into force.

***Dual Market Applicant Admission Route***

We are also proposing to introduce a new dual market applicant admission route for companies (dual market applicants) that are seeking simultaneous admission to an Express Market and AIM. This new IPO route to AIM will make it easier for companies to join AIM alongside admitting to an Express Market by enabling companies to leverage the same disclosures for both markets.

Such companies will be able to rely on the document prepared for admission to an Express Market for the purposes of its AIM admission. Accordingly, a dual market applicant will not need to comply with the full admission document requirements (Schedule Two, Part One) but will be subject to limited specific content requirements (Schedule Two, Part Two). Dual market applicants will be required to raise at least £6m (or equivalent) as part of an initial public offer, submit an Early Notification Form and Schedule One Announcement as part of the AIM admission process and AIM Rule 7 will continue to apply.

## 7. Leveraging Nominated Adviser Corporate Finance Expertise

The market feedback highlighted the expertise and support of the nominated adviser is greatly valued by AIM companies. However, it also recognised that market practice has developed so that the nominated adviser's role has, over time, become heavily compliance-focused which is seen as less valuable to AIM companies than being predominantly focussed on the provision of AIM corporate finance advice.

***Nominated Adviser Technical Note***

To support the nominated adviser community to focus on their public corporate finance and AIM expertise, we are proposing to publish:

- a Nominated Adviser Technical Note which sets out our expectations in respect of certain of the nominated adviser's responsibilities; and
- an update to the AIM Rules for Nominated Advisers which reflects consequential changes.

More details regarding these changes are contained in a separate consultation, AIM Notice 63.

***Nominated adviser expertise to support AIM company disclosure considerations***

An important aspect of the nominated adviser's role is to apply its market expertise to support the AIM company in understanding the market impact of business developments in the context of market disclosure. This is reflected by the seriousness with which we approach non-compliance with AIM Rule 31, where the AIM company has obligations to, amongst other things, engage properly with its nominated adviser.

An understanding from the nominated adviser of market impact should naturally feed into an AIM company's determination regarding market disclosure. However, as we noted in the Feedback Statement, a significant number of respondents to the AIM Discussion Paper considered that whilst the nominated adviser's market view remains important, it is duplicative for AIM companies to comply with both UK MAR and the current AIM disclosure rule.

Given that all the Exchange's markets (including AIM) are subject to the same standard of disclosure under UK MAR, we agree with respondents that AIM Rule 11 is not necessary and as such we propose to remove the current AIM Rule 11 disclosure obligation.

However, we recognise the value of the corporate finance expertise of the nominated adviser and that by leveraging this expertise, AIM companies are better placed to make disclosures. Accordingly, we propose to implement a new AIM Rule 11 which will focus on the value of the nominated adviser's public market experience to support an AIM company in understanding the potential market impact of developments in its business. In this way the company will have full information when considering its own UK MAR obligations.

In our experience in investigating potential breaches of the AIM Rules, AIM companies that properly engage with their nominated adviser in respect of developments in their business tend to make appropriate and timely disclosure. Accordingly, save in circumstances where there are safe harbours

available under UK MAR, we consider it would be rare for an AIM company to decide not to make disclosure under UK MAR where the nominated adviser is of the view that a change or development is likely to have a market impact. To maintain market integrity, the Exchange retains its powers to require disclosure under AIM Rule 22, will continue to exercise its powers of investigation and enforcement in respect of the AIM company's compliance with the AIM Rules and will, where appropriate, make referrals in respect of UK MAR to the FCA under AIM Rule 23.

We consider these changes will continue to support timely market disclosure, while avoiding duplication with UK MAR.

## 8. Buyer Beware

It is important that the changes we are proposing to ensure a tailored and proportionate regulatory framework for AIM companies are accompanied by a recognition that investors need to consider the risk profile of specific investments and take responsibility for their investment decisions. As such, we are proposing to make additions to the introduction to the AIM Rules which will explicitly set out the nature of AIM's buyer-beware model.

## 9. Further Proposed Amendments and Administrative Updates

We propose the following additional amendments and administrative changes:

- **Measures to maintain standards of compliance and conduct**
    a. to make clarificatory and administrative amendments to AIM Rule 42 and the Handbook, primarily moving references to available sanctions into the Handbook and minor procedural changes;
    b. to include a requirement for AIM companies to maintain a record of any findings made or disciplinary action taken by the Exchange for a minimum of 5 years to facilitate a more efficient handover where an AIM company changes its nominated advisers; and
    c. in relation to communication with the Exchange, AIM Rule 22 has been updated to ensure language consistency across all our market rulebooks.
- **Retiring Inside AIM** – any Inside AIM guidance that remains relevant has been incorporated into the AIM Rules (and the associated guidance notes).
- **Timeframe to appoint a replacement nominated adviser** – extend the period to appoint a replacement nominated adviser from one month to six weeks to provide AIM companies and nominated advisers with more time for due diligence.
- **AIM Rule 17 -** changes to the notification requirements for share buy backs, including to clarify compliance with the relevant UK Listing Rules disclosure requirements will satisfy the AIM Rule 17 notification expectation.
- **Schedule Two, Part One (g)(ii)** – to clarify that the disclosure of directorships excludes directorships held within subsidiaries and / or group companies.
- **Block Admissions** – to remove the requirement for a 6-monthly return in relation to block admissions, aligning the position with the approach on the Main Market. For the avoidance of doubt AIM companies will continue to be able to apply for block admissions.

## CONSULTATION RESPONSES

a) We welcome any comments or views market participants may have in relation to the proposed changes to the AIM Rules. Comments are invited to this consultation by **close of business on 2 July 2026**. Responses should be sent aimnotices@lseg.com. Following the consultation, the Exchange will review feedback and publish the final rule amendments.

b) These rule changes represent a significant step towards shaping the future of AIM's regulatory framework and ensuring its continued success as a leading market for growth companies. Your feedback is crucial in achieving this.

**Jonathan Hallows**
**Head of Primary Market and AIM Regulation**