London Stock Exchange
Admission and Disclosure Standards

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Glossary

The following terms have the following meanings when used in the **Standards** unless the context otherwise requires. For any defined terms not listed here, please refer to the Rules of the **London Stock Exchange**.

The **High Growth Segment** rulebook at Schedule 5 contains a separate glossary which should be read in conjunction with that schedule only.

Admission and Disclosure Standards (Standards)	the **Exchange's** Admission and Disclosure Standards for **securities admitted** or seeking to be **admitted to trading**, as set out in this document (including the schedules), as amended from time to time.
admission/admitted or **admission/admitted to trading** or **admission/admitted to trading on our markets**	admission to trading on the **Exchange's** markets (other than **AIM**) and 'admitted' and 'traded' shall be construed accordingly. For the avoidance of doubt this does not include **'when issued dealing'**.
Admission to Trading Only or **ATT Only**	'Admission to Trading Only' allows eligible **issuers** to trade on the **Exchange's** trading services on the basis of a **listing** on a **suitable exchange**, where the **issuer** has agreed to comply with the **Standards**. 'Admission to Trading Only' is part of the **Exchange's MTF**. **Securities admitted** to 'Admission to Trading Only' are not **admitted** to the **Official List.**
AIM	the **Exchange's** market for smaller, growing companies. **Securities** admitted to **AIM** are not **admitted** to a **regulated market**.
applicant	an **issuer** that is proposing to apply, or is applying, for **admission to trading** of any of its **securities**.
application	an application made by an **applicant**.
block admission	an **issuer** may apply for a block admission of a specified number of **securities** if: (a) the **securities** are not allotted prior to **admission**; (b) no **prospectus** or **listing particulars** are required for the **securities**; and (c) the **application** process can be made more efficient due to the frequent or irregular nature of allotments. Examples may include an employee share scheme or a

	regular savings scheme and the exercise of options.
bonus issue	issue of shares to existing shareholders, free of charge, in proportion to their holding.
business day	any day on which the **Exchange** is open for dealing.
capital reorganisation	reorganisation of a company's share capital resulting in a change in nominal value.
capitalisation issue	see "bonus issue".
capitalisation of reserves	distributing existing financial reserves to existing shareholders by issuing extra shares, free of charge, in proportion to their holding.
central counterparty	a body that assumes the risk for **central counterparty transactions**.
central counterparty security	a security designated by the **Exchange** and a **central counterparty** as eligible for **central counterparty** processing.
central counterparty transactions	an electronically matched order on the **trading system** in a **central counterparty security**.
central securities depositary	an entity which operates a system enabling clients to hold, manage and transfer **securities** by book entry.
class	**securities**, the rights attaching to which are, or will be, identical and which form a single issue (or series of issues).
Compliance Procedures	the compliance procedures as issued by the **Exchange** from time to time, setting out procedures for the **Exchange** when imposing sanctions on an **issuer** who has contravened the **Standards** and procedures for **issuers** in relation to appeals regarding the **Exchange's** application and interpretation of the **Standards**, contained herein.
conversions	conversion from one class of security to another (e.g. Preference to Ordinary).
competent authority	a **competent authority** for **listing** and approval of **prospectuses** in the relevant **EEA** member state. In the **UK**, this is the **UKLA**.
consolidations	where a company changes the structure of its share capital by reducing the number of shares it has in issue and increasing the nominal value and share price.
covered warrant	a **listed** security issued by a party other than the **issuer** or originator of the underlying asset, that gives the holder the right, but not the obligation, to buy or sell an underlying

	asset at a specified price during, or at the end of, a specified time period.
currency elections	distribution of cash to shareholders in proportion to their holdings, where holders have the option to elect for payment in alternative currencies.
Datasync Email Service	the Datasync Email Service is disseminated hourly from 10:00 to 18:00. Subscribers receive an email containing a report in an excel format which provides advanced notification of revisions to Exchange reference data and details updates to the trading system, which are effective on the following **trading day**.
debt securities	**securities** representing a loan from an investor to an **issuer** for which an **issuer** generally promises to pay a certain amount in excess of the nominal rate (usually deemed interest) on a specified date. For example debentures, debenture or loan stock, bonds and notes, whether secured or unsecured.
demergers	free distribution of stock in a subsidiary company or a holding in another company to existing shareholders.
deposit agreement	an appropriate agreement in place between an **issuer** of **depositary receipts** and its **depositary bank**
depositary bank	the bank who issues the **depositary receipts.**
depositary receipt (DR)	a transferable certificate that represents shares in a company and confers certain rights in respect of those shares, issued by a **depositary bank** for the purposes of **admission to trading**.
designated representative	a representative of the **issuer** (not being an employee of the **issuer**) acting on behalf of the **issuer** as the primary day-to-day contact point with the **Exchange** on regulatory matters.
Disclosure Guidance and Transparency Rules (DTR)	the Disclosure Guidance and Transparency Rules of the **FCA**, which can be found in the **FCA** Handbook
Dividend Re-Investment Program (DRIP)	cash dividend where holders have the option to reinvest the cash into existing shares of the company at the market price.
Dividend Re-Investment Scheme (DRIS)	cash dividend where holders have the option to reinvest the cash into new shares of the company at the market price or net asset value.

EEA	the European Economic Area. Includes all current EU member states plus Iceland, Liechtenstein and Norway.
EEA ETFs	an **ETF** incorporated in a jurisdiction within the **EEA** and which is **listed** with an **EEA competent authority** (excluding the **UKLA**).
enfranchisements	change of voting rights in a class of shares, normally by a conversion into a new class.
Exchange	London Stock Exchange plc, which trades as "London Stock Exchange".
Exchange Traded Funds (ETFs)	**listed** funds that track the performance of an underlying index or basket and can be traded in the same way as an ordinary share.
Exchange Traded Products (ETPs)	**listed securities** (asset backed notes) that track the performance of a single underlying index or basket. Exchange Traded Commodities (ETCs) and Exchange Traded Notes (ETNs) are classified as **ETPs**.
'ex' date	when a stock or dividend is issued by a company it is based upon an "on register" or "**record date**". However, to create a level playing field, when shares are traded on the **Exchange**, during a benefit event (e.g. a dividend payment) an 'ex' date is set. Before this 'ex' date, if the shares are sold, the buying party is entitled to the benefit. If the benefit is received by the selling party the selling party will be required to pass on the benefit to the buying party.
FCA	Financial Conduct Authority.
Form 1	the **Exchange's** form to complete for formal **application** of **admission** of **securities** to trading. Form 1 can be found on our website at: www.londonstockexchange.com/mainmarket/usefuldocuments
freely negotiable	**transferable securities** shall be considered freely negotiable if they can be traded between the parties to a transaction, and subsequently transferred without restriction, and if all **securities** within the same class as the **security** in question are fungible.
High Growth Segment	the High Growth Segment of the **Main Market**, principally for high growth, trading businesses that intend in due course to seek admission to the **Official List** but that may not yet meet the applicable eligibility criteria, in particular due to having a lower proportion of **securities** in public hands. The High Growth Segment is part of the **Exchange's regulated market**, and companies must meet

	the associated requirements set by relevant EU directives and regulations. **Securities** admitted to the High Growth Segment are not admitted to the **Official List**.
investment entities	collective investment undertakings of the closed-end type.
ISM	International Securities Market of the **Exchange**, which is a specialist market tailored to professional investors. ISM is an **MTF** operated by the **Exchange**. Securities (as defined in the **ISM Rulebook**) **admitted to trading** on ISM are not admitted to the **Official List** maintained by the **FCA**.
ISM Rulebook	the rules which apply to an **issuer** seeking **admission to trading** of Securities (as defined in the ISM Rulebook), or whose Securities (as defined in the ISM Rulebook) are **admitted to trading**, on **ISM**.
issuer	any company or other legal person or undertaking (including a **public sector issuer**) any **class** of whose **securities** has been **admitted**, or is proposed to be, the subject of an **application** for **admission to trading**.
listed or **listing**	(i) for companies for which the **UKLA** is the home **competent authority**, **listed** is as defined under the **Listing Rules**. (ii) for other companies, **listed** is defined as admitted to **listing** in accordance with their **securities regulator's** rules. **Listing, listed** and unlisted shall be construed accordingly.
listed structured products	**listed**, cash settled, securitised derivatives issued by a party other than the **issuer** or originator of the underlying asset.
listing particulars	a document in such form and containing such information as may be specified in the **Listing Rules**, including any supplementary listing particulars.
Listing Rules	the Listing Rules of the **UKLA**, which can be found in the **FCA** Handbook.
Main Market	the **Exchange's regulated market** for **securities admitted to trading**, which must meet the associated requirements set by EU directives and regulations and, where applicable, the **Listing Rules**. The Main Market includes **securities admitted** to the **Official List** (premium or standard **listing**), the **Specialist Fund Segment** and the **High Growth Segment**.

Market Abuse Regulation	The Market Abuse Regulation (EU) No 596/2014.
market capitalisation	is the aggregate market value of all the securities (excluding treasury shares)**.**
MiFID	the European Parliament and Council Directive on markets in financial instruments (No. 2014/65/EU).
MTF	a Multilateral Trading Facility, defined under **MiFID**.
new applicant	an applicant with no **securities** already **admitted to trading**.
offer for subscription	an invitation to the public by, or on behalf of, an **issuer** to subscribe for **securities** of the **issuer** not yet in issue or allotted (and may be in the form of an invitation to tender at or above a stated minimum price).
Official List	the list maintained by the **FCA** in accordance with section 74(1) of the Financial Services and Markets Act 2000.
open offer	offer to existing shareholders where they can buy new shares in the company in proportion to their existing holding, usually at a discount to the market price. Holders cannot trade in the open offer entitlement. Also known as “non-renounceable rights”.
order book	a facility operated by the **Exchange** for the electronic submission and automatic execution of orders in any **order book security**.
Order book for Retail Bonds	the **trading service** operated by the **Exchange** for **debt securities** that are eligible for the **Order book for Retail Bonds**.
order book security	a security which the **Exchange** has **admitted to trading** on an **order book**.
order-driven trading service	a trading service based on an **order book**.
passport	the ability to make a public offer or **admit to trading** on a **regulated market** in any of the **EEA** member states with the production of a **prospectus** drawn up in accordance with the **Prospectus Directive** and approved in one member state.
prescribed market	a market which has been prescribed by Her Majesty’s Treasury in the Financial Services and Markets Act 2000 (Prescribed Markets and Qualifying Investments) Order

	2001 (SI 2001/996).
prospectus	the document prepared in connection with an **application** for **admission** of **securities** to trading on an **EEA regulated market** or an offer of **securities** to the public in any **EEA** member state pursuant to the rules made by the relevant **EEA competent authority**.
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council (as amended).
PSM	the Professional Securities Market, which is a market for **debt securities** or **depositary receipts** of any denomination, aimed at professional investors. PSM is an **MTF** operated by the Exchange. **Securities admitted to trading** on PSM must be **listed** in accordance with Chapter 4 of the **Listing Rules**.
public offer	a public offer, as defined under Article 2(1)(d) of the **Prospectus Directive**.
public sector issuers	states and their regional and local authorities, state monopolies, state finance organisations, public international bodies and statutory bodies.
Recognised Investment Exchange	an organisation that is recognised by **FCA** as complying with the recognition requirements laid down in the Financial Services and Markets Act 2000 (Recognition Requirements for Investment Exchanges and Clearing Houses) Regulations 2001.
record date	the date on which a shareholder must be registered as the owner of shares in order to receive a dividend or other entitlement.
redenomination	the process of changing the currency on a financial security.
redemptions	repayment of a holding of a **class** of security.
Reference Data Service	the **Exchange's** Reference Data Service, designed to enable market participants to synchronise their trading database with that of the **Exchange**.
Regulatory Information Service	a Regulatory Information Service that is approved by the **FCA** as meeting the Criteria for Regulatory Information Services and that is on the list of Regulatory Information Services maintained by the **FCA**.
regulated market	a regulated market, as defined under **MiFID**.

return of capital/cash	distribution of cash normally resulting from the sale of an asset or **securities** or other transaction unrelated to retained earnings.
rights issue	offer to existing shareholders where they can buy new shares in the company in proportion to their existing holding usually at a discount to the market price. Holders also have the ability to trade in the rights.
RMB	**RMB** is an abbreviation of Renminbi, the official currency of the People's Republic of China.
RNS	the **Regulatory Information Service** of the London Stock Exchange.
scheme of arrangement	a scheme of arrangement requiring shareholder approval under Part 26 of the Companies Act 2006.
scheme of reconstruction	a reconstruction under section 110 of the Insolvency Act 1986.
scrip dividend	distribution of a dividend to shareholders with an option to elect to receive new shares in the company based on a predetermined price instead of a cash payment.
securities	shares, **depositary receipts**, units in a collective investment scheme (as defined in the Financial Services and Markets Act 2000), options to subscribe or purchase **securities**, treasury shares, **specialist securities** and other instruments specified in section C of Annex I of **MiFID** ("financial instruments").
securities regulator	any regulator of financial services to which the **issuer** is bound to comply with its rules and regulations. This may or may not be the same as (or may be in addition to) its **EEA competent authority**.
settlement	the process of completing transactions through delivery of the **securities** together with any related rights and benefits, in return for payment.
Shanghai-London Stock Connect	Shanghai-London Stock Connect is a collaboration between the **Exchange** and the Shanghai Stock Exchange, which enables investors to access Chinese A-Shares through a **depositary receipt** programme listed in London and qualifying **listed issuers**, through separate depository receipt programmes, to access Chinese investors in Shanghai.
Shanghai-London Stock Connect Segment	Pursuant to **Shanghai-London Stock Connect**, the Shanghai-London Stock Connect Segment of the **Main Market** is a segment of the **regulated market** for the **admission to trading** of **listed depositary receipts** representing Chinese A-Shares that are **listed** on the Shanghai Stock Exchange. **Issuers** must

	meet the associated requirements set by EU directives and regulations.
Specialist Fund Segment	the Specialist Fund Segment of the **Main Market**, is for **investment entities** that target institutional, professional, professionally advised and knowledgeable investors. The Specialist Fund Segment is part of the **Exchange's regulated market**, and **issuers** must meet the associated requirements set by EU directives and regulations. **Securities admitted** to the Specialist Fund Segment are not admitted to the **Official List**.
specialist securities	**debt securities,** warrants and certificates representing **debt securities** which, because of their nature, are normally bought and traded by a limited number of investors who are particularly knowledgeable in investment matters. For the avoidance of doubt, "specialist securities" should not be construed as meaning **securities** that are **admitted** to the **Specialist Fund Segment**.
stabilisation	a stabilisation may occur after a new issue in accordance with **FCA** rules. It will entail the stabilising manager buying shares in the market in order to counter selling pressure in the initial market. This stabilisation period must be fully disclosed by way of a daily notice and last for a maximum of 30 days.
Standards	see **Admission and Disclosure Standards**.
subdivision	whereby a company splits each ordinary share into more than one share, thereby increasing the number of shares in issue and decreasing the share price and nominal value.
suitable exchange	an exchange deemed suitable by the **Exchange** for the purpose of **admitting ATT Only securities**.
suspension of trading	any cessation of trading imposed by the **Exchange**, including a trading halt.
tender/ repurchase offers	offer made to existing holders to sell their shares at a set price.
trading system	the trading system operated by the **Exchange**.
transferable securities	transferable securities as defined under Article 4.1(44) of **MiFID**.
UCITS and **UCITS Directive**	Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in **transferable**

	securities (as amended).
UK	United Kingdom.
UKLA	the **competent authority** for **listing** in the **UK**, namely the UK Listing Authority, which is part of the **FCA**.
unlisted	see **listed**.
when issued dealing	a period of conditional trading with deferred **settlement** wherein trades are conditional to the securities listing or trading becoming effective.

SECTION 1: INTRODUCTION

1.1 Overview

This document sets out the rules and responsibilities in relation to a company's **admission to trading** and ongoing disclosure obligations for companies seeking **admission**, or already **admitted**, to trading on our markets.

Defined terms are in bold and definitions can be found in the Glossary.

References to times shall mean London time.

The rules include guidance, which can be located directly below the rule, in italics. From time to time, the **Exchange** may also issue separate guidance notes on specific issues which may affect certain companies.

The rules for trading **securities** are set out in the "Rules of the London Stock Exchange".

1.2 Purpose

The **Exchange** operates a **regulated market** and two **MTFs** which are registered with the European Securities and Markets Authority in accordance with relevant EU directives and regulations. The **Main Market** is the **Exchange's regulated market** and includes **issuers admitted to trading** on the **Official List** (premium or standard **listing**), the **Shanghai-London Stock Connect Segment**, the **High Growth Segment** and the **Specialist Fund Segment**. The **Exchange's MTFs** include **AIM** and a **MTF** on which all other **MTF securities** are traded, including **ISM**, **PSM** and **ATT Only securities.**

The **Exchange** is a **Recognised Investment Exchange** under **UK** law. This means the **Exchange** must ensure that all **securities admitted to trading** on its markets, and all dealings in those **securities** are conducted in accordance with the primary and secondary market regulatory obligations set out in the **FCA's** sourcebook for **Recognised Investment Exchanges**. This requires minimum standards to be placed upon companies seeking to have their **securities admitted to trading**.

In developing the **Standards**, which are set out this document, we have applied the following principles:

- to provide companies which meet the **admission** requirements with access to our markets
- to promote investor confidence in the markets we operate
- to maintain the quality and attractiveness of our markets to companies and investors
- to operate proper and orderly markets
- to minimise any overlap with the rules of an **issuer's EEA competent authority.**

1.3 Scope

The **Standards** apply to all **issuers** on all the **Exchange's** markets, but do not apply to **securities admitted to trading** on **AIM** and derivatives contracts traded on the London Stock Exchange Derivatives Market. Other than the compliance procedures set out at Section 5, the **Standards** do not apply to Securities (as defined in the **ISM Rulebook**) admitted to trading on **ISM**.

The **Standards** also apply to an **issuer** with a prospectus approved by an **EEA competent authority** passporting to the **UK** for **admission** of its **securities** to a **regulated market** (with or without an application for the **Official List**).

The **Standards** also apply to a Key Adviser in respect of relevant provisions to the **High Growth Segment**.

Where **transferable securities** (which have been **admitted to trading** on a **regulated market**) are **admitted to trading** on a **MTF** operated by the **Exchange**, without a request from the **issuer**, the **Exchange** does not require the **issuer** to demonstrate compliance with the initial, ongoing or ad hoc disclosure obligations set out in the **Standards**.

For many **issuers**, a two-stage **admission** process will apply to companies who want to have their **securities admitted to trading** on our markets, which will involve the **securities** being admitted to **listing** by the **issuer's securities regulator** as well as **admitted to trading** by the **Exchange**.

We require **issuers** that are **admitted to trading** on our markets to comply with the disclosure obligations of the **issuer's securities regulator** to give investors dealing in those **securities** proper information for determining the current value of the **securities** and confidence that the market is well-regulated.

All of the **Exchange's** markets referred to above fall within the definition of a "prescribed market" for the purposes of the Financial Services and Markets Act 2000 (as amended) and are subject to the **UK**'s market abuse regime.

1.4 Admission to our markets

1.4.1 The route to admission

New applicants

To join our markets, most companies need to show that they have met the minimum requirements of an **EEA competent authority.** Companies must also commit to comply with our **Standards**. However, we retain discretion and flexibility so that, in appropriate circumstances, some areas of the **Standards** can be tailored to reflect an individual **issuer's** needs. Derogations from these **Standards** are at the sole discretion of the **Exchange** and requests should be made in writing to the **Exchange** and give sufficient time for the **Exchange** to consider the request.

Where a **prospectus** is required to be published prior to **admission to trading** by the **Exchange**, the rules governing the publication of a **prospectus** are those of the home **EEA competent authority** of the **issuer** / **applicant**. In the **UK**, the

competent authority is the **UKLA**. A **prospectus** may also be required where an **issuer** is making an offer of its **transferable securities** to the public.

Issuers seeking **admission** to the **listed** segments of the **Main Market** or **PSM** should have regard to the relevant chapters of the **Listing Rules** and must be added to the **Official List** by the **UKLA**. **Issuers** applying to **admit listed depositary receipts** to the **Shanghai-London Stock Connect Segment** should also have regard to Schedule 7.

Issuers seeking **admission** to the **Specialist Fund Segment** should have regard to Schedule 4.

Issuers seeking **admission** to the **High Growth Segment** should have regard to the "High Growth Segment Rulebook" at Schedule 5 and which applies to all **issuers** seeking **admission** or **admitted** to that segment and their **Key Advisers** (as such term is defined in those rules), in addition to these rules.

Issuers seeking **admission** to **ISM** should comply with the **ISM Rulebook** and have regard to Section 5 of these **Standards**, as appropriate and as set out in the **ISM Rulebook**.

Issuers seeking **admission** to **Admission to Trading Only** should have regard to Schedule 6.

Prior to **admission**, **new applicants** who are applying for **admission to trading** must submit the appropriate forms within the timeframe set out in the **Standards**. The **application** includes the **issuer's** agreement to be bound by the **Standards**, and all fields must be completed, including the proposed **settlement** solution for trading in the **issuer's securities**. The **Exchange** considers **applications** on each **business day**.

Once **admitted to trading, securities** are traded on the **Exchange's** Millennium Exchange trading system. Information on the different trading services is available in the **Exchange's** Millennium Exchange Business Parameters, available at http://www.londonstockexchange.com/products-and-services/technical-library/millennium-exchange-technical-specifications/millennium-exchange-technical-specifications.htm.

1.4.2 Additional guidance for certain securities

Debt securities

Debt securities are **admitted to trading** on the **Main Market, ISM** or **PSM**. They are traded on the **Exchange's** dedicated trading services for **debt securities,** including the **Order book for Retail Bonds** and the Order book for Fixed Income Securities. **Issuers** should have regard to the guidance set out at: http://www.lseg.com/debt-securities.

Green Bonds

Green bonds are admitted to the **Main Market, ISM** or **PSM**. A **debt security** can be traded on a dedicated green bond segment if it meets the green bond criteria set out

at: http://www.lseg.com/debt-securities.

Depositary receipts

Depositary Receipts are **admitted to trading** on the **Main Market**, **PSM** or **ATT Only**. They are traded on the **Exchange's** dedicated trading service for **depositary receipts**, the International Order Book.

Guidance

***Issuers** of **depositary receipts** may wish to consider **admitting** the maximum number of **securities** which the **prospectus** or **listing particulars** allow, in order to avoid having to produce a **prospectus** whenever new **depositary receipts** are created as part of the normal course of a **depositary receipt** programme.*

ETFs & ETPs (including EEA ETFs)

ETFs and **ETPs** are **admitted to trading** on the **Main Market.**

Issuers of **EEA ETFs** should have regard to Rule 4.9 and Part C of Schedule 1. **Issuers** should also refer to the listing policy set out at: http://www.lseg.com/markets-products-and-services/our-markets/london-stock-exchange/exchange-traded-funds/listing-and-admissions.

1.5 Transfers between our markets and market segments

For any transfer between the **Exchange's** markets or market segments, an **issuer** must follow the full **admission** process for the market to which the **issuer** seeks **admission to trading**. An **issuer** must also follow the **Listing Rules** where applicable.

For further information relating to transfers between our markets, please contact the relevant team at the **Exchange**.

1.5.1 Transfers from AIM

A move from **AIM** to another of our markets will, in most cases, require the production of a **prospectus** in line with the rules governing the publication of **prospectuses** in the jurisdiction of the relevant home **EEA competent authority**.

1.5.2 Transfers from High Growth Segment to the Official List

Issuers wishing to transfer from the **High Growth Segment** to the **Official List** are required to follow the process set out in the **High Growth Segment** rulebook contained in Schedule 5.

1.5.3 Transfers to ISM

Issuers wishing to transfer from any of the **Exchange's** markets to **ISM** are required to follow the process set out in Schedule 9 of the **ISM Rulebook**.

1.5.4 Transfers between all other markets

Issuers wishing to transfer from any of the **Exchange's** markets not listed in 1.5.1, 1.5.2 or 1.5.3 above are required to do the following:

- Comply with the **Standards** including the procedures set out in Schedule 1 (and where relevant, the criteria contained in Schedules 4 or 6). **Issuers** that wish to transfer between **listing** categories should have particular regard to Rule 4.2A.

- Issue an announcement via a **Regulatory Information Service** stating the **issuer's** intention to transfer to the relevant market at least 5 **business days** before the transfer is to take place; and

- Where relevant, confirm whether a **prospectus** or **listing particulars** is required.

1.6 Communication with the Exchange

Our relationship with **issuers** is a matter of fundamental importance to us. Companies applying for **admission** to our markets for the first time are encouraged to approach us at the earliest possible stage and, in any event, no later than the timetable outlined in the **Standards**.

New applicants are required to identify a contact within their organisation who will be responsible for communications with the **Exchange**, both during the initial **application** process and on an ongoing basis – this gives us a clear channel for communicating directly with the **issuer**.

The **issuer's** contact should be one of the **issuer's** directors or senior employees and should be fully conversant with all of the **issuer's** responsibilities relating to the trading of its **securities** on our markets. If an **applicant** would like to discuss its **application** with the **Exchange**, we would welcome the opportunity to meet prior to **admission**.

The **issuer's** contact needs to be able to respond to requests and day-to-day market enquiries from us and, in particular, be available before our markets open each morning to resolve any issues which could impact on the market's orderly operation. To ensure that someone is available to answer questions, we encourage **issuers** to appoint a **designated representative** from another organisation in addition to the company contact to help cover the day-to-day enquiries. The **designated representative** is normally the **issuer's** corporate broker, financial adviser, lawyer or accountant. **Applicants** and **issuers** will at all times be responsible for the actions and communications made to the **Exchange** by a **designated representative**.

1.7 Continuing obligations

The **Exchange** has a responsibility to ensure that it operates proper and orderly markets. In order to achieve this, it is essential that **issuers** on our markets publish price-sensitive information on a timely basis and in accordance with the **Market Abuse Regulation** and/or the rules of their **securities regulator**, which impose a general obligation on **issuers** whose **securities** are **admitted to trading** on a **regulated market** or **MTF** to release information of this type. Such information must be published via a **Regulatory Information Service**. The timely publication of

information benefits companies by allowing the market in their **securities** to function properly and benefits investors by ensuring that all participants are operating on an equal basis.

The **Standards** relating to disclosure of information to the **Exchange** are outlined in 'Continuing Obligations' and include a requirement for an **issuer** to inform the **Exchange** of the timetable for any corporate action affecting the rights of existing shareholders.

1.8 Compliance

It is vital that compliance with the **Standards** is enforced for the benefit of all **issuers** and the **Exchange's** markets as a whole. Compliance with the **Standards** is important to ensure that we continue to operate high-quality and orderly markets and that there is suitable protection for all market participants.

As far as possible, when a breach is detected, action is taken on a timely basis. In particular, we are able to suspend trading in an **issuer's securities** and, in extreme circumstances, to cancel the right of an **issuer's securities** to be traded. We can also censure an **issuer** (privately or publicly) or issue a fine, if it has breached our **Standards**. The procedures relating to disciplinary and appeals matters are set out in the **Compliance Procedures**.

1.9 Fees

The **admission** fee is calculated in accordance with the **Exchange's** scale of fees as set out in the document "Fees for issuers". This publication, as updated from time to time, can be found on our website at www.londonstockexchange.com/feescalculator.

The **Exchange** reserves the right to cancel an **issuer's securities** (in accordance with Rule 4.20) or refuse an **application** for **admission to trading** where an **applicant** or **issuer** fails to pay applicable fees owed by it to the **Exchange**.

SECTION 2: ADMISSION CONDITIONS

Issuers must satisfy the obligations set forth in this section to enable the **Exchange** to perform its functions and meet its regulatory responsibilities as a **Recognised Investment Exchange** and operator of a **regulated market** and **MTFs**.

PART 1 – ADMISSION CONDITIONS

2.1 An **application** for **admission to trading** of any **class** of **securities** must:

(a) relate to all **securities** of that **class**, issued or proposed to be issued; or

(b) if **securities** of that **class** are already **admitted to trading** on the **Exchange's** markets, relate to all further **securities** of that **class**, issued or proposed to be issued.

Guidance to Rule:

*For **UK** incorporated **issuers** that are subject to the **Listing Rules**, an **application** for **admission to trading** of any **class** of **securities** must relate only to **securities** which are **listed** or proposed to be **listed** or equivalent.*

2.2 An **issuer** must be in compliance with the requirements of:

(a) any **securities regulator** by which it is regulated; and /or

(b) any stock exchange on which it has **securities admitted** to trading.

2.3 In the case of **transferable securities**, all such **securities** must be **freely negotiable**.

2.4 **Securities** that are **admitted** to trading on any **regulated market** operated by the **Exchange** must be capable of being traded in a fair, orderly and efficient manner.

2.5 The **Exchange** may refuse an **application** for the **admission to trading** of **securities** if it considers that:

(a) the **applicant's** situation is such that **admission** of the **securities** may be detrimental to the orderly operation of the **Exchange's** markets and/or to the integrity or reputation of such markets; or

(b) the **applicant** does not and/or will not comply with the **Standards** or with any special condition imposed upon the **applicant** by the **Exchange.**

2.6 **Issuers** must confirm that they meet the criteria and requirements of the market to which they are applying.

Guidance to Rule:

***Issuers** are required to tick the relevant box on **Form 1** to indicate the market*

*to which they are seeking **admission**.*

*In addition to Rule 2.5, as per our obligations under **MiFID**, the **Exchange** has the right to refuse an **application** for the **admission to trading** of **securities** to a certain market or market segment if it considers that the **securities** are better suited to another of the **Exchange's** markets or segments.*

Settlement

2.7 To be **admitted to trading**, **securities** must be eligible for electronic **settlement**. The **issuer** must inform the **Exchange** at the time of **application** of the chosen **settlement** mechanism and if **settlement** restrictions will apply to any **securities** to be considered for **admission**.

Guidance to Rule:

*The **Exchange** requires that an appropriate **settlement** solution is in place, dependent upon the trading platform on which the **securities** are to be traded. Accepted **central security depositaries** include Euroclear UK & Ireland, Euroclear Bank, Depository Trust Clearing Corporation (DTCC) or Monte Titoli S.p.A.. Other **central securities depositaries** will be considered on a case-by-case basis.*

***Issuers** should note that certain of the **Exchange's** trading services have trades cleared by **central counterparties**. In these cases, the **securities** have to be eligible for the **central counterparty** as well as the **central securities depositary**. In addition, the **central counterparties** may restrict where **settlement** can occur.*

Communication

2.8 An **issuer** must identify a contact within their organisation who will be responsible for communications between the **Exchange** and the **issuer**, and the **Exchange** must be notified in writing of any changes thereafter. An **issuer** may also wish to use a **designated representative**. The **issuer** will be responsible for all actions and communications with the **Exchange** made on its behalf by a **designated representative**.

Guidance to Rule:

*The contact should be fully conversant with the **issuer's** responsibilities under these **Standards** and will be either a director or senior employee of the **issuer** in a position to act as the **Exchange's** point of contact. At the **issuer's** discretion, a **designated representative** from another organisation may also be selected to act as the primary day-to-day contact point with the **Exchange** on regulatory matters. Details of the **issuer's** contact and any **designated representative** must be provided to the **Exchange** at the time of the **application** for **admission to trading** and the **Exchange** must be notified in writing of any changes thereafter.*

2.9 An **issuer** must ensure that all information provided in connection with the **application** for **admission to trading** is in all respects accurate, complete

and not misleading. An **issuer** must be open, honest and co-operative in all dealings with the **Exchange**.

PART 2 – CRITERIA FOR CERTAIN ROUTES TO MARKET

Specialist Fund Segment

2.10 In addition to the provisions contained in Rules 2.1 to 2.9, an **issuer** applying for **admission to trading** or has been **admitted** on the **Specialist Fund Segment** must comply with the rules at Schedule 4.

High Growth Segment

2.11 In addition to the provisions contained in Rules 2.1 to 2.9, an **issuer** applying for **admission to trading** or has been **admitted** on the **High Growth Segment** must comply with the **High Growth Segment** rulebook at Schedule 5.

Admission to Trading Only

2.12 In addition to the provisions contained in Rules 2.1 to 2.9, an issuer applying for **admission** to or has been **admitted** to **Admission to Trading Only** must comply with the rules at Schedule 6.

Shanghai-London Stock Connect

2.13 In addition to the provisions contained in Rules 2.1 to 2.9, an **issuer** applying for **admission** to or has been **admitted** to the **Shanghai-London Stock Connect Segment** must comply with the rules at Schedule 7.

Issuers seeking **admission** of any of their **securities** to the Shanghai Stock Exchange, pursuant to **Shanghai-London Stock Connect**, should notify the Exchange of their intentions in writing at the following address stockconnect@lseg.com.

EEA ETFs

2.14 In addition to the provisions contained in Rules 2.1 to 2.9, an **issuer** of **EEA ETFs** must follow the **EEA ETFs** procedures at Part C of Schedule 1.

PART 3 – ADMISSION PROCESS

Early notification

2.15 In addition to the **application** requirements of these **Standards**, an **applicant** who proposes to **admit equity** or **depositary receipt securities** should notify the **Exchange** no later than when it provides its eligibility letter to the **UKLA** (or at least 20 **business days** prior to proposed **admission to trading** on the

Specialist Fund Segment, High Growth Segment or **ATT Only**)[1]**.** An **applicant** must provide the **Exchange** with such further information that it requests. Notifications should be made to en@lseg.com. An **issuer** proposing to **admit securities** that will be the subject of an **application** for **admission to trading** must agree the timetable for the **admission to trading** of those **securities** in advance with the **Exchange**.

2.16 The **issuer** must contact the **Exchange** no later than ten **business days** the **application** is to be considered.

Guidance to Rule:

*The **Form 1** should be sent to the **Exchange** (marked for the attention of "Admissions") in accordance with the procedures contained in Schedule 1.*

2.17 **Admission** of **securities** becomes effective only when the decision of the **Exchange** to admit the **securities** to trading has been announced by the **Exchange** via a **Regulatory Information Service.**

Publication of admission documentation on London Stock Exchange's website

2.18 As soon as an **applicant** has electronically published either a registration document, **prospectus**, listing particulars, admission particulars or a similar document, in association with an **admission** to one of the **Exchange's** markets, the **applicant** must provide a copy of the published document to the **Exchange**. The **Exchange** may in turn make such document available on the **Exchange's** website. A copy should be sent to en@lseg.com.

[1] In respect of an **issuer** of **equity** or **depositary receipts** that is already **admitted to trading**, this notification requirement applies if the further **issue** involves the publication of a **prospectus**.

SECTION 3: APPLICATION RULES

Introduction

This section includes rules and guidance in respect of provisional **applications** and formal **applications** of **securities** for **admission to trading**.

Provisional application

3.1 To ensure the **Exchange** can properly consider any **application** for **admission** to trading the **issuer** must comply with the procedure contained in Part A of Schedule 1. Amendments to Schedule 1 will be made from time to time as the **Exchange** considers appropriate.

3.2 The **issuer** must submit a provisional **application** to the **Exchange** no later than ten **business days** before the **application** is to be considered.

Formal application

3.3 Save where otherwise agreed by the **Exchange**, an **applicant** must comply with the procedure contained in Part B of Schedule 1 in order to make its formal **application** to the **Exchange**.

3.4 The **Exchange** will not ordinarily **admit securities** to trading without each of the documents and items listed in Part B of Schedule 1 having been lodged with the **Exchange** (marked for the attention of "Admissions**"**) in so far as they are relevant. All documents submitted to the **Exchange** must be written in English and submitted electronically.

3.5 Part C of Schedule 1 sets out additional requirements for certain **securities.**

Further issues

3.6 When further **issues** of **securities** are **allotted** of the same class as **securities** already **admitted to trading** on our markets, **issuers** must assess whether either a **prospectus** or **listing particulars** are required. If applicable, these must be submitted to the relevant **EEA competent authority** for review and approval in accordance with its rules. **Application** for **admission** of such further **securities** by the submission of a **Form 1** must also be made, at the same time as the **application** for **listing** where applicable, and in any event not later than 48 hours before the **application** is to be considered.

Fees

3.7 An invoice for the **admission** fee will be raised on **admission**. The **admission** fee is calculated in accordance with the **Exchange's** scale of fees (see Rule 4.11). Payment of the **admission** fee must be received no later than 30 days after the date of this invoice.

When Issued Dealing

3.8 If a request for **when issued dealing** is to be considered, the procedure in Schedule 2 must be followed.

3.9 The **Exchange** may refuse **when issued dealing** if it considers that:

a) the **when issued dealing** may be detrimental to the orderly operation of the **Exchange's** markets or to the integrity or reputation of such markets; or

b) the **applicant** for **when issued dealing** does not and/or will not comply with the **Standards** or with any special condition imposed upon the **applicant** by the **Exchange.**

Guidance to Rule:

*All **when issued dealing** trades will be for deferred **settlement** and if the resulting **securities** are not **admitted to trading** on an unconditional basis, every **when issued dealing** trade effected is void.*

After admission

3.10 Where relevant, a statement of the number of **securities** which were, in fact, issued and, where different from the number which were the subject of the **application**, the aggregate number of **securities** of that class in issue must be lodged with the **Exchange** (marked for the attention of "Admissions") as soon as it becomes available.

3.11 An **issuer** who proposes to change its name must, as soon as possible, notify the **Exchange** in writing of the change, stating the date on which it has taken effect. The **issuer** should provide the **Exchange** with a copy of the revised change of name document as issued by the relevant registrar of companies in the **issuer's** country of incorporation.

Block admission

3.12 Where an **issuer** admits **securities** that will not be allotted prior to **admission** and that do not require a **prospectus** or **listing particulars**, the i**ssuer** may make an **application** for a **block admission**. These **admissions** may be pursuant to employee share schemes or the exercise of options.

Guidance to Rule:

*Where an **issuer** wishes to **admit securities** on a regular basis, they may make an **application** for a **block admission. Block admissions** will usually be for the reasons stated in Rule 3.12 but the **Exchange** will consider requests for other reasons. The **Exchange** will monitor the correct usage of this facility and the number of **block admission applications** per **issuer**.*

SECTION 4: CONTINUING OBLIGATIONS

General

4.1 In order for its **securities** to be **admitted to trading** and to remain on the **Exchange's markets**, **issuers** must be in compliance with:

(a) the requirements of any **securities regulator** by which it is regulated; and/or

(b) the requirements of any stock exchange on which it has **securities admitted to trading**; and

(c) the provisions set out in the **Standards**, including any modification to the application of the **Standards** which has been notified via our website.

This shall be without prejudice to any **securities regulator** and/or stock exchange having rights to enforce compliance under its own rules and requirements, national law and regulation and EU directives and regulations.

MAR provides for separate disclosure obligations for **issuers admitted** to the **Exchange's** markets. The disclosure obligations in **MAR** relate to the disclosure of inside information and disclosure of transactions by persons discharging managerial responsibilities ("PDMR") and persons closely associated with them. **MAR** also provides for restrictions on PDMRs dealing during mandatory close periods. These obligations apply to **issuers** who have requested or approved **admission** of their securities on the **Exchange's regulated market** or **MTFs**. The disclosure obligations under **MAR** will be within the remit of the relevant **competent authority**. In the **UK**, the **competent authority** is the **FCA**.

4.2 **Issuers** must notify the **Exchange** without delay of any change of status of the information provided in respect of the **listing** or **admission to trading** (or cancellation from trading) of the **issuer's securities** on any other exchange or trading platform, where such **admission** or cancellation is at the **application** or agreement of the **issuer**.

4.2A An **issuer admitted to trading** on the **Main Market** that wishes to transfer between listing categories pursuant to **Listing Rule 5.4A** must notify the **Exchange** of its intention to transfer **listing** category. Such notification must be made as early as possible and no later than 3 **business days** before the transfer is due to take place. The notification should include: details of the **issuer**, the relevant **security** and the change in **listing** category sought; an explanation of why the **issuer** is seeking to transfer; the date on which the **issuer** wishes the transfer to take effect and contact details of the person the **Exchange** should liaise with in relation to the transfer.

4.3 Subject to the **Exchange's** compliance with requirements of national law and EU directives and regulations, the **Exchange** may make additions to, dispense with or modify the application of the **Standards** (either unconditionally or subject to conditions) in such cases and by reference to such circumstances

as it considers appropriate.

Provision of information

4.4 **Issuers** and their **designated representatives** must provide to the **Exchange** without delay any information or explanation that the **Exchange** may reasonably require for the purpose of verifying whether the **Standards** are being or have been complied with or which relates to the integrity or orderly operation of the **Exchange's** markets.

4.5 An **issuer** should reasonably satisfy itself that all information provided by it to the **Exchange** is correct, complete and not misleading and, if it comes to the subsequent attention of the **issuer** that the information provided does not meet this requirement, the **issuer** should advise the **Exchange** as soon as practicable.

Depositary receipts

4.6 An **issuer** of **depositary receipts admitted to trading** must ensure it has in place arrangements to provide to the **Exchange** each quarter, information on the number of **securities** issued and outstanding. An **issuer** of **depositary receipts** must also, upon request from the **Exchange**, provide an end of day number of securities issued and outstanding at any other time that the **Exchange** considers appropriate.

Guidance to Rule:

*The quarterly information required under this rule is the quarterly average of each end of **business day** number of issued and outstanding **depositary receipts**. The information must be provided to the Exchange by the tenth **business day** of January, April, July and October in respect of the preceding calendar quarter. An **issuer** of **depositary receipts** may prefer to instruct their **depositary bank** to make this information available to the **Exchange** on their behalf.*

Corporate actions

4.7 **Issuers** must inform the **Exchange** (marked for the attention of "Stock Situations Analysis Team") in advance of any notification of the timetable for any proposed action affecting the rights of its existing holders of its **securities** traded on our markets.

4.8 **Issuers** must comply with the provisions of Schedule 3 in order to comply with Rule 4.7.

EEA ETFs

4.9 **Issuers** of **EEA ETFs,** for whom the **UKLA** is not the **listing** authority:

(i) must comply with the **listing** rules of the **EEA** state in which they are listed;

(ii) must notify a **Regulatory Information Service** as soon as possible of all circulars, notices, reports (as required by the **listing** rules of the **EEA** state in which they are **listed**), at the same time as any such

documents are issued;

Unless the full text of the document is provided to the **Regulatory Information Service**, the notification must set out where copies of the relevant document can be obtained.

(iii) must appoint a registrar in the **UK** if: (a) there are 200 or more holders resident in the **UK**; or (b) 10% of more of the equity **securities** are held by persons resident in the **UK**.

(iv) must notify a **Regulatory Information Service** on a daily basis of the number of outstanding shares and the Net Asset Value per share.

Guidance to Rule:

*In relation to sub-paragraph (iii) above, an **issuer** should also consider the requirements of any settlement venue for a **UK** registrar.*

*An **issuer** must consider its obligations under **MAR**.*

*An **issuer** must also obtain fund recognition from the **FCA** and adhere to the continuing obligations contained within the **UCITS Directives**.*

Settlement

4.10 The **Exchange** requires that the **securities** continue to be eligible for electronic **settlement**, as set out in the Guidance to Rule 2.7.

Fees

4.11 An **issuer** with **securities admitted to trading** shall pay to the **Exchange** all applicable charges set out in the document "Fees for issuers" as soon as payment becomes due. This publication, as updated from time to time, can be found on our website:
www.londonstockexchange.com/mainmarket/usefuldocuments

Where an **issuer** fails to comply with this requirement, the **Exchange** may cancel the **issuer's securities** in accordance with Rule 4.20.

Suspension

4.12 The **Exchange** will ordinarily suspend the **admission** to and trading of any **securities** on its markets if a **listing** of such **securities** is suspended.

4.13 The **Exchange** may suspend trading of such **securities** with effect from such time as it may determine, and in such circumstances as it thinks fit where the ability of the **Exchange** to ensure the orderly operation of its markets is, or may be, jeopardised, even if only temporarily.

4.14 Any request by an **issuer** to suspend trading of its **securities** must be confirmed to the **Exchange** in writing by the **issuer** or its **designated representative**.

4.15 Where trading has been suspended, the **Exchange** may impose such

conditions as it considers appropriate prior to resumption of trading.

4.16 An **issuer** must continue to comply with the **Standards**, even when **admission** of its **securities** to trading is suspended, unless the **Exchange** otherwise agrees.

Cancellation

4.17 The **Exchange** will ordinarily cancel the **admission** to and trading of any **securities** on its markets if a **listing** of such **securities** is delisted by the relevant **competent authority** (and where the **issuer** has not undertaken a transfer in accordance with Rule 1.5). The **Exchange** may cancel an **issuer's admission** to and trading of its **securities** if it is satisfied that there are special circumstances that preclude normal dealings in such **securities**. For the purposes of this paragraph, special circumstances may include a situation where the **securities' listing** has been suspended for more than six months.

4.18 An **issuer** that wishes the **Exchange** to cancel the **admission** of its **securities** to trading must inform the **Exchange** in writing, not later than 20 **business days** before the date of cancellation. An **issuer** is also required to announce the intended cancellation of any of its **securities** through a **Regulatory Information Service**. The **Exchange** will announce the cancellation of the **issuer's securities** through the **Datasync Email Service** and through a **Regulatory Information Service**.

4.19 Cancellation at the request of the **issuer**, in accordance with Rule 4.18, will only be effective subject to the **issuer** complying with any legal or regulatory obligation and providing the **Exchange** with appropriate confirmation.

Guidance to Rules

*The **Exchange** will not exercise its powers under Rules 4.12 to 4.19, in respect of an **issuer** which does not or no longer complies with these Standards, where suspension or cancellation of an **issuer's securities** would, in the **Exchange's** determination, be likely to cause significant damage to the interests of investors or the orderly functioning of the financial markets.*

Compliance and Appeals

4.20 Where the **Exchange** considers that an **issuer** has contravened the **Standards** and considers it appropriate to impose any sanction as set out in Rule 4.21, it will follow the procedure set out in the **Compliance Procedures**.

4.21 If an **issuer** has contravened the **Standards**, one or more of the following actions may result:

(a) censure of the **issuer** and, in addition, publication of such censure;

(b) a fine; and/or

(c) cancellation of the right of the **issuer** to have its **securities,** or any **class** of its **securities**, traded on the **Exchange's** markets.

4.22 An **issuer** may appeal against a decision of the **Exchange** in relation to the application and interpretation of the **Standards**. The procedures for such appeals are set out in the **Compliance Procedures**.

SECTION 5 - COMPLIANCE PROCEDURES

DISCIPLINARY PROCESS

Where the **Exchange** believes there has been a breach of the **Standards** or the **ISM Rulebook** by an **issuer**, the **Exchange** may commence disciplinary action against such **issuer**. In this Section 5, references to a breach of the **Standards**, also includes a breach of the **ISM Rulebook**. The **Exchange** may issue a warning notice and/or refer disciplinary matters to either the Executive Panel or the Disciplinary Committee. In appropriate cases (including where a greater sanction than the Executive Panel is authorised to impose is deemed appropriate by the Executive Panel), the Executive Panel may refer the case to the Disciplinary Committee.

There are a number of factors which the **Exchange** takes into account when considering what disciplinary action to take in relation to a rule breach. These are set out below:

- The seriousness, size and nature of the rule breach
- How the rule breach came to light
- The actual or potential market impact of the rule breach, and any likely repercussions
- The general compliance history of the **issuer**, and specific history regarding the rule breach in question
- Consistent and fair application of the rules (any precedents of previous similar rule breaches)
- The responsiveness and conduct of the **issuer** in relation to the matter under investigation.

The **Exchange's** approach to regulation is aimed at maintaining the integrity, orderliness, transparency and good reputation of its markets and changing **issuers'** behaviour in those markets where necessary. The **Exchange** will investigate the facts of each case, seeking to understand why the rule breach occurred and will assess whether any remedial action the **issuer** has taken is adequate to prevent similar future occurrences.

The Executive Panel is a panel comprised of appropriately experienced senior members of the **Exchange's** staff. The procedures followed by the Executive Panel are set out in rules 5.5 to 5.38. Any final decision of the Executive Panel (other than a decision to refer a matter to the Disciplinary Committee) may be appealed to the Appeals Committee. There is no appeal on interim decisions.

The Disciplinary Committee is drawn from a pool of appropriately experienced (non-**Exchange**) persons and its procedures are set out in rules 5.39 to 5.80. The Disciplinary Committee may impose a wider range of sanctions than the Executive Panel and has discretion to publicise its findings. Any final decision of the Disciplinary Committee may be appealed to the Appeals Committee. There is no

appeal on interim decisions.

The Appeals Committee is also drawn from a pool of appropriately experienced (non-**Exchange**) persons and hears appeals against the findings of both the Executive Panel and the Disciplinary Committee. The procedures followed by the Appeals Committee are set out in rules 5.81 to 5.115. The Appeals Committee may uphold, quash or vary any decision it is asked to consider. The Appeals Committee decision is final.

The table below summarises the disciplinary process operated by the **Exchange**.

Process	Normal use	Constitution	Appellate
Warning Notices	• Rule breaches	(no hearing)	
Executive Panel	• Disciplinary matters	Senior Exchange staff	Appeals Committee
Disciplinary Committee	• Disciplinary matters	Appropriately experienced (non-**Exchange**) persons	Appeals Committee
Appeals Committee	• Disciplinary appeals against Executive Panel findings • Disciplinary appeals against Disciplinary Committee findings	Appropriately experienced (non-**Exchange**) persons	binding

The table below summarises the sanctions available to the **Exchange** for any breach of the **Standards**.

Process	Available sanctions	Appellate body
Warning Notices	• May stipulate corrective action required • Formal record of action for **issuer's** case history	
Executive Panel[1]	One of: • Private censure • Fine up to £100,000 per breach • Referral to Disciplinary Committee	Appeals Committee
Disciplinary Committee[2]	One or more of: • Private censure • Public censure • Unlimited fine • cancellation of the right of the **issuer** to have its **securities,** or any **class** of its **securities**, traded on the **Exchange's** markets	Appeals Committee
Appeals Committee[2]	Executive Panel referrals: • Any sanction available to the Executive Panel Disciplinary Committee referrals: • Any sanction available to the Disciplinary Committee	binding

[1] Findings of the Executive Panel in respect of breaches of the **Standards** by **issuers** are published anonymously by the **Exchange** from time to time.

[2] Disclosure of findings is at the discretion of the Committee hearing the case (subject to rule 5.2) in accordance with the **Standards**. Matters subject to appeal will not be published before the appeal is completed.

NON-DISCIPLINARY APPEAL PROCESS

In the first instance, appeals against decisions of the **Exchange** are heard by the Executive Panel. The Executive Panel may uphold, quash or vary any decision it is asked to consider. There is no appeal on the **Exchange's** decision to refer a matter to the Executive Panel or the Disciplinary Committee.

Appeals against the findings of the Executive Panel, and referrals from the Executive Panel are heard by the Appeals Committee. The Appeals Committee may uphold, quash or vary any decision it is asked to consider. The Appeals Committee decision is binding.

The table below summarises the non-disciplinary process operated by the **Exchange.**

Process	Normal use	Constitution	Appellate
Executive Panel	• All non-disciplinary appeals (in the first instance)	Senior Exchange staff	Appeals Committee
Appeals Committee	• Appeals against Executive Panel findings in non-disciplinary matters	Appropriately experienced (non-**Exchange**) persons	binding

The table below summarises the sanctions available to the **Exchange** for any breach of the **Standards**.

Process	Sanction	Appellate
Executive Panel	One of: • Uphold decision • Quash decision • Vary decision	Appeals Committee
Appeals Committee	One of: • Uphold decision • Quash decision • Vary decision	binding

PROCESS AND PROCEDURES

Burden of proof

5.1. The burden of proof shall be on the **Exchange**. The **Exchange**, the Executive Panel, the Disciplinary Committee or the Appeals Committee (as appropriate)

shall not find an allegation proved unless it is satisfied on the balance of probabilities.

Market guidance

5.2. The **Exchange** reserves the right to publish, without disclosing the identity of any party concerned, in part, in summary or in full, the findings of the Executive Panel, Disciplinary Committee or Appeals Committee where the **Exchange** believes that to do so would be of assistance to the market.

WARNING NOTICES

Function of Warning Notices

5.3. The **Exchange** may issue a **warning notice** to an **issuer** for a breach of the rules.

5.4. A **warning notice** forms part of an **issuer's** formal compliance record.

EXECUTIVE PANEL

Role

5.5. The Executive Panel shall, when acting as a tribunal of first instance, hear and determine charges against an **issuer** in respect of a breach of the **Standards**.

5.6. The Executive Panel shall, when acting as an appellate tribunal, hear and determine appeals by an appellant against a decision of the **Exchange**.

Disciplinary Powers

5.7. Where the Executive Panel acting as a tribunal of first instance finds an allegation proven on the balance of probabilities, the Executive Panel may:

5.7.1. issue a written warning (a private censure); or

5.7.2. impose a fine of up to £100,000 for each breach; or

5.7.3. refer the case to the Disciplinary Committee for hearing.

5.8. The Executive Panel may grant a consent order in respect of any settlement within its powers that may be negotiated between the **Exchange** and an **issuer** in relation to any disciplinary action taken by the **Exchange**.

Appeal powers

5.9. The Executive Panel may, when acting as an appellate tribunal, uphold, quash or vary (in accordance with the **Standards**) any decision by the **Exchange** which can be appealed under the **Standards**, or refer the matter to the Appeals Committee for further consideration.

Membership

5.10. Members of the Executive Panel shall be appropriately experienced senior members of the **Exchange's** staff.

5.11. The Executive Panel appointed pursuant to a referral or an appeal shall have between three and five members (including the Chairman) and shall have a quorum of three.

5.12. No member of the **Exchange's** staff who has been involved in the investigation or prosecution of the charge(s) in a disciplinary case shall be appointed to the Executive Panel considering that disciplinary case.

5.13. No member of the **Exchange's** staff who has been involved in a decision by the **Exchange** which is the subject of an appeal to the Executive Panel shall be appointed to the Executive Panel considering an appeal against that decision.

5.14. The names of the members of the Executive Panel will be disclosed to the **issuer.**

5.15. Each Executive Panel hearing a case shall appoint one of its members to be the Chairman.

5.16. A party may object to the membership of the Executive Panel on the grounds of conflict of interest or breach of rules 5.12 or 5.13. Such objection must be notified in writing, promptly, and prior to the hearing of the case, to the **Exchange**. If the Executive Panel upholds the objection, it will take appropriate action to address the objection. The decision of the Executive Panel under this rule is an interim decision and cannot be appealed separately from an appeal against the final decision of the Executive Panel under rule 5.34.

Confidentiality

5.17 Other than as set out in the Standards, and other than as between a party and its advisers, each party shall keep confidential any matters relating to any proceedings save where disclosure is permitted or required by law.

Mode of referral when acting as a tribunal of first instance

5.18. Proceedings before the Executive Panel shall be commenced by the **Exchange** submitting a statement of case to the **issuer**. The statement of case shall set out the charge(s) and all material facts taken into account and shall have attached to it copies of all documents relevant to the charge(s).

5.19. The **issuer** may, within five **business days** (or such other period agreed between the parties) of receipt of the statement of case, submit to the **Exchange** a statement of response setting out all material facts and having attached to it copies of all documents relied upon.

5.20. The Chairman of the Executive Panel may vary the period referred to in rule 5.19 at the request of the **issuer**.

5.21. Following receipt of the **issuer's** statement of response, the **Exchange** shall submit to the Executive Panel the statement of case and the **issuer's** response (if any), together with copies of all other relevant documents.

Mode of referral when acting as an appellate tribunal

5.22. Appeals to the Executive Panel must be commenced by service of a notice in writing on the **Exchange** within 10 **business days** of the service of the decision by the **Exchange**. The notice should set out the name of the appellant, the decision appealed against, the grounds of appeal, all material facts and shall have attached to it copies of all documents relevant to the appeal. The notice should be copied to the **Exchange's** Company Secretary, who will ensure that the notice is transmitted to the Chairman of the Executive Panel.

5.23. The **Exchange** may, within 10 **business days** (or such other period agreed between the parties) of receipt of the notice under rule 5.22, submit to the Chairman of the Executive Panel a statement of response setting out all material facts and having attached to it copies of all documents relied upon. Such statement shall be copied to the appellant (subject to any legal duty of confidentiality with respect to any details in such response).

5.24. On receipt of a notice under rule 5.22 and any statement of response under rule 5.23, the Chairman of the Executive Panel will arrange a hearing as soon as reasonably practicable.

5.25. The Chairman of the Executive Panel may vary the time periods referred to in rules 5.22 – 5.24 (other than the period during which an appeal may be made under rule 5.22) at the request of either party.

Procedure

5.26. Save in circumstances where either party notifies the Chairman of the Executive Panel that it believes an oral hearing is essential to establish all the relevant facts and requests the Chairman to hold such an oral hearing, proceedings before the Executive Panel will take place through the consideration of documents with no oral hearing.

5.27. Where there is to be a hearing, in accordance with rule 5.26, the Executive Panel will conduct it in private.

5.28. The parties may attend the hearing but any hearing may proceed in the absence of one or both of the parties.

5.29. The Executive Panel will give not less than five **business days'** notice of the time and place of any hearing to the parties. This notice period may be shortened with the agreement of the parties.

Deliberations and decisions

5.30. The Executive Panel may deliberate at any time and make any decision in the absence of the parties. The Executive Panel is entitled to reach decisions on

a majority basis. Where a majority decision is reached, this will not be disclosed.

5.31. When considering appeals, the Executive Panel will only quash or vary a decision of the **Exchange** if it is satisfied, on the balance of probabilities, that the decision is a misinterpretation or an erroneous application of any of the **Standards** or is not justified by the evidence on which it is based.

5.32. Following its determination, the Executive Panel will notify the parties in writing of:

5.32.1. its decision;

5.32.2. the reason(s) for its decision;

5.32.3. in disciplinary cases, whether any penalty is to be imposed under rule 5.7. Any fine must be paid by the **issuer** within 30 days of receipt of such notification unless appealed in accordance with the **Standards**; and

5.32.4. a time limit for lodging any appeal against the decision or any part thereof, which will be not less than 10 days from the date of service of the decision on the parties.

5.33. If the Executive Panel decides to refer a case to the Disciplinary Committee as set out under rule 5.7.3, no public announcement will be made until the Disciplinary Committee has reached a decision.

Appeal

5.34. Appeals against final decisions of the Executive Panel (as notified to the parties under rule 5.32) are heard by the Appeals Committee, in accordance with its procedures. Appeals must be commenced by service of a notice in writing on the Chairman of the Executive Panel within 10 **business days** of the service of the Executive Panel's decision (or such other time period as prescribed under rule 5.32.4), setting out the name of the appellant, the decision appealed against, the grounds of appeal, all material facts and attaching copies of all documents relevant to the appeal.

5.35. On receipt of a notice under rule 5.34, the Chairman of the Executive Panel will arrange for the appointment of a Secretary of the Appeals Committee, who will arrange a hearing as soon as reasonably practicable (and no later than one month).

5.36. The Chairman of the Executive Panel or the Appeals Committee may extend the time for appeal.

5.37. Notwithstanding rule 5.34, appeals against decisions of the Executive Panel on grounds of new evidence (including those where there are other grounds of appeal), shall be heard by way of rehearing by the Executive Panel before the right of appeal to the Appeals Committee arises. Where the appellant wishes to rely on evidence which was not before the Executive Panel, this shall be stated in the appeal notice and copies or details of such evidence

shall be attached to the notice.

Changes to the procedures

5.38. The Executive Panel may vary any of its procedures to adapt to the circumstances of any particular case.

DISCIPLINARY COMMITTEE

Role

5.39. The Disciplinary Committee shall, as a tribunal of first instance, hear and determine charges against an **issuer** in respect of a breach of the **Standards**.

Disciplinary powers

5.40. If the Disciplinary Committee finds an allegation proven on the balance of probabilities, it may impose one or more of the following sanctions:

5.40.1. a written warning (censure) which may be public or private;

5.40.2. an unlimited fine for each breach; and

5.40.3. cancellation of the right of the **issuer** to have its **securities,** or any **class** of its **securities**, traded on the **Exchange's** markets.

5.41. The Disciplinary Committee may grant a consent order in respect of any settlement that may be negotiated between the **Exchange** and an **issuer** in relation to any disciplinary action taken.

Membership

5.42 The Disciplinary Committee appointed pursuant to a referral shall have a quorum of three (including the Chairman). The maximum number of members of the Disciplinary Committee shall be seven. Any person whom the Disciplinary Committee co-opts will count as a member of the Disciplinary Committee.

5.43. Members of the Disciplinary Committee are drawn from a panel ("the panel") appointed by the **Exchange**.

5.44. The Disciplinary Committee may co-opt any person whom it considers appropriate.

5.45. No-one who is a member of the **Exchange's** staff may be appointed or co-opted.

5.46. The Chairman may appoint a legally qualified adviser who shall be independent of any party. Such legal adviser will not be counted as a member of the Disciplinary Committee, but shall advise the Disciplinary Committee on legal matters. The Chairman may replace the legal adviser.

5.47. Members of the Disciplinary Committee will notify the Secretary or the Chairman of any possible conflict of interest at the earliest possible opportunity and, in any event, prior to any hearing to be held under rule 5.60 or 5.61 below. The Chairman will take appropriate action and will then notify the parties to the disciplinary proceedings of the names of the members of the Disciplinary Committee and any proposed legal adviser. If any party to the disciplinary proceedings believes that a potential conflict of interest exists, it shall notify the Chairman in writing, at the earliest possible opportunity. The Chairman will take appropriate action.

5.48. Where the Disciplinary Committee wishes to co-opt a person or to appoint a person to replace a member unable to act whether because of illness, conflict of interest or otherwise and/or the Chairman wishes to replace the legal adviser and the hearing has commenced:

5.48.1. the appointment shall only take effect with the consent of the parties and the person co-opted or appointed will be subject to the provisions of rule 5.66; and

5.48.2. if, in the absence of such consent, the Disciplinary Committee does not wish or is not able to continue with the hearing, it will cease to deal with the referral and an entirely new Disciplinary Committee will be appointed from the panel, and a new legal adviser will be appointed by the new Chairman in both cases in accordance with these procedures, and the hearing, but not any pre-hearing procedures, will start afresh in front of the new Disciplinary Committee.

Secretary

5.49. A Secretary ("the Secretary") to the Disciplinary Committee shall be appointed by the **Exchange**. The parties will be notified of the name of the Secretary as soon as reasonably practicable. For the avoidance of doubt, the Secretary may be a member of the **Exchange's** staff.

5.50. The Secretary will carry out any administrative functions. Any notices, notifications and other documents required to be submitted to the Disciplinary Committee must be served upon the Secretary who will ensure that copies are provided to the other parties, the members of the Disciplinary Committee and any legal adviser as appropriate. Where the Disciplinary Committee wishes to notify the parties of any matter it shall do so through the Secretary.

5.51. Any notices or other documents required to be served shall be served by delivering by hand or posting by first class post to the addresses set out below, save that the Secretary may agree with any of those referred to at 5.51.1 to 5.51.2 a different place for service upon them:

5.51.1. in the case of an **issuer**, to its head office;

5.51.2. in the case of the **Exchange**, to the Secretary with a copy to the Company Secretary, at the **Exchange's** registered office; and

5.51.3. in the case of any other party, to a place agreed with the Secretary.

5.52. Service shall be deemed effective on the date of delivery by hand or, where first class post is used, on the second day after posting.

Confidentiality

5.53. All communications relating to the proceedings (save those which would be privileged from production in a court of law) between the parties and with the Disciplinary Committee shall be channelled through the Secretary.

5.54. If any Disciplinary Committee member or the legal adviser is approached by any person to discuss any matter connected with the proceedings such member shall, without delay, notify the Chairman who will take appropriate action.

5.55. Other than as set out in the **Standards**, and other than as between the parties and their advisers, all parties shall keep confidential any matters relating to any proceedings save where disclosure is permitted or required by law.

Mode of referral

5.56. The **Exchange** shall refer cases to the Disciplinary Committee by service of a written statement of case on the Secretary, who will as soon as reasonably practicable serve a copy of the statement of case on the **issuer**. The statement of case shall set out the charges and a summary of the main facts to be relied on.

5.57. In the case of referral by the Executive Panel (under rule 5.7.3), the **Exchange** shall serve a copy of the statement of case together with the statement of response made by the **issuer.**

Procedure

5.58 Following service of a statement of case pursuant to rule 5.56 or 5.57:

5.58.1 the **issuer** may submit to the Disciplinary Committee a statement of response (or in the event of referral under rule 5.7.3 – a further statement of response) and shall submit to the Disciplinary Committee a statement of all material facts and attach to it copies of all documents relied upon; and

5.58.2 each party will then notify the Disciplinary Committee of any directions to be sought at a pre-hearing review or their assessment that there is no need for a pre-hearing review.

5.59. The Secretary may, by agreement with the parties, set a timetable for the completion of the steps under rule 5.58. If no agreement is reached, the Chairman of the Disciplinary Committee may specify, by notice in writing to the parties, the time limits within which the steps at rule 5.58 are to be carried out.

Directions

5.60. Following the completion of the procedures set out in rule 5.58, the Chairman or any member of the Disciplinary Committee whom he nominates may give any directions and take any other steps he considers appropriate for the clarification of the facts and issues and generally for their just, efficient and expeditious presentation and the determination of the matters in issue. The Chairman or any member of the Disciplinary Committee whom he nominates may hold one or more pre-hearing reviews for those purposes and the determination of the matters in issue. By way of example, these directions may include:

5.60.1. fixing a time and place for any pre-hearing review and hearing;

5.60.2. by written consent of all parties, directing that the hearing or any part of the hearing shall proceed by written representations;

5.60.3. recording any admissions made by any party and any request to any party to make admissions;

5.60.4. directing any party to indicate whether it admits any particular fact(s) or document(s);

5.60.5. directing any party to disclose and serve copies of any documents;

5.60.6. setting time limits for any purpose of the proceedings;

5.60.7. extending or abridging time limits;

5.60.8. adjourning the pre-hearing review, with such orders as it thinks fit;

5.60.9. granting leave to amend (including adding documents to) any statement submitted pursuant to rule 5.58;

5.60.10. varying any previous directions; and

5.60.11. making any order for the payment of costs of or in connection with pre-hearing preparation or any pre-hearing review.

The hearing

5.61. The Disciplinary Committee will usually conduct hearings in private, although an **issuer** which is subject to proceedings has the right to ask for such hearing to be conducted in public. An **issuer** requiring such hearing to be conducted in public shall notify the Chairman, in writing, at least five **business days** prior to commencement of the hearing.

5.62. A party may be legally represented at any pre-hearing review or hearing.

5.63. A party may submit evidence to the Disciplinary Committee at any time until two **business days** before the hearing.

5.64. The parties will be given not less than three **business day's** notice of the time and place of a pre-hearing review and seven **business day's** notice of the time and place of the hearing by the Secretary. Any shorter notice period may apply if the parties agree.

5.65. If any party fails to attend or be represented at a pre-hearing review or a hearing, the Disciplinary Committee may proceed in its absence.

5.66. At the hearing:

5.66.1. the members of the Disciplinary Committee and the legal adviser will be introduced to the parties by the Chairman who will state that each of the members and the legal adviser believes himself to have no conflict of interest in hearing the case;

5.66.2. the parties will be asked to confirm that there is no reasonable objection to any of the Disciplinary Committee members hearing the case or the legal adviser on the grounds of conflict of interest; and

5.66.3. if the Disciplinary Committee, which for these purposes shall exclude any member objected to and shall have a quorum of two, upholds an objection, it may appoint another **person** from the panel to replace any relevant member and where the objection relates to the legal adviser, the Chairman may appoint another **person** to replace the legal adviser; in all cases the appointment shall be made in accordance with these procedures.

5.67. Unless otherwise ordered by the Disciplinary Committee, the order of proceedings at the hearing shall be as follows:

5.67.1. the allegation(s) made by the **Exchange** will be read and the **issuer** will state whether the allegation(s) is/are admitted;

5.67.2. each party (the **Exchange** followed by the other party(ies)) may present its evidence and/or call witnesses, who may be cross- examined and re-examined by the other parties and questioned by the Disciplinary Committee, and may make submissions to the Disciplinary Committee; and

5.67.3. where the Disciplinary Committee is satisfied that any allegation has been proved it shall take into account any representations made by the parties on whether any, and if so what, sanction(s) should be imposed before deciding whether, and if so what, sanction(s) should be imposed.

5.68. At a hearing the Disciplinary Committee may:

5.68.1. admit any evidence whether oral or written, whether direct or hearsay, without any requirement that it be on oath and whether or not the same would be admissible in a court of law;

5.68.2. make any directions which may be given at a pre-hearing review, and vary any direction which has been made; and

5.68.3. make all such directions with regard to the conduct of and procedure at the hearing as the Disciplinary Committee considers appropriate for securing a proper opportunity for the parties to present their cases and otherwise as may be just.

5.69. A record of the pre-hearing review may be made at the request of any party or if the Chairman so decides. A transcription or copy of the record will be made available to a party on payment of the cost of making such transcription or copy or a proportion thereof as the Secretary in his discretion shall determine. For the avoidance of doubt, it shall be sufficient for such record to be in the form of minutes taken by the Secretary.

5.70. A record of the hearing will be made. A transcription or copy of the record will be made available to a party on payment of the cost of making such transcription or copy, or a proportion thereof, as the Secretary in his discretion shall determine. For the avoidance of doubt, it shall be sufficient for such record to be in the form of minutes taken by the Secretary.

Deliberations and decisions

5.71. The Disciplinary Committee may deliberate at any time and make any decision in the absence of the parties. The Disciplinary Committee may adjourn any hearing at any time as it thinks fit. The Disciplinary Committee is entitled to reach decisions on a majority basis. Where a majority decision is reached, this fact will not be disclosed. In the case of an equality of votes, the Chairman shall have a second or casting vote.

5.72. Following the conclusion of the proceedings, the Disciplinary Committee will notify the parties in writing of:

5.72.1. its decision(s), including any penalty under rule 5.40 and any statement intended for publication;

5.72.2. the reason(s) for its decision(s);

5.72.3. any order for costs to be imposed; and

5.72.4. a time limit for the lodging of any appeal against the written decision or any part thereof which will be not less than 10 business days from the date of service on the parties of the written decision, save in exceptional circumstances where the Disciplinary Committee may order a shorter period.

5.73. The matters at rules 5.72.1 to 5.72.3 will not take effect until the expiry of the period for the lodging of any appeal or any extension thereof. If an appeal is lodged in relation to any or all of rules 5.72.1 to 5.72.3, the relevant matters at rules 5.72.1 to 5.72.3 will not take effect until the appeal is withdrawn or the Disciplinary Appeals Committee orders that they or any of them shall take effect.

5.74. The Disciplinary Committee may order any party to pay such reasonable

costs as it thinks fit, regardless of any finding or the outcome of the case. Such costs may include the remuneration and expenses of members of the Disciplinary Committee, the legal adviser, the Secretary and any costs incurred by the other party in the preparation and presentation of its case. Costs may be awarded against the **Exchange** only if, in the opinion of the Disciplinary Committee, the **Exchange** has acted in bad faith in bringing or conducting the proceedings. Such order will be made only after the parties to the proceedings have been given the opportunity to make submissions on costs to the Disciplinary Committee.

5.75. Any fine shall be paid within 30 days of receipt of the written decision of the Disciplinary Committee or the conclusion of any appeal against that determination and any costs ordered to be paid shall be paid within 30 days of receipt of the notification in writing of the amount payable.

5.76. The Disciplinary Committee may publish part or all of its written decision or a summary of it, and the reasons for the decision. Where the sanction imposed is a private censure, the Disciplinary Committee may publish its decision in part or a summary of it and the reasons for the decision without revealing the identity of the **issuer** sanctioned.

Appeal

5.77. Appeals must be made by service of a notice in writing, within 10 business days of the service of the Disciplinary Committee's decision, setting out the name of the appellant, the decision appealed against, the grounds of appeal, the principal matters relied upon and attaching copies of any documents relied upon on to the Secretary to the Disciplinary Committee, who will as soon as reasonably practicable serve a copy on the other party. Where the appellant wishes to rely on evidence or documentation which was not before the Disciplinary Committee, this shall be stated in the notice together with details of such evidence and copies of such documentation shall be attached to the notice.

5.78. On receipt of a notice under rule 5.77, the Secretary to the Disciplinary Committee will arrange for the **Exchange** to appoint the Chairman and Members of the Appeals Committee and the Chairman will arrange a hearing as soon as reasonably practicable.

5.79. The Disciplinary Committee or the Appeals Committee may extend the time for appeal.

Changes to the procedures

5.80. The Disciplinary Committee may vary any of these procedures to adapt to the circumstances of any particular case.

APPEALS COMMITTEE

Role

5.81. The Appeals Committee shall hear and determine appeals against decisions of the Disciplinary Committee made pursuant to referrals made under rule 5.77 and appeals against decisions of the Executive Panel made pursuant to rule 5.34.

Sanctions

5.82. The Appeals Committee may uphold, quash or vary any decision by the Disciplinary Committee or the Executive Panel. In the case of an appeal from the Executive Panel in a disciplinary case, the Appeals Committee may vary any penalty imposed by the Executive Panel subject to imposing a maximum fine of £100,000 for each breach.

Membership

5.83. The Appeals Committee appointed following service of a notice pursuant to rule 5.34 or rule 5.77 (as applicable) shall have a quorum of three (including the Chairman). The maximum number of members of the Appeals Committee shall be seven. Any person whom the Appeals Committee co-opts will count as a member of the Appeals Committee.

5.84. Members of the Appeals Committee are drawn from the panel referred to in rule 5.43.

5.85. The Appeals Committee may co-opt any person whom it considers appropriate.

5.86. The Chairman may appoint a legally qualified adviser who shall be independent of any party. Such legal adviser will not be counted as a member of the Appeals Committee but shall advise the Appeals Committee on legal matters. The Chairman may replace the legal adviser.

5.87. No-one who served on the Disciplinary Committee, whose decision is the subject of the appeal, nor its legal adviser nor anyone who is at the relevant time a member of the **Exchange's** staff, may be appointed or co-opted to the Appeals Committee.

5.88. Members of the Appeals Committee will notify the Secretary or the Chairman of any possible conflict of interest at the earliest possible opportunity and in any event prior to any hearing to be held under rule 5.99 or 5.100 below. The Chairman will take appropriate action and will then notify the parties to the disciplinary proceedings of the names of the members of the Appeals Committee and any proposed legal adviser. If any party to the disciplinary proceedings believes that a potential conflict of interest exists, it shall notify the Chairman at the earliest possible opportunity. The Chairman will take appropriate action.

5.89. Where the Appeals Committee wishes to co-opt a person or to appoint a

person to replace a member unable to act whether because of illness, conflict of interest or otherwise and the hearing has commenced:

5.89.1. the appointment shall only take effect with the consent of the parties and the person co-opted or appointed will be subject to the provisions of rule 5.103; or

5.89.2. if, in the absence of consent in accordance with 5.89.1, the Appeals Committee does not wish or is not able to continue with the hearing, it will cease to deal with the appeal and an entirely new Appeals Committee will be appointed in accordance with these procedures and the hearing, but not any pre-hearing procedures, will start afresh in front of the new Appeals Committee.

Secretary

5.90. The Secretary will carry out any administrative functions and act as secretary to the Appeals Committee. The parties will be notified of the name of such person as soon as reasonably practicable. For the avoidance of doubt, the Secretary may be a member of the **Exchange's** staff and notwithstanding rule 5.87 may be the same Secretary who was Secretary of the Disciplinary Committee.

5.91. Any notices, notifications and other documents required to be submitted to the Appeals Committee must be served upon the Secretary who will ensure that copies are provided to the other parties, the members of the Appeals Committee and any legal adviser as appropriate. Where the Appeals Committee wishes to notify the parties of any matter it shall do so through the Secretary.

5.92. Any notices or other documents required to be served shall be served by delivering by hand or posting by first class post to the addresses set out below, save that the Secretary may agree with any of those referred to at 5.92.1 to 5.92.2 a different place for service upon them:

5.92.1. in the case of an appellant, to its head office;

5.92.2. in the case of the **Exchange**, to the Secretary with a copy to the Company Secretary, at the **Exchange**'s registered office; and

5.92.3. in the case of any other party, to a place agreed with the Secretary.

5.93. Service shall be deemed effective on the date of delivery by hand or, where first class post is used, on the second day after posting.

Confidentiality

5.94. All communications relating to the proceedings (save those which would be privileged from production in a court of law) between the parties and with the Appeals Committee shall be channelled through the Secretary.

5.95. If any Appeals Committee member or the legal adviser is approached by any

person to discuss any matter connected with the hearing, the member or legal adviser, as appropriate, shall notify the Chairman without delay, who will take appropriate action.

5.96. Other than as set out in the **Standards**, and other than as between the parties and their advisers, all parties shall keep confidential any matters related to the appeal save where disclosure is permitted or required by law.

Procedure

5.97. Following service of a notice pursuant to rule 5.34 or 5.77 and the appointment of the Appeals Committee:

5.97.1. the appellant may submit to the Appeals Committee a statement amending or expanding upon the notice; and

5.97.2. any other party may submit to the Appeals Committee a statement in support of its case and any such party wishing to rely on evidence or documents not already before the Appeals Committee must submit a statement containing details thereof and attach to it copies of any such documents.

5.98. If both parties consent in writing to the Secretary, the appeal may be by written submissions only.

Directions

5.99. The Appeals Committee shall make any directions including any that may be made by the Disciplinary Committee and take any other steps it considers appropriate including holding pre-hearing reviews for the clarification of the facts and issues and generally for their just, efficient and expeditious presentation and the proper determination of the appeal.

The hearing

5.100. The Appeals Committee will usually conduct hearings in private, although an appellant which is subject to proceedings has the right to ask for such hearing to be conducted in public. An appellant requiring such hearing to be conducted in public shall notify the Chairman at least five business days prior to commencement of the hearing.

5.101. Any party may be legally represented at any hearing.

5.102. The parties will be given not less than 10 **business days** notice of the time and place of the hearing by the Secretary. The notice period may be shortened with the consent of the parties.

5.103. If a party fails to attend or be represented at any hearing or pre-hearing review, the Appeals Committee may proceed in its absence.

5.104. At the hearing:

5.104.1. the members of the Appeals Committee and the legal adviser will be introduced to the parties by the Chairman who will state that each of the members and the legal adviser believes himself to have no conflict of interest in hearing the appeal;

5.104.2. the parties will be asked to confirm that there is no reasonable objection to any of the Appeals Committee members hearing the appeal or to the legal adviser on the grounds of conflict of interest or otherwise; and

5.104.3. if the Appeals Committee, which for these purposes shall exclude any member objected to and shall have a quorum of two, upholds an objection, the Chairman may appoint a replacement in accordance with these procedures.

5.105. The order of proceedings shall be at the discretion of the Appeals Committee.

5.106. No party may rely on any statement or document not served on the Appeals Committee more than two **business days** before the hearing save with the leave of the Appeals Committee.

5.107. Save in exceptional circumstances and with the leave of the Appeals Committee, no party may present evidence (including calling new witnesses) that was not available to the Disciplinary Committee or the Executive Panel, although additional submissions may be made. Whether such new evidence should be permitted and, where it is permitted, the procedure for its presentation shall be decided on a case-by-case basis by the Appeals Committee.

5.108. A record of any hearing will be made. A transcription or copy of the record will be available to any party, on payment of the cost of making such transcription or copy or a proportion thereof as the Secretary in his discretion shall determine. For the avoidance of doubt, it shall be sufficient for such record to be in the form of minutes taken by the Secretary.

Deliberations and decisions

5.109. The Appeals Committee may deliberate at any time and make any decision in the absence of the parties. The Appeals Committee may adjourn any hearing at any time as it thinks fit. The Appeals Committee is entitled to reach decisions on a majority basis. Where a majority decision is reached, this will not be disclosed. In the case of an equality of votes, the Chairman shall have a second or casting vote.

5.110. The Appeals Committee will only quash or vary a decision of the Disciplinary Committee or the Executive Panel if it is satisfied, on the balance of probabilities, that the decision is a misinterpretation of or an erroneous application of any of the **Standards** or is not justified by the evidence on which it is based.

5.111. Following the conclusion of the proceedings, the Appeals Committee will notify the parties in writing of:

5.111.1. its decision(s), including any statement intended for publication;

5.111.2. the reason(s) for its decision; and

5.111.3. any order for costs to be imposed.

5.112. The Appeals Committee may order any party to the proceedings to pay such reasonable costs as it thinks fit regardless of any finding or the outcome of the case. Such costs may include the remuneration and expenses of members of the Appeals Committee, the Secretary and the legal adviser and any costs incurred by any other party in the preparation and presentation of its case. Costs may be awarded against the **Exchange** only if, in the opinion of the Appeals Committee, the **Exchange** has acted in bad faith in bringing or conducting the proceedings. Such order will be made only after the parties to the proceedings have been given the opportunity to make submissions on costs to the Appeals Committee.

5.113. Any fine shall be paid within 30 days of receipt of the written decision of the Appeals Committee and any costs ordered to be paid shall be paid within 30 days of receipt of the notification in writing of the amount payable.

5.114. The Appeals Committee may publish part or all of its written decision or a summary of it, and the reasons for the decision. The decisions of the Appeals Committee are binding.

Changes to the procedures

5.115. The Appeals Committee may vary any of these procedures to adapt to the circumstances of any particular case.

CONSENT ORDERS

5.116. At any time after the **Exchange** has decided to refer a case to the Executive Panel or the Disciplinary Committee, the **Exchange** and the **issuer** may, without prejudice, negotiate a proposed settlement ("consent order") and jointly submit it in writing to the Executive Panel or Disciplinary Committee for approval. A disciplinary action may at the discretion of the **Exchange** be delayed, and if already commenced – halted, by the commencement of the negotiation of a consent order.

5.117. At the request of the **issuer**, the consent order submitted to the Disciplinary Committee for approval may be anonymous, provided that this will have no impact on the decision taken by the Disciplinary Committee. The Disciplinary Committee retains the right to insist that the name of the **issuer** is disclosed to them.

5.118. If the Executive Panel or Disciplinary Committee approve the proposed consent order, or any variation agreed by the **Exchange** and the **issuer**, it shall immediately make the order.

5.119. The consequences of a consent order made by the Executive Panel or Disciplinary Committee shall be the same as those of a decision made by the

Executive Panel or Disciplinary Committee sitting as a tribunal of first instance, except that there can be no appeal and the consent order and penalties on any charges to which it relates shall have immediate effect.

5.120. The Executive Panel or Disciplinary Committee shall, in considering the consent order, take into account and give due weight to the fact that the parties are jointly applying for the consent order to be made.

5.121. If the Executive Panel or Disciplinary Committee does not approve the proposed consent order, there shall be no reference in any hearing before the Executive Panel or Disciplinary Committee to the negotiations, the proposed consent order or the submissions made to the Executive Panel or Disciplinary Committee, all of which shall be confidential.

5.122. Where rule 5.121 applies, the Executive Panel or Disciplinary Committee constituted to hear the disciplinary charges shall contain no person who was part of the Executive Panel or Disciplinary Committee that considered the consent order.

SCHEDULE 1 – ADMISSION PROCEDURES

PART A – PROVISIONAL APPLICATION

To ensure the **Exchange** can properly consider any **application** for **admission to trading** the **issuer** must:

1.1 For new **issuers**, submit the **Form 1** and a draft copy of the **prospectus**, **listing particulars**, **passport**, circular, announcement or other document relating to the issue, to the **Exchange** (marked for the attention of "Admissions" to admissions@lseg.com) by no later than 12:00 at least ten **business days** prior to the consideration of the **application** for **admission to trading**.

1.2 The submission of **Form 1** shall be provisional. Formal **application** will only be deemed to be made when a **prospectus** relating to the **securities** to be **admitted to trading** has been approved.

1.3 The formal **application** and supporting documentation must be submitted in accordance with Rule 3.3 and Part B of Schedule 1.

Guidance:

***New applicants** of **equity** and **depositary receipts securities** should refer to the early notification requirements in Part 3 of Section 2.*

***Admission** of **securities** becomes effective only when the decision of the **Exchange** to admit the **securities** to trading has been announced by the **Exchange** via a **Regulatory Information Service** announcement. (Should the **Regulatory Information Service** suffer an outage, a notice will be made available at the **Exchange's** ground floor reception).*

*Except where otherwise agreed by the **Exchange, applications** for **admission to trading** are considered on **business days** between the hours of 09:00 and 17:30.*

*An invoice for the **admission** fee will be raised on **admission**. The **admission** fee is calculated in accordance with the **Exchange's** scale of fees (see Rule 4.11). Payment of the **admission** fee must be received no later than 30 days after the date of this invoice.*

PART B – FORMAL APPLICATION

2.1 The following documents must be submitted to the **Exchange** by no later than 12:00 at least two **business days** prior to the consideration of the **application** for **admission to trading**:

2.2 **Issuers** not covered by Part C below:

- an **application** for **admission to trading** on the finalised **Form 1** issued by the **Exchange** signed by a duly authorised officer of the **issuer**;
- an electronic copy of any **prospectus**, **listing particulars**, **passport**,

circular, announcement or other document relating to the issue, together with copies of any notice of meeting referred to in such documents; and

- written confirmation of the number of **securities** to be allotted or issued pursuant to the board resolution should be provided and must be received by the **Exchange** no later than 16:00 on the day before **admission** is expected to become effective. By prior arrangement in writing this may be extended to 07:00 on the day of **admission**. The **applicant** should keep a copy of the resolution on its records for six years.

Guidance to Part B:

*For **issuers** for whom the **EEA competent authority** is the **FCA:***

*If the **FCA** has considered an **application** for **listing** and the **securities** the subject of the **application** are not all allotted and **admitted** following the initial allotment of the **securities** (for example, under an **offer for subscription**), further allotments of **securities** may be **admitted** if, before 4pm on the day before **admission** is sought, the **Exchange** has been informed and the **FCA** has been provided with the information required under **Listing Rule** 3.3.4 A R.*

*The **Exchange** may require proof of allotment for any **securities** which are being issued on **admission**. A copy of the **applicant's** board minutes allocating such **securities** or confirmation from the **issuer** will suffice in most cases.*

The documents required under Part B of Schedule 1 should at least include:

- *number of **securities** to be **admitted**;*
- *par value of **securities**;*
- *expected **admission** date; and*
- *nature of **admission**.*

PART C – APPLICATIONS FOR CERTAIN SECURITIES

3.1 **Issuers** seeking **admission to trading** to the **Order book for Retail Bonds** should ensure that they submit a **Form 1** and an ORB static data form.

Issuance programmes

3.2 Where **debt securities** or **depositary receipts** are issued under an issuance programme, an **applicant** must submit a subsequent **application** for **admission to trading** in the case of an increase in the maximum number of **securities** which may be in issue and **listed** at any one time under an issuance programme.

If the **Exchange** approves the **application**, it will **admit to trading** all **securities** which may be issued under the programme within 12 months after the publication of the **prospectus** or **listing particulars**, subject to the **Exchange** receiving:

(a) advice of the final terms of each issue;

(b) electronic copies of any supplementary **prospectus** or **listing particulars**; and

(c) confirmation that the **securities** in question have been issued.

3.3 The final terms of each issue which is intended to be **admitted to trading** must be submitted in writing to the **Exchange** as soon as possible after they have been agreed and in any event no later than 14:00 on the day before **admission** is required to become effective. The final terms may be submitted by the **issuer** or its **designated representative**.

Guidance for green bonds

*In addition to the requirements of the **Standards**, **issuers** of **debt securities** seeking to be traded on a dedicated green bond segment must:*

- *provide written confirmation to the **Exchange** that the entity that has been appointed to conduct the green bond certification meets the criteria contained at http://www.londonstockexchange.com/specialist-issuers/green-bonds/20151008-green-bond-certification.pdf*
- *(in the case of an **issuer** which is a supra-national entity) provide written confirmation that the **issuer's** impact reporting meets the criteria contained at http://www.londonstockexchange.com/specialist-issuers/green-bonds/20151008-green-bond-certification.pdf*

ETFs**, **EEA ETFs** and **ETPs

3.4 Prior to any potential **admission to trading** of an **ETF, EEA ETF** or **ETP, issuers** must liaise with the **FCA**.

3.5 All **ETFs, EEA ETFs** and **ETPs** must be either **FCA** authorised (**UKLA listed**) or **FCA** recognised (**listed** with another **EEA competent authority**).

For **ETFs** and other **ETPs** admitting on the basis of a **UKLA listing**, the below documents must be submitted to the **Exchange** (marked for the attention of "Admissions") 11 business days (by 12.00pm) before the target **admission** date, unless a sub-fund, whereby these can be submitted 5 business days before the target admission date:

- **Form 1**
- Trading form
- **Prospectus**/pricing supplement
- Stamped **listing particulars**
- For **ETFs** - Certificate of **UCITS** compliance or other **FCA** recognised non-UCITS scheme
- For other **ETPs** – Final terms

3.6 For **ETFs** admitting on the basis of an **EEA listing**, the below documents must be submitted to the **Exchange** (marked for the attention of "Admissions") 11 business days (by 12.00pm) before the target **admission** date unless a sub-fund, whereby these can be submitted 5 business days before the target admission date:

- **Form 1**
- Trading form
- Evidence of **FCA** recognition status
- **Prospectus**/pricing supplement
- Stamped **listing particulars** from an **EEA competent authority** (English version)
- Certificate of **UCITS** compliance from the home **competent authority** or other **FCA** recognised non-UCITS scheme (English version)

Guidance to paragraphs 3.4 to 3.6

*For each **ETF/ETP admitted to trading** on the **Exchange**, we require at least one registered market maker to provide two-way prices on our **order book** from the first day of trading. If no market makers are registered by 15:30 on the business day before the admission date the **security** will not be **admitted**.*

*Further information can be found on the **Exchange's** website at: http://www.lseg.com/markets-products-and-services/our-markets/london-stock-exchange/exchange-traded-funds/listing-and-admissions.*

Covered warrants and **listed structured products**

3.7 **Issuers** of **covered warrants** and **listed structured products** must provide a finalised **Form 1**, a pricing supplement, indicative price and a completed trading form (depending on the number of products being launched simultaneously) and any additional forms, as appropriate. If products are to be launched under a new **prospectus** then it must also be provided.

SCHEDULE 2 – WHEN ISSUED DEALING

1. A provisional "**when issued dealing application** form" (which can be found at www.londonstockexchange.com/mainmarket/usefuldocuments) must be received by the **Exchange** together with a draft **Form 1** and draft **prospectus**, at least 10 business days prior to the day on which the **issuer** is requesting that the **Exchange** consider the **application** for **when issued dealing**.

2. The final "**when issued dealing application** form" must be submitted (with a draft **stabilisation** notice if appropriate) at least two **business days** prior to the day on which the **issuer** is requesting that the **Exchange** consider the **application** for **when issued dealing.**

3. On the business day prior to the start of **when issued dealing** the **Exchange** must receive:

   - A copy of the **listing particulars**, admission document or **prospectus** or confirmation of the expectation that the **Listing Particulars**, admission document or **prospectus** will be approved by the relevant **competent authority** during the first day of **when issued dealing**;
   - Confirmation of when allocation is due to take place and an indication of the expected trading price; and
   - The draft **stabilisation** notice, if applicable.

   Guidance to Schedule 2

   *Subject to Rule 3.9, **when issued dealing** will only commence once:*

   - *the offer price (where applicable) and allocation details have been publicly announced;*
   - *the **issuer**, or its advisers, have confirmed that they are not aware of any reason why the **listing particulars,** admission document or **prospectus** will not be approved by the relevant **competent authority** during the first day of **when issued dealing**; and*
   - *the **Exchange** is satisfied that all relevant regulatory and operational approvals have been obtained by the **issuer**. This includes acceptance of the **security** by the venue in which it is due to settle and, if applicable, the relevant **central counterparty**.*

   *Further guidance on **when issued dealing** can be found on the **Exchange's** website at http://www.londonstockexchange.com/traders-and-brokers/rules-regulations/when-issued-dealing-guidance.pdf.*

   ***Issuers** seeking **admission** to the **Order book for Retail Bonds** should contact the **Exchange** in respect of any **application** for **when issued dealing**.*

SCHEDULE 3 – CORPORATE ACTIONS

Timetable for corporate actions

1. An **issuer** must contact the **Exchange** in advance of any announcement of the timetable for any proposed action affecting the rights of existing holders of its **securities** traded on our markets. Except in the case of a dividend timetable notification (which are subject to paragraph 6), the reference to 'in advance' means that the **Exchange** should receive the proposed timetable by no later than 09:00 on the day before the proposed announcement.

2. Paragraphs 1 and 3 to 5 do not apply to **issuers** of **depositary receipts** or **specialist securities**. **Issuers** of **depositary receipts** must observe their obligations under paragraph 8.

3. The **Exchange** may require amendments to the timetable, as and when considered necessary. The **Exchange** will liaise with the **issuer** and its advisers as appropriate.

4. A timetable which has not been cleared in advance with the **Exchange** but which has been announced to the market, may be subject to change if required by the **Exchange**. If this situation occurs a further correcting announcement must be made to the market.

5. Any proposed amendments to a timetable, including amendment to the publication details of any announcement, must be immediately notified to the **Exchange**.

Guidance:

*Paragraphs 1-5 relate to proposed timetables for all corporate actions for **securities admitted to trading** on the **Exchange's** markets, for example:*

- *Corporate actions where an ex date is required (dividends, scrip dividends, DRIPs, DRISs, dividend currency elections, open offers, rights issues, bonus issues, capitalisation issues, return of capital/cash, demergers, enfranchisements).*

- *Other events for which clearance of timetables is required are:*

    - ***tender/repurchase offers***,
    - ***consolidations***, ***subdivision***,
    - ***capital reorganisations***,
    - ***schemes of arrangement***/ ***schemes of reconstruction***,
    - *some types of* ***conversions***/***redemptions***, *or*
    - *any other corporate event which could affect the rights of existing holders of* ***securities admitted to trading on our markets***.

6. Where applicable, dividend payments must follow the procedures set out in the guidance below:

Guidance

*A dividend timetable which follows the guidelines set by the Dividend Procedure Timetable, published on the **Exchange's** website at http://www.londonstockexchange.com/traders-and-brokers/rules-regulations/rules-regulations.htm , need not be notified to the **Exchange** in advance, provided the announcement of the dividend includes:*

- *the amount of the dividend (should state whether the dividend is net or gross); and*
- *the record and payment dates; and*
- *the availability of any scrip dividend, DRIP or dividend currency option, together with the election date.*

*Dividends outside of the guidelines detailed in the Dividend Procedure Timetable must be agreed by the **Exchange** in advance of the announcement of the dividend. The **Scrip Dividend** and **DRIP** documentation must also be lodged with the **Exchange**.*

*The term 'dividend' includes all interest payments for **debt securities** (excluding **specialist securities**). An announcement is not required for interest payments, but the **Exchange** must receive notification of any payment no later than seven **business days** prior to the **record date**. This notification must include:*

- *the appropriate net or gross amount; and*
- *the record and payment dates; and*
- *any conversion period details.*

*Where fixed payment details are available, the **issuer** or its agent may use one timetable to inform the **Exchange** of all future payments, providing any subsequent amendments are notified to the **Exchange** immediately.*

*When an **issuer** publishes details of future interest payments, they must notify the **Exchange.***

Timetable for open offer

7. The timetable for an **open offer** must ensure that valid claims through the market can be promptly satisfied and must comply with the following:

   - the **open offer** must remain open for acceptance for at least 10 **business days**. For the purposes of calculating the period of 10 **business days**, the first **business day** is the date on which the offer is first open for acceptance. The **business days** must also exclude the **'ex' date**;

   - where possible, the **open offer record date** should be the **business day** before the expected **'ex' date**. A **record date** preceding the **'ex' date** by more than three **business days** will only be approved in exceptional circumstances; and

   - the announcement by an **issuer** of an **open offer** should take place by no

later than 07:15 on the proposed **'ex' date**.

As per paragraphs 1 and 2, an **issuer** or its adviser must contact the **Exchange** in advance of any announcement of the timetable for any **open offer**. The reference to 'in advance' means that the **Exchange** should receive the proposed timetable by no later than 09:00 on the day before the proposed announcement. The **Exchange** may require amendments to the timetable, as and when considered necessary. The **Exchange** will liaise with the **issuer** and its advisers as appropriate.

A timetable which has not been cleared in advance with the **Exchange** but which has been announced to the market, may be subject to change if required by the **Exchange**. If this situation occurs a further correcting announcement must be made to the market.

Continuing obligations for depositary receipt issuers

8. An **issuer** or its **depositary bank** should contact the **Exchange** in advance of any announcement of a timetable for any proposed action affecting the rights of existing holders of its **securities** traded on our markets. The reference to "in advance" means that the **Exchange** should receive the proposed announcement by no later than 9:00 on the day before the proposed announcement.

The **Exchange** may require amendments to the timetable, as and when considered necessary. The **Exchange** will liaise with the **issuer** or **depositary bank** as appropriate.

Any proposed amendments to an agreed timetable, including amendment to the published details of any announcement, should immediately be notified to the **Exchange**.

Paragraph 8 and related guidance must be adhered to by an **issuer** or its **depositary bank** unless otherwise specifically agreed with, and confirmed by, the **Exchange**.

Guidance

*Paragraph 8 relates to proposed timetables for all corporate actions for **depositary receipts admitted to trading** on the **Exchange's** markets, for example: corporate actions where an **'ex date'** is required (**bonus issues**, stock distributions, **rights issues**, **demergers** /spin offs).*

***Issuers** will have regard to their domestic regulatory requirements and should discuss possible conflicts between those and **the Standards** with **Exchange** in advance, as **issuers** deem necessary.*

*Wherever possible the **record date** should be announced in advance and the **'ex' date** for any of the above corporate actions will be determined by the **Exchange**, dependent on the information received and the type of the corporate action proposed.*

Other events for which clearance of timetables is required are:

- *stock splits,*
- **tender/repurchase offers**,
- ***capital reorganisations***,
- *or any other corporate action which could affect the rights of existing holders of **securities admitted to trading** on our markets.*

Dividends

*Dividends for **depositary receipts** should be notified to the **Exchange** by 09:00 at least three **business days** prior to the dividend **record date**, to allow the **depositary receipt** to be marked Ex Dividend in the normal way, one **business day** prior to the **record date**.*

*In most circumstances the dividend **record date** for the **depositary receipt** will be in line with that of the underlying security. In the event of late notification of the **record date** for the underlying security, or where notice is not received three days prior to the **record date**, the **depositary bank** will be required to set a separate **record date** for the **depositary receipt** to allow the security to be marked Ex Dividend in line with the above timetable.*

*Dividend notifications for **depositary receipts** should include the following details, where available:*

- *name of **issuer** declaring dividend*
- *ISIN or CUSIP number*
- *whether dividend is an approximate or final rate*
- *amount of the dividend (should state whether the dividend is net or gross and include both rates (if available)*
- **record date**
- *payment dates*
- *any relevant fees or tax charges*
- *name of **depositary bank** announcing dividend (including contact details).*

SCHEDULE 4 – SPECIALIST FUND SEGMENT

In order to be eligible for **admission**, and in addition to the requirements of these **Standards**, the following criteria must be satisfied, at **admission**, unless the **Exchange** otherwise agrees:

1. the **issuer** must be a closed-ended investment company;

2. the **issuer** must have published prior to admission a **prospectus** that complies with Annex XV of the Prospectus Directive in relation to the **securities** to be **admitted** that must have been approved by the **FCA** or another **EEA competent authority** as applicable. To the extent permitted by the relevant **competent authority**, that **prospectus** (as well any notification to a **Regulatory Information Service** at **admission**) should include:

    a. the following statement:

    "*The Specialist Fund Segment securities are not admitted to the Official List of the Financial Conduct Authority. Therefore the company has not been required to satisfy the eligibility criteria for admission to listing on the Official List and is not required to comply with the Financial Conduct Authority's Listing Rules. The London Stock Exchange has not examined or approved the contents of this document.*"; and

    b. appropriate language to reflect the fact that the **Specialist Fund Segment** is intended for institutional, professional, professionally advised and knowledgeable investors who understand, or who have been advised of, the potential risk from investing in companies **admitted** to **the Specialist Fund Segment**.

3. the **issuer** must disclose post-issue free float as part of their submission on the **Form 1**;

4. there must be a sufficient number of registered holders of the **securities** to be **admitted** to provide an orderly market in the **securities** following **admission**; and

5. the **issuer** must be duly incorporated or otherwise validly established and must operate in conformity with its constitution.

Guidance to Schedule 4

*As the **Specialist Fund Segment** is part of the **Exchange's regulated market**, **issuers admitted to trading** on the **Specialist Fund Segment** must meet the requirements of relevant EU directives and regulation.*

SCHEDULE 5 – HIGH GROWTH SEGMENT RULEBOOK

These rules apply to **issuers** (and their **Key Advisers**) applying to **admit securities**, or with **securities** admitted, to trading on the **High Growth Segment** of the **Main Market**, part of the **regulated market** operated by the **Exchange**.

*The following terms have the following meanings when used in this Schedule 5 the context otherwise requires. For any defined terms not listed here, please refer to the Glossary to these **Standards**.*

TERM	MEANING
admission, admitted	admission of **securities** to trading on the **High Growth Segment** of the **Main Market**
CAGR	Compound Annual Growth Rate calculated in accordance with the following formula where Revenue means audited consolidated revenue prepared in a form consistent with that which will be adopted in the **issuer's** next published financial statements; financial year 3 is the **issuer's** most recent completed financial year, and; financial year 0 is the **issuer's** financial year ended three years prior to financial year 3: $\left(\frac{\text{Revenue for financial year 3}}{\text{Revenue for financial year 0}}\right)^{1/3} - 1$ For example, to evaluate the three year Revenue CAGR at the end of 2012, Revenue for financial year 0 would be revenue earned in 2009.
class test(s)	the tests set out in Annex 1 which are used to determine how a transaction is to be classified for the purposes of **these rules**
director(s)	a **person** occupying the position of a director (by whatever name called) of a company or other body corporate with corresponding powers and duties
EEA	as such term is defined in the **FCA Handbook**
EEA State	as such term is defined in the **FCA Handbook**
eligibility letter	as defined in section 14.1 of Annex 3 and in such form as is found on the **Exchange's** website at: www.londonstockexchange.com/hgs
equity share capital	in relation to a company or similar body corporate, issued share capital excluding any part of that capital which, neither as respects dividends nor as respects capital, carries any right to participate beyond a specified amount in a distribution

EU	as such term is defined in the **FCA Handbook**
FCA Handbook	the Handbook published by the **FCA**, as amended from time to time
group	a **person's** group of companies being its **subsidiary undertakings**, its **parent undertakings** and any other **subsidiary undertakings** of its **parent undertakings**
in public hands	distributed to the public in one or more **EEA States**. **Securities** are not considered to be in public hands if they are held, directly or indirectly, by: (a) a **director** of the **issuer** or of any of its **subsidiary undertakings**; or (b) a **person** connected with a **director** of the **issuer** or of any of its **subsidiary undertakings**; or (c) the trustees of any employees' share scheme or pension fund established for the benefit of any **directors** and employees of the **issuer** and its **subsidiary undertakings**; or (d) any **person** who under any agreement has a right to nominate a **person** to the board of **directors** of the **issuer**; or (e) any **person** or **persons** in the same **group** or **persons** acting in concert who have an interest in 5% or more of the shares of the relevant **class**. **Treasury shares** are not to be taken into consideration when calculating the number of shares of the **class**.
issuer Declaration	as such form is found on the **Exchange's** website at: www.londonstockexchange.com/hgs
Key Adviser Application	as such form is found on the **Exchange's** website at: www.londonstockexchange.com/hgs
Key Adviser Declaration	as such form is found on the **Exchange's** website at: www.londonstockexchange.com/hgs
Key Adviser service(s)	a service relating to a matter referred to in Rule 4 of **these rules** that a **Key Adviser** provides or is requested or appointed to provide, including preparatory work that a **Key Adviser** may undertake before a decision is taken as to whether or not it will act as **Key Adviser** for an **issuer**, and including all the **Key Adviser** communications with the **Exchange** in connection with the service. But nothing in this definition is to be taken as requiring a **Key Adviser** when requested to agree to act as a **Key Adviser** for an **issuer**

Key Adviser(s)	a **Key Adviser** whose name appears on the list maintained by the **Exchange** pursuant to section 15 of Annex 3
notifiable transaction	as set out in section B3
parent undertaking(s)	as such term is defined in section 1162 of the Companies Act 2006
percentage ratio(s)	(in relation to a transaction) the figure, expressed as a percentage, that results from applying a calculation under a **class test** to the transaction
person(s)	(in accordance with the Interpretation Act 1978) any person, including a body of persons corporate or unincorporate (that is, a natural person, a legal person and, for example, a partnership)
Prospectus Rules	the Prospectus Rules issued by the **FCA** as part of the **FCA Handbook**, as amended from time to time
related party	(1) a **person** who is (or was within the 12 months before the date of the transaction or arrangement) a **substantial shareholder**; or (2) a **person** who is (or was within the 12 months before the date of the transaction or arrangement) a **director** or shadow director of the company or of any other company which is (and, if he has ceased to be such, was while he was a **director** or shadow director of such other company) its **subsidiary undertaking** or **parent undertaking** or a fellow **subsidiary undertaking** of its **parent undertaking**; or (3) a **person** exercising significant influence; or (4) an associate (as such term is defined in the **Listing Rules**) of a related party referred to in the above paragraphs.
related party transaction	as set out in section B4
reverse takeover	a **reverse takeover** is a transaction, whether effected by way of a direct acquisition by the **issuer** or a **subsidiary undertaking**, an acquisition by a new holding company of the **issuer** or otherwise, of a business, a company or assets: • where any **percentage ratio** is 100% or more; or • which in substance results in a fundamental change in the business or in a change in board or voting control of the **issuer** and its **subsidiary undertakings**.

	When calculating the **percentage ratio**, the **issuer** should apply the **class tests**. The following factors are usually indicators of a fundamental change: (1) the extent to which the transaction will change the strategic direction or nature of its business; or (2) whether its business will be part of a different industry sector following the completion of the transaction; or (3) whether its business will deal with fundamentally different suppliers and end users.
RIS	see definition of Regulatory Information Service in the **Standards**
scientific research issuer	an **issuer** that: a) has as its primary reason for **admitting** to the **High Growth Segment** the raising of finance to bring identified products to a stage where they can generate significant revenues; and b) demonstrates that it has a three year record of operations in laboratory research and development including: i. details of patents granted or details of progress of patent applications; and ii. the successful completion of, or the successful progression of, significant testing of the effectiveness of its products; and c) demonstrates its ability to attract funds from sophisticated investors prior to the marketing at the time of **admission**.
shareholders	a holder of any legal or beneficial interest, whether direct or indirect, in a **security admitted** to the **High Growth Segment**
subsidiary undertaking(s)	as such term is defined in section 1162 of the Companies Act 2006
substantial shareholder	means any **person** who is entitled to exercise, or to control the exercise of, 10% or more of the votes able to be cast on all or substantially all matters at general meetings of the company (or of any company which is its **subsidiary undertaking** or **parent undertaking** or of a fellow **subsidiary undertaking** of its **parent undertaking**). For the purposes of calculating voting rights, the following voting rights are to be disregarded:

	(1) any voting rights which such a **person** exercises (or controls the exercise of) independently in its capacity as bare trustee, investment manager, collective investment undertaking or a long-term insurer in respect of its linked long-term business if no associate of that **person** interferes by giving direct or indirect instructions, or in any other way, in the exercise of such voting rights (except to the extent any such **person** confers or collaborates with such an associate which also acts in its capacity as investment manager, collective investment undertaking or long-term insurer); or (2) any voting rights which a **person** may hold (or control the exercise of) solely in relation to the direct performance, by way of business, of: (a) underwriting the issue or sale of **securities**; or (b) placing **securities**, where the **person** provides a firm commitment to acquire any **securities** which it does not place; or (c) acquiring **securities** from existing **shareholders** or the **issuer** pursuant to an agreement to procure third-party purchases of **securities**; and where the conditions in (i) to (iv) are satisfied: (i) the activities set out in (2)(a) to (c) are performed in the ordinary course of business; (ii) the **securities** to which the voting rights attach are held for a consecutive period of 5 trading days or less, beginning with the first trading day on which the **securities** are held; (iii) the voting rights are not exercised within the period the **securities** are held; and (iv) no attempt is made directly or indirectly by the firm to intervene in (or attempt to intervene in) or exert (or attempt to exert) influence on the management of the **issuer** within the period the **securities** are held.
target	the subject of a **notifiable transaction** or **reverse takeover**
these rules	these rules relating to **admission** to the **High Growth Segment**
treasury shares	as such term is defined in the **FCA Handbook**

INTRODUCTION

A. The **High Growth Segment** opened on 27 March 2013. It offers admission to trading to the **Main Market** principally for high growth, trading businesses that intend in due course to seek admission to the **Official List** but that may not yet meet the applicable eligibility criteria, in particular due to having a lower proportion of **securities in public hands**.

B. As a segment of an **EU regulated market**, **issuers** with **securities** admitted to, or applying for admission to, the **High Growth Segment** must comply with **MAR** and certain **EU** directive standards, such as applicable parts of the **FCA DTR** and the **Prospectus Rules**.

C. Other rules that will apply to **issuers** include the **Standards** issued by the **Exchange**, which should be read in conjunction with **these rules**. An **issuer** will also need to comply with the national law and regulation of its country of incorporation.

D. **Securities** admitted to the **High Growth Segment** are not admitted to the **Official List** maintained by the **FCA** and therefore the **Listing Rules** do not apply.

E. Admission to the **High Growth Segment** is determined by the **Exchange** on the basis of information and submissions relating to eligibility given by the **issuer** and its **Key Adviser** and on the basis that a **prospectus** has been approved by the **FCA** or other **EEA State competent authority.**

F. Prospective **issuers** considering applying for admission to the **High Growth Segment** should consult with the **Exchange** (via the **Primary Market Regulation Team**) at the earliest possible opportunity in order to discuss their eligibility.

G. Questions or concerns in relation to the interpretation of **these rules** should be addressed at the earliest possible opportunity to the **Primary Market Regulation Team**. The **Exchange** may modify or dispense with **these rules** in individual cases as it considers appropriate.

H. Terms in bold are defined in the Glossary at the end of **these rules**.

I. The **prospectus** required under Rule 3 of **these rules**, any documents sent to **shareholders** and any information required by **these rules** (including the website at section B7) must be in English.

J. The rules relating to the trading of **securities** are set out in the *Rules of the London Stock Exchange*.

SECTION A – ADMISSION

1. This section applies to **issuers** that do not already have **securities admitted**, unless (i) **admission** is sought for a new **class** of **securities**, or (ii) **admission** is the result of a **reverse takeover** involving an **issuer** that previously had **securities admitted**, in which case this section shall apply unless the **Exchange** otherwise determines.

A1: ELIGIBILITY FOR ADMISSION

2. In order to be eligible for **admission**[2], and in addition to the requirements of the **Standards**, the following criteria must be satisfied, at **admission**, unless the **Exchange** otherwise agrees:

   2.1. the **issuer** together with its **subsidiary undertakings** must be a trading business[3]

   2.2. the **issuer** must control the majority of its assets

   2.3. the **issuer** must be able to demonstrate growth in audited consolidated revenue, prepared in a form consistent with that which will be adopted in the **issuer's** next published financial statements, of at least 20% on a **CAGR** basis over the prior three financial years

   2.4. at least 10% of the number of **securities** to be **admitted** must be **in public hands**

   2.5. the value of the **securities** in **public hands** must be at least £30 million. The majority of the £30 million must be raised at **admission** by the issue of new **securities** or sale of existing **securities** from the same **class** as that to be **admitted**

   2.6. there will be a sufficient number of registered holders of the **securities** to be **admitted** to provide an orderly market in the **securities** following **admission**

   2.7. the **securities** to be **admitted** must form part of the **issuer's equity share capital**, must conform with the laws and regulations of the **issuer's** place of incorporation and be duly authorised according to the requirements of the **issuer's** constitution as well as having any other necessary consents, and

   2.8. the **issuer** must:

      2.8.1. be duly incorporated or otherwise validly established in an **EEA State** and must operate in conformity with its constitution, and

      2.8.2. be a public limited company or similar **EEA** corporate structure.

   2.9. the **Exchange** may at its sole discretion modify or dispense with Rules 2.1 and 2.3 of **these rules** in the case of a **scientific research issuer**[4], provided that the **scientific research issuer:**

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[2] GUIDANCE – **Issuers** should note that certain of the eligibility requirements set out here are continuing obligations pursuant to section B1

[3] GUIDANCE - an **issuer** should not, for example, be a mineral resource company at exploration stage, or an investment entity

[4] GUIDANCE – the criteria for determining whether an **issuer** will qualify as a **scientific research issuer** is contained in the glossary definition of **scientific research issuer**.

2.9.1. complies with Rules 2.2 and 2.4 to 2.8 of **these rules**; and

2.9.2. has published or filed historical financial information since the inception of its business.

3. In addition, to be eligible for **admission**, the **issuer** must have published prior to **admission** a **prospectus** in relation to the **securities** to be **admitted** that must have been approved by the **FCA** or another **EEA State** competent authority as applicable. To the extent permitted by the relevant **competent authority**, that **prospectus** (as well any notification to a **RIS** at **admission**) should include the following:

3.1. a statement, ideally on the front page, prominently and boldly, stating the following:

"*Admission to the High Growth Segment of the Main Market of the London Stock Exchange is primarily intended for high growth companies, which are likely to have a lower proportion of securities in public hands at admission than companies admitted to the Official List. High Growth Segment securities are not admitted to the Official List of the Financial Conduct Authority. Therefore the company has not been required to satisfy the eligibility criteria for admission to listing on the Official List and is not required to comply with the Financial Conduct Authority's Listing Rules. The London Stock Exchange has not examined or approved the contents of this document. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.*", and

3.2. a non-binding indication in the section of the **prospectus** dealing with information on the **issuer** (and in any notification to a **RIS** at **admission**) setting out that the **issuer** intends to apply for admission to the **Official List** in the future and how it intends to satisfy the eligibility criteria for admission to the **Official List**.

4. In addition, to be eligible for **admission**, an **issuer** must have appointed a **Key Adviser** in relation to an **admission**. The **Key Adviser** must comply with the requirements of Annex 3 of **these rules**.

5. Even if an **application** for **admission** by an **issuer** satisfies all of the criteria set out in this section A1, the **Exchange** may refuse **admission** or may impose any conditions to **admission** in accordance with Rule 2.5 of the **Standards.**

A2: PROCEDURE FOR ADMISSION

6. In addition to the requirements for **admission** set out in the **Standards,** to apply for **admission**:

6.1. a **Key Adviser** must submit to the **Exchange** a draft copy of the **eligibility letter** by email to the **Primary Market Regulation Team** no later than the date on which a draft **prospectus** is first submitted for

review to the **FCA** or other **EEA State** competent authority

6.2. an **issuer** (or **Key Adviser** on its behalf) must submit to the **Exchange** at least two **business days** before the **Exchange** is to consider the **application** for **admission**, the following by email to the **Primary Market Regulation Team**:

6.2.1. a completed **issuer Declaration**

6.2.2. where the **prospectus** is approved by an **EEA State competent authority** other than the **FCA**, a certificate of approval, and

6.2.3. any other documentation required by the **Exchange** in connection with assessing the **issuer's** eligibility, and

6.3. a **Key Adviser** must submit to the **Exchange** at least two **business days** before the **Exchange** is to consider the **application** for **admission** by email to the **Primary Market Regulation Team**:

6.3.1. a completed **Key Adviser Declaration**

6.3.2. the final form **eligibility letter**, and

6.3.3. any other documentation required by the **Exchange** in connection with assessing the **issuer's** eligibility.

7. An **issuer** in the case of Rule 6.2 of **these rules** and information required by the **Standards** or **Key Adviser** in the case of the whole of Rule 6 of **these rules**, in each case must inform the **Exchange** (via the **Primary Market Regulation Team**) without delay of any change in the information provided under those provisions that occurs prior to **admission**. Where, in the opinion of the **Exchange**, such change(s) result in the information being significantly different to that initially provided or otherwise being material in the context of the **admission**, the **Exchange** may delay **admission**.

8. The **Exchange** may publish the information contained in the documents it receives pursuant to Rule 6.1 of **these rules** or the **Standards**, in particular by noting details of the proposed **admission** on its website.

9. **Admission** becomes effective at the time set out in the **Standards**.

SECTION B – CONTINUING OBLIGATIONS

10. This section applies to **issuers** that have **securities admitted**.

B1: CONTINUING ELIGIBILITY REQUIREMENTS

11. While it has **securities admitted**, the **issuer** must comply with the criteria set out in Rule 2 of **these rules** (other than those at Rules 2.3, 2.5 and 2.6) as if they applied on a continuing basis.

12. In addition to the requirements in the **Standards**, an **issuer** must:

    12.1. deal with the **Exchange** in an open and co-operative way and deal with all enquiries raised by the **Exchange** promptly

    12.2. promptly notify the **Exchange** if it becomes aware that it is likely to fail or has failed to comply with its obligations under **these rules** or the **Standards**, and

    12.3. provide to the **Exchange** any information or explanation the **Exchange** might reasonably require for the purpose of verifying whether **these rules** are being or have been complied with.

13. In relation to any further issue of **securities** of the same **class**, the provisions of the **Standards** apply and a **Form 1** must be submitted to the **Exchange** for **admission** of such **securities**.

B2: ADVICE OF KEY ADVISERS

14. An **issuer** must obtain the guidance of a **Key Adviser** to assist it[5] with the application of **these rules** and the **Standards** where it (or any of its **subsidiary undertakings**) is proposing to enter into or undertake any significant transaction or a significant event occurs, including any of the following:

    14.1. a transaction which due to its size or nature could amount to a **notifiable transaction**, **related party transaction** or **reverse takeover**

    14.2. cancellation of its **admission**

    14.3. a further issue of **securities** or a purchase of own **securities** of the same **class** to that which is **admitted**, or

    14.4. severe financial difficulty, including in relation to any associated restructuring, reconstruction or disposal.

B3: NOTIFIABLE TRANSACTIONS

15. In this section B3, (except where specifically provided to the contrary) a

[5] GUIDANCE - For the avoidance of doubt, the role of the **Key Adviser** after **admission** is to advise the **issuer** only and the **Key Adviser** will not owe duties to the **Exchange** in relation to such advice.

reference to a transaction by an **issuer**:

15.1. subject to Rules 15.3, 15.4 and 15.5 of **these rules**, includes all agreements (including amendments to agreements) entered into by the **issuer** (or its **subsidiary undertakings**)

15.2. includes the grant or acquisition of an option as if the option had been exercised except that, if exercise is solely at the **issuer's** (or its **subsidiary undertaking's**) discretion, the transaction will be classified on exercise and only the consideration (if any) for the option will be classified on the grant or acquisition

15.3. excludes a transaction in the ordinary course of business

15.4. excludes an issue of **securities**, or a transaction to raise finance, which does not involve the acquisition or disposal of any fixed asset of the **issuer** (or of its **subsidiary undertakings**), and

15.5. excludes any transaction between the **issuer** and its wholly-owned **subsidiary undertaking** or between its wholly-owned **subsidiary undertakings**.

16. In assessing whether a transaction is in the ordinary course of an **issuer's** business, regard should be had to the size and incidence of similar transactions which the **issuer** (or its **subsidiary undertakings**) has entered into.[6]

17. A transaction is classified by assessing its size relative to that of the company proposing to make it. The comparison of size is made by using the **percentage ratios** that result from applying the **class test** calculations to a transaction. The **class tests** are set out in Annex 1.

18. A "**notifiable transaction**" is a transaction where any **percentage ratio** is 25% or more.

19. Transactions completed during the 12 months before the date of the latest transaction must be aggregated with that transaction for the purposes of classification if:

19.1. they are entered into by the **issuer** (or its **subsidiary undertaking**) with the same **person** or with **persons** connected with one another

19.2. they involve the acquisition or disposal of **securities** or an interest in one particular company, or

19.3. together they lead to substantial involvement in a business activity which did not previously form a significant part of the **issuer's group's**

[6] GUIDANCE - Where relevant when considering whether a transaction is a **notifiable transaction**, the following **Listing Rules** should be regarded as guidance: **Listing Rules** 10.2.4 to 10.2.9 R inclusive in relation to indemnities and similar arrangements, break fee arrangements and Issues by major subsidiary undertakings. The **Exchange** may require an **issuer** to provide its calculations of the **percentage ratios** in connection with a transaction and the **issuer's** reasons for concluding whether or not a transaction is a **notifiable transaction**.

principal activities.

20. An **issuer** must notify a **RIS** as soon as possible after the terms of a **notifiable transaction** are agreed in the terms set out in Annex 2, noting also the requirements for a supplementary notification set out in that Annex.

B4: RELATED PARTY TRANSACTIONS

21. A "**related party transaction**" is a transaction where any **percentage ratio** is 5% or more, and it is:

    21.1. a transaction (other than a transaction in the ordinary course of business) between an **issuer** and a **related party**

    21.2. an arrangement (other than an arrangement in the ordinary course of business) pursuant to which an **issuer** and a **related party** each invests in, or provides finance to, another undertaking or asset, or

    21.3. any other similar transaction or arrangement (other than a transaction in the ordinary course of business) between an **issuer** and any other **person** the purpose and effect of which is to benefit a **related party**.

22. In this section B4, a reference to a transaction or arrangement:

    22.1. by an **issuer** includes a transaction or arrangement by its **subsidiary undertaking**, and

    22.2. is, unless the contrary intention appears, a reference to the entering into of the agreement for the transaction or the entering into of the arrangement.

23. In assessing whether a transaction is in the ordinary course of business, regard should be had to the size and incidence of the transaction and also whether the terms and conditions of the transaction are unusual. Rule 25 of **these rules** will apply to the variation or novation of an existing agreement between an **issuer** and a **related party** whether or not, at the time the original agreement was entered into, that party was a **related party**.

24. If an **issuer** enters into transactions or arrangements with the same **related party**[7] in any 12 month period, the transactions or arrangements must be aggregated. If any **percentage ratio** is 5% or more for the aggregated transactions or arrangements, the **issuer** must comply with Rule 25 of **these rules** in respect of the latest transaction or arrangement.[8]

[7] GUIDANCE - or with any 'associate' of a **related party** as such term is defined in the **Listing Rules**

[8] GUIDANCE - The **Exchange** may require an **issuer** to provide its calculations of the **percentage ratios** in connection with the transaction and the **issuer's** reasons for concluding whether or not a transaction is a **related party transaction**. The following should be taken into consideration as guidance when considering whether a transaction or arrangement is a **related party transaction**:

25. If an **issuer** enters into a **related party transaction**, the **issuer** must make a notification in accordance with Rule 20 of **these rules** as if it were a **notifiable transaction**, including also the following:

    25.1. the name of the **related party**, and

    25.2. details of the nature and extent of the **related party's** interest in the transaction or arrangement.

B5: REVERSE TAKEOVERS

26. Where an **issuer** wishes to undertake a **reverse takeover**[9], it must:

    26.1. comply with the requirements of section B3 as if it were a **notifiable transaction**

    26.2. send an explanatory circular to its **shareholders** and obtain their prior approval in a general meeting for the transaction which constitutes the **reverse takeover**, and

    26.3. ensure that any agreement that effects such transaction is conditional on that **shareholder** approval being obtained.

27. Matters relating to the circular and material change:

    27.1. The circular required by Rule 26.2 of **these rules** should include all relevant information to enable **shareholders** to make an informed decision about the proposed **reverse takeover**[10].

    27.2. If after publication of the circular but before the general meeting a material change or new matter occurs which the **issuer** should have included in the circular if it had been in existence at the time of its publication, the **issuer** should send a supplementary circular to its **shareholders** providing an explanation of such change or matter.

    27.3. If, after obtaining **shareholder** approval but before the completion of the **reverse takeover**, there is a material change to the terms of the transaction, the **issuer** must comply again with Rule 26 of **these rules**.

28. Where **shareholder** approval is given for the **reverse takeover**, **admission** of

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- paragraph 1 or 1A of **Listing Rule** 11 Annex 1 R (a small transaction or a transaction the terms of which were agreed before a **person** became a related party); or
- paragraphs 2 to 9 of **Listing Rule** 11 Annex 1 R and does not have any unusual features.

[9] GUIDANCE - The **Exchange** may require an i**ssuer** to provide its calculations of the **percentage ratios** in connection with a transaction, the **issuer's** reasons for concluding whether or not a transaction is a **reverse takeover** and a confirmation from the **issuer** in relation to the publicly available information about the **target**.

[10] GUIDANCE - **Listing Rules** 13.3 – 5 inclusive should be used as guidance in relation to the contents of the circular. For the avoidance of doubt, the Exchange does not approve the contents of the circular to be sent to **shareholders**. If a **prospectus** for the **issuer** as enlarged by the **reverse takeover** is published and sent to shareholders with the notice of the meeting required by Rule 26.2 of **these rules**, the **issuer** will be deemed to have satisfied the requirements of that rule in relation to the publication of a circular.

the **securities** will be cancelled. The **issuer**, as enlarged by the **reverse takeover**, must re-apply for **admission** of its **securities** should it wish to be **admitted** and it must satisfy the relevant requirements set out in section A of **these rules** and the **Standards** in relation to the **admission**, together with any other applicable rules such as the **Prospectus Rules**.

29. Suspension in relation to a reverse takeover:

29.1. An **issuer** must contact the **Exchange** via the **Primary Market Regulation Team** as early as possible:

29.1.1. before announcing a **reverse takeover** which has been agreed or is in contemplation, to discuss whether a **suspension of trading** of the **securities** under the **Standards** is appropriate, or

29.1.2. where details of the **reverse takeover** have leaked, to request such a **suspension of trading**.

29.2. Examples of where a **reverse takeover** will be considered as in contemplation include situations where:

29.2.1. the **issuer** (or its **subsidiary undertaking**) has approached the **target** company's board

29.2.2. the **issuer** (or its **subsidiary undertaking**) has entered into an exclusivity period with a **target** company, or

29.2.3. the **issuer** (or its **subsidiary undertaking**) has been given access to begin due diligence work (whether or not on a limited basis).

29.3. Generally, when a **reverse takeover** is announced or leaked, there will be insufficient publicly available information about the proposed transaction and the **issuer** will be unable to assess accurately its financial position and inform the market accordingly. In this case, the **Exchange** will often consider that **suspension of trading** will be appropriate. However, if the **Exchange** is satisfied that there is sufficient publicly available information about the proposed transaction it may agree with the **issuer** that a **suspension of trading** is not required.[11]

B6: REQUIREMENT FOR NOTIFICATIONS TO A RIS

30. An **issuer** must notify an **RIS** without delay of:

30.1. the resignation, dismissal or appointment of any **director** giving the date of such occurrence and, in relation to an appointment, including usual biographical information about such **director** as might be found in a

[11] GUIDANCE - In considering whether **suspension of trading** is required, the **Exchange** may, if it considers relevant, refer for guidance to **Listing Rules** 5.6.10 G to 5.6.18 R inclusive, as well as considering its duties as a **Recognised Investment Exchange**.

prospectus including details of any holding of **securities** in the **issuer**

30.2. any change in its accounting reference date, registered office address or legal name

30.3. any decision to make any payment in respect of the **securities** specifying the net amount payable per security, the payment date and the record date

30.4. the admission or cancellation of any of the **issuer's securities**, including the reason(s), and details of any **securities** taken in and out of **treasury shares**

30.5. any proposed or actual change in the **issuer's** capital structure and the results of any new issue of **securities**, and

30.6. details of all resolutions passed at a general meeting of the **issuer** other than resolutions concerning ordinary business passed at an annual general meeting.

B7: CONTINUING WEBSITE DISCLOSURES

31. An **issuer** must from **admission** maintain a website on which the following information in relation to it should be easily available, free of charge:

31.1. a description of its or its **group's** business

31.2. the names of the **issuer's directors** and brief biographical details of each, as would normally be included in a **prospectus**

31.3. a description of the responsibilities of the members of the board of **directors** and details of any committees of the board of **directors** and their responsibilities

31.4. the **issuer's** country of incorporation and main country of operation

31.5. its current constitutional documents (e.g. its articles of association)

31.6. details of any other exchanges or trading platforms on which the **issuer** has applied or agreed to have any of its **securities** admitted or traded

31.7. the number of **securities** in issue (noting any held as **treasury shares**)

31.8. details of any restrictions on the transfer of its **securities**

31.9. its most recent annual financial report and any subsequent half-yearly, quarterly or similar reports

31.10. the information in relation to corporate governance required to be included in an **issuer's** annual financial report in accordance with section B8

31.11. all notifications to a **RIS** the **issuer** has made in the past 12 months

31.12. taking into account any restrictions in relation to applicable **securities** laws, its most recent **prospectus** together with any circulars or documents sent to **shareholders** within the past 12 months, and

31.13. details of its key professional advisers (as might normally be found in a **prospectus**).

B8: CORPORATE GOVERNANCE

32. An **issuer** must ensure that the following additional items are included in its annual financial report on an ongoing basis:

32.1. details of the corporate governance code to which the **issuer** is subject and/or details of the corporate governance code or practices which the **issuer** may have voluntarily decided to apply, and where such code or practices are publicly available

32.2. a statement as to how the **issuer** has applied the main principles set out in such code or practices, in a manner that would enable **shareholders** to evaluate how the principles have been applied, and

32.3. a statement as to:

32.3.1. which relevant provisions set out in code or practices the **issuer** has complied with throughout the accounting period, or

32.3.2. where it has not complied with the relevant provisions, set out those provisions and explain the reasons for non-compliance, and

32.3.3. in the case of provisions whose requirements are of a continuing nature, the period within which, if any, it did not comply with some or all of those provisions.

B9: CANCELLATION OF ADMISSION

33. Except as set out in Rule 34 of **these rules**, an **issuer** that wishes to cancel its **admission** of **securities** must:

33.1. Shareholder consent:

33.1.1. obtain, at a general meeting, the prior approval of a resolution for the cancellation from a majority of not less than 75% of **shareholders** as (being entitled to do so) vote in person or, where proxies are allowed, by proxy. The relevant meeting should be convened by way of the requisite notice required under the **issuer's** constitution or applicable law, and should set out:

33.1.1.1. the reasons for the intended cancellation

33.1.1.2. the anticipated date of cancellation (which must not be less than 20 **business days** following the passing of the resolution required by this rule), and

33.1.1.3. all relevant information to enable the **shareholders** to make an informed decision[12].

33.2. notify a **RIS**, at the same time as the notice convening the meeting required by Rule 33.1 of **these rules** above is despatched, of the intended cancellation and of the notice period and meeting, and

33.3. also subsequently notify a **RIS** of the outcome of the above meeting.

34. Rule 33 of **these rules** does not apply:

34.1. where there is a concurrent **application** for **admission** of the **securities** to the Premium **listing** segment of the **Official List**[13]. Notwithstanding this, the **issuer** must notify a **RIS** stating its intention to transfer to the **Official List** at least 5 days before the proposed transfer; or

34.2. in the case of a takeover[14] where:

34.2.1. the offeror has by virtue of its shareholdings and acceptances of the offer, acquired or agreed to acquire issued share capital carrying 75% of the voting rights of the **issuer**, and

34.2.2. the offeror has stated in the offer document or any subsequent circular sent to the **shareholders** that a notice period of not less than 20 **business days** prior to cancellation will commence either on the offeror attaining the required 75% described above or on the first date of issue of compulsory acquisition notices under section 979 of the Companies Act 2006 (Right of offeror to buy out minority shareholders), or equivalent provisions in the relevant legislation or regulation of the **issuer's** country of incorporation.

34.2.3. In the circumstances of 34.2.1 and 34.2.2, the **issuer** must notify **shareholders** that the required 75% has been attained 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 (or equivalent) must state that the notice period has commenced and the anticipated date of cancellation.

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[12] GUIDANCE - **Listing Rule** 13.3.1 R should be used as guidance in relation to the contents of the circular. For the avoidance of doubt, the Exchange does not approve the contents of the circular to be sent to **shareholders**

[13] **Shareholder** consent as set out in Rule 33 of **these rules** is required for a transfer to the Standard listing segment of the **Official List**. Rule 27.2 in relation to a material change or new matter occurring shall be deemed to apply to the circular required by this section B9 also.

[14] GUIDANCE - as such term is defined in the **FCA Handbook**

34.3. in the case of a cancellation of **admission** as a result of a scheme of arrangement or equivalent court approved or insolvency event, where the **Exchange** has in advance confirmed that Rule 33 of **these rules** will not apply[15].

35. The provisions of this section B9 supersede where relevant the requirements of the **Standards** in relation to cancellation of **admission**.

B10: DISCIPLINE OF ISSUERS

36. Where the **Exchange** considers that an **issuer** is in breach of its responsibilities and obligations under **these rules**, the **Exchange** may take disciplinary action against such **issuer** and the **Compliance Procedures** set out in the **Standards** shall apply to breaches of **these rules** as well as to breaches of the **Standards**.

[15] GUIDANCE - **Listing Rule** 5.2.12 R should be used as guidance

SECTION C - KEY ADVISERS

37. Rule 4 and Rule 14 of **these rules** require, respectively, the appointment of a **Key Adviser** for **admission** and that the guidance of a **Key Adviser** is sought for certain events occurring after **admission**.

38. Annex 3 applies to **persons** intending to act or acting as **Key Advisers** in relation to **these rules**.

39. An **issuer** must ensure that prior to engaging a **person** to act as **Key Adviser**, that **person** is on the list of **Key Advisers**, which is available from the **Exchange** on request to the **Primary Market Regulation Team**.

40. An **issuer** must ensure that the **Exchange** is informed promptly of the name and contact details of any **Key Adviser** appointed in accordance with **these rules**.

41. An **issuer** must notify the **Exchange** in writing at the earliest possible opportunity of the resignation or dismissal of any **Key Adviser** that it had appointed. In the case of a dismissal, the reasons for the dismissal must be included in the notification. The notification must be copied to the **Key Adviser**.

42. An **issuer** must cooperate with its **Key Adviser** in relation to its performance of the **Key Adviser** role by providing the **Key Adviser** with all information reasonably requested by the **Key Adviser** for the purpose of performing the **Key Adviser** role.

ANNEX 1 - CLASS TESTS

Class tests			
1	This Annex sets out the following **class tests**:		
	(1)	the gross assets test;	
	(2)	the profits test;	
	(3)	the consideration test; and	
	(4)	the gross capital test.	
The gross assets test			
2	(1)	The assets test is calculated by dividing the gross assets the subject of the transaction by the gross assets of the **issuer**.	
	(2)	The gross assets of the **issuer** means the total non-current assets, plus the total current assets, of the **issuer**.	
	(3)	For:	
		(a)	an acquisition of an interest in an undertaking which will result in consolidation of the assets of that undertaking in the accounts of the **issuer**; or
		(b)	a disposal of an interest in an undertaking which will result in the assets of that undertaking no longer being consolidated in the accounts of the **issuer**;
		the gross assets the subject of the transaction means the value of 100% of that undertaking's assets irrespective of what interest is acquired or disposed of.	
	(4)	For an acquisition or disposal of an interest in an undertaking which does not fall within paragraph (3), the gross assets the subject of the transaction means:	

		(a)	for an acquisition, the consideration together with liabilities assumed (if any); and
		(b)	for a disposal, the assets attributed to that interest in the **issuer's** accounts.
	(5)	If there is an acquisition of assets other than an interest in an undertaking, the assets the subject of the transaction means the consideration or, if greater, the book value of those assets as they will be included in the **issuer's** balance sheet.	
	(6)	If there is a disposal of assets other than an interest in an undertaking, the assets the subject of the transaction means the book value of the assets in the **issuer's** balance sheet.	
3	The **Exchange** may modify paragraph 2 to require, when calculating the assets the subject of the transaction, the inclusion of further amounts if contingent assets or arrangements are involved.		
The profits test			
4	(1)	The profits test is calculated by dividing the profits attributable to the assets the subject of the transaction by the profits of the **issuer**.	
	(2)	For the purposes of paragraph (1), profits means:	
		(a)	profits after deducting all charges except taxation; and
		(b)	for an acquisition or disposal of an interest in an undertaking referred to in paragraph 2 (3)(a) or (b) of this Annex, 100% of the profits of the undertaking (irrespective of what interest is acquired or disposed of).
	(3)	If the acquisition or disposal of the interest will not result in consolidation or deconsolidation of the **target** then the profits test is not applicable.	
4A	The amount of loss is relevant in calculating the impact of a proposed transaction under the profits test. An **issuer** should include the amount of the losses of the **issuer** or **target** i.e. disregard the negative when calculating the test.		

The consideration test			
5	(1)	The consideration test is calculated by taking the consideration for the transaction as a percentage of the aggregate market value of all the ordinary shares (excluding treasury shares) of the **issuer**.	
	(2)	For the purposes of paragraph (1):	
		(a)	the consideration is the amount paid to the contracting party;
		(b)	if all or part of the consideration is in the form of **securities** to be traded on a market, the consideration attributable to those **securities** is the aggregate market value of those **securities**; and
		(c)	if deferred consideration is or may be payable or receivable by the **issuer** in the future, the consideration is the maximum total consideration payable or receivable under the agreement.
	(3)	If the total consideration is not subject to any maximum, the transaction is to be treated as a **notifiable transaction**.[16]	
	(4)	For the purposes of sub-paragraph (2)(b), the figures used to determine consideration consisting of:	
		(a)	**securities** of a **class** already **admitted** , must be the aggregate market value of all those **securities** on the last **business day** before the announcement; and
		(b)	a new **class** of **securities** for which an **application** for **admission to trading** will be made, must be the expected aggregate market value of all those **securities**.
	(5)	For the purposes of paragraph (1), the figure used to determine market capitalisation is the aggregate market value of all the ordinary shares (excluding treasury shares) of the **issuer** at the close of business on the last **business day** before the announcement.	
6	The **Exchange** may modify paragraph 5 to require the inclusion of further amounts in the calculation of the consideration. For example, if		

[16] GUIDANCE – the rules relating to **reverse takeovers** should also be considered

	the purchaser agrees to discharge any liabilities, including the repayment of inter-company or third party debt, whether actual or contingent, as part of the terms of the transaction.			
The gross capital test				
7	(1)	The gross capital test is calculated by dividing the gross capital of the company or business being acquired by the gross capital of the **issuer**.		
	(2)	The test in paragraph (1) is only to be applied for an acquisition of a company or business.		
	(3)	For the purposes of paragraph (1), the gross capital of the company or business being acquired means the aggregate of:		
		(a)	the consideration (as calculated under paragraph 5 of this Annex);	
		(b)	if a company, any of its shares and debt **securities** which are not being acquired;	
		(c)	all other liabilities (other than current liabilities) including for this purpose minority interests and deferred taxation; and	
		(d)	any excess of current liabilities over current assets.	
	(4)	For the purposes of paragraph (1), the gross capital of the **issuer** means the aggregate of:		
		(a)	the market value of its shares (excluding treasury shares) and the issue amount of the debt security;	
		(b)	all other liabilities (other than current liabilities) including for this purpose minority interests and deferred taxation; and	
		(c)	any excess of current liabilities over current assets.	
	(5)	For the purposes of paragraph (1):		
		(a)	figures used must be, for shares and debt security aggregated for the purposes of the gross capital percentage ratio, the aggregate market value of all those shares (or if not available	

			before the announcement, their nominal value) and the issue amount of the debt security; and
		(b)	for shares and debt security aggregated for the purposes of paragraph (3)(b), any treasury shares held by the company are not to be taken into account.
Figures used to classify assets and profits			
8	(1)		For the purposes of calculating the tests in this Annex, except as otherwise stated in paragraphs (2) to (6), figures used to classify assets and profits, must be the figures shown in the latest published audited consolidated accounts or, if an **issuer** has, or will have, published a preliminary statement of later annual results at the time the terms of a transaction are agreed, the figures shown in that preliminary statement.
	(2)		If a balance sheet has been published in a subsequently published interim statement then gross assets and gross capital should be taken from the balance sheet published in the interim statement.
	(3)	(a)	The figures of the **issuer** must be adjusted to take account of subsequent completed transactions which have been notified to a **RIS** pursuant to Rule 20 of **these rules**.
		(b)	The figures of the **target** company or business must be adjusted to take account of subsequent completed transactions which would have been a **notifiable transaction** or greater when classified against the **target** as a whole.
	(4)		Figures on which the auditors are unable to report without modification must be disregarded.
	(5)		When applying the **percentage ratios** to an acquisition by a company whose assets consist wholly or predominantly of cash or short-dated **securities**, the cash and short-dated **securities** must be excluded in calculating its assets and market capitalisation.
	(6)		The principles in this paragraph also apply (to the extent relevant) to calculating the assets and profits of the **target** company or business.
9	The **Exchange** may modify paragraph 8(4) in appropriate cases to permit figures to be taken into account.		

	Anomalous results
10	If a calculation under any of the **class tests** produces an anomalous result or if a calculation is inappropriate to the activities of the **issuer**, the **Exchange** may modify the relevant rule to substitute other relevant indicators of size, including industry specific tests.
	Adjustments to figures
11	Where an **issuer** wishes to make adjustments to the figures used in calculating the **class tests** they should discuss this with the **Exchange** before the **class tests** crystallise.

ANNEX 2 - NOTIFIABLE TRANSACTIONS

1. The notification required by section B3 must include:

   1.1. details of the transaction, including the name of the other party to the transaction

   1.2. a description of the business carried on by, or using, the net assets the subject of the transaction

   1.3. the consideration, and how it is being satisfied (including the terms of any arrangements for deferred consideration)

   1.4. the value of the gross assets the subject of the transaction

   1.5. the profits attributable to the assets the subject of the transaction

   1.6. the effect of the transaction on the **issuer** including any benefits which are expected to accrue to the **issuer** as a result of the transaction

   1.7. details of any service contracts of proposed **directors** of the **issuer**;

   1.8. for a disposal, the application of the sale proceeds

   1.9. for a disposal, if **securities** are to form part of the consideration received, a statement whether the **securities** are to be sold or retained,

   1.10. details of key individuals important to the business or company the subject of the transaction, and

   1.11. where the transaction is a **reverse takeover**:

      1.11.1. details of the general meeting to be held by the **issuer** in connection with the **reverse takeover**, and

      1.11.2. where and when an explanatory circular as required by Rule 26.2 of **these rules** will be available.

2. Supplementary notification[17]:

   2.1. An **issuer** must notify a **RIS** as soon as possible if, after the notification under 1 above it becomes aware that prior to completion of the transaction:

      2.1.1. there has been a significant change affecting any matter contained in that earlier notification, or

      2.1.2. a significant new matter has arisen which would have been required to be mentioned in that earlier notification if it had arisen

[17] GUIDANCE – **Issuers** should also consider their obligations in relation to a **reverse takeover** under Rule 27 of **these rules.**

at the time of the preparation of that notification.

2.2. The supplementary notification must give details of the change or new matter and also contain a statement that, except as disclosed, there has been no significant change affecting any matter contained in the earlier notification and no other significant new matter has arisen which would have been required to be mentioned in that earlier notification if it had arisen at the time of the preparation of that notification.

2.3. In paragraphs 2.1 and 2.2, significant means significant for the purpose of making an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the **issuer** and the rights attaching to any **securities** forming part of the consideration.

ANNEX 3 - KEY ADVISERS

Responsibilities of a Key Adviser

1. A **Key Adviser** must in relation to a **Key Adviser service**:

   1.1. provide assurance to the **Exchange** when required that the responsibilities of the **issuer** have been met

   1.2. provide to the **Exchange** any explanation or confirmation in such form and within such time limit as the **Exchange** reasonably requires in relation to an **admission** for the purposes of ensuring that **these rules** and the **Standards** are being complied with by an **issuer**, and

   1.3. guide the **issuer** in understanding and meeting its responsibilities in relation to an **admission** under **these rules** and the **Standards**.

2. A **Key Adviser** must, for so long as it provides a **Key Adviser service**:

   2.1. take such reasonable steps as are sufficient to ensure that any communication or information it provides to the **Exchange** in carrying out the **Key Adviser service** is, to the best of its knowledge and belief, accurate and complete in all material respects, and

   2.2. as soon as possible provide to the **Exchange** any information of which it becomes aware that materially affects the accuracy or completeness of information it has previously provided.

3. Where a **Key Adviser** provides information to the **Exchange** which is or is based on information it has received from a third party, in assessing whether a **Key Adviser** has complied with its obligations, the **Exchange** will have regard, amongst other things, to whether a **Key Adviser** has appropriately used its own knowledge, judgment and expertise to review and challenge the information provided by the third party.

4. The **Key Adviser** will be the main point of contact with the **Exchange** in relation to a **Key Adviser service** and for any subsequent matter that the **issuer** requests be dealt with on its behalf by the **Key Adviser**.

Principles for Key Advisers

5. A **Key Adviser** must in relation to a **Key Adviser service** act with due care and skill.

6. Where, in relation to a **Key Adviser service**, a **Key Adviser** gives any guidance or advice to an **issuer** on the application or interpretation of **these rules** or the **Standards**, the **Key Adviser** must take reasonable steps to satisfy itself that the **directors** of the **issuer** understand their responsibilities and obligations under those rules.

7. A **Key Adviser** must at all times (whether in relation to a **Key Adviser service** or otherwise):

7.1. deal with the **Exchange** in an open and co-operative way, and

7.2. deal with all enquiries raised by the **Exchange** promptly.

8. If, in connection with the provision of a **Key Adviser service**, a **Key Adviser** becomes aware that it, or an **issuer** is failing or has failed to comply with its obligations under **these rules** or the **Standards**, the **Key Adviser** must promptly notify the **Exchange**.

9. A **Key Adviser** must, in relation to a **Key Adviser service**, act with honesty and integrity.

10. A **Key Adviser** must take all reasonable steps to identify conflicts of interest that could adversely affect its ability to perform its functions properly under **these rules**.

11. In identifying conflicts of interest, **Key Advisers** should also take into account circumstances that could:

11.1. create a perception in the market that a **Key Adviser** may not be able to perform its functions properly, or

11.2. compromise the ability of a **Key Adviser** to fulfil its obligations to the **Exchange** in relation to the provision of a **Key Adviser service**.

12. Only one **Key Adviser** may be appointed by an **issuer** in relation to **these rules** at any one time. A **Key Adviser** must not delegate any of its functions or permit another **person** to perform those functions. Where a **Key Adviser** wishes another member of its **group** to carry out any part of its **Key Adviser** role, it should seek the prior written permission of the **Exchange** via the **Primary Market Regulation Team**.

Role of a Key Adviser

13. In relation to an **admission**, a **Key Adviser** must not submit to the **Exchange** a **Key Adviser Declaration** on behalf of an **issuer**, in accordance with Rule 6.3 of **these rules**, unless it has come to a reasonable opinion, after having made due and careful enquiry, that:

13.1. the **issuer** has satisfied all requirements of **these rules** and the **Standards**

13.2. the **directors** have established procedures which enable the **issuer** to comply with **these rules**, the **Standards** and applicable **DTR** on an ongoing basis

13.3. the **directors** have established procedures which provide a reasonable basis for them to make proper judgments on an ongoing basis as to the financial position and prospects of the **issuer** and its **subsidiary undertakings**, and

13.4. the **directors** have a reasonable basis on which to make the working

capital statement in the **prospectus**.

14. A **Key Adviser** must:

    14.1. submit a letter to the **Exchange** in the form prescribed on the **Exchange's** website setting out how the **issuer** satisfies the criteria in section A of **these rules** (i) in draft in accordance with Rule 6.1 and (ii) in final form in accordance with Rule 6.3 of **these rules** ("**eligibility letter**")

    14.2. submit a completed **Key Adviser's Declaration** on an **application** for **admission** to the **Exchange** in accordance with Rule 6.3 of **these rules**, and

    14.3. ensure that all matters known to it which, in its reasonable opinion, should be taken into account by the **Exchange** in considering:

        14.3.1. the **application** for **admission**

        14.3.2. whether the **admission** would be detrimental to investors' interests have been disclosed with sufficient prominence in the **prospectus** or otherwise in writing to the **Exchange**.

Criteria for Approval as a Key Adviser

List of Key Advisers

15. A list of **Key Advisers** is available from the **Exchange** on request to the **Primary Market Regulation Team**.

Application for approval as a Key Adviser

16. A **person** wanting to act as a **Key Adviser** must apply to the **Exchange** for approval as a **Key Adviser** by submitting the following to the **Primary Market Regulation Team**:

    16.1. a completed **Key Adviser Application**

    16.2. any applicable fee due to the **Exchange** on application for approval as a **Key Adviser**

    16.3. all additional documents, explanations and information as required by the **Exchange**, and

    16.4. verification of any information in such a manner as the **Exchange** may specify.

17. When considering an application for approval as a **Key Adviser** the **Exchange** may:

    17.1. carry out any enquiries and request any further information which it considers appropriate, including consulting other regulators

17.2. request that the **applicant** or its specified representative answer questions and explain any matter the **Exchange** considers relevant to the application, and

17.3. take into account any information which it considers appropriate in relation to the application.

Criteria for approval as a Key Adviser

18. The **Exchange** will approve a **person** as a **Key Adviser** only if it is satisfied that the **person**:

18.1. is an authorised person (as such term is defined in the **FCA Handbook**) that is included on the list of sponsors that is maintained by the **FCA** pursuant to **Listing Rule** 8 when acting as **competent authority** under Part VI of the Financial Services & Markets Act 2000,

18.2. is competent to perform **Key Adviser services** and the further advisory role set out in Rule 14 of **these rules**, and

18.3. has appropriate systems and controls[18] in place to ensure that it can carry out its role as a **Key Adviser** in accordance with this Annex 3.

19. A **Key Adviser** must comply, at all times, with the criteria set out in section 18 of this Annex 3. If a **Key Adviser** fails to continue to comply with such criteria, the **Exchange** may cancel the **Key Adviser's** approval.

Competence of a Key Adviser

20. A **person** will be considered competent to act as a **Key Adviser** if it has a broad range of relevant experience and expertise in providing relevant advice to companies admitted to public markets and on the applicable market rules, in particular in relation to companies admitted to the **Official List**.

21. In assessing whether a **person** is competent to act as a **Key Adviser**, the **Exchange** will generally have regard amongst other things to the **person's**:

21.1. prior relevant experience, and

21.2. skills, knowledge and expertise.

Record management

22. A **Key Adviser** must have in place effective arrangements to create and retain for six years accessible records which are sufficient to be capable of demonstrating that it has provided **Key Adviser services** and otherwise complied with its obligations under this Annex 3, including the basis of any declaration, opinion, confirmation, guidance required by **these rules**.

[18] GUIDANCE – the **Exchange** will consider **Listing Rule** 8.6.12 G – 8.6.13B G when assessing this criterion

23. Records should:

    23.1. be capable of timely retrieval, and

    23.2. include material communications which relate to the provision of **Key Adviser services**, including any advice or guidance given to an **issuer** in relation to their responsibilities whilst providing a **Key Adviser service** under **these rules**.

Contact persons

24. For each transaction for which it provides **Key Adviser services**, a **Key Adviser** must:

    24.1. notify the **Exchange** as soon as practicable of the name and contact details of the main contact person or persons in the **Key Adviser** for that transaction, and

    24.2. ensure that the contact person or persons:

        24.2.1. have sufficient knowledge about the **issuer** and the proposed transaction to be able to answer queries from the **Exchange** about it, and

        24.2.2. are available to answer queries from the **Exchange** on any **business day** between 7am and 6pm.

Supervision of Key Advisers

25. The **Exchange** expects to have an open, co-operative and constructive relationship with a **Key Adviser** to enable it to have a broad picture of the **Key Adviser***'s* activities and its ability to satisfy the criteria for approval as a **Key Adviser** as set out in section 18 of this Annex 3.

26. Requirement to provide information:

    26.1. The **Exchange** may by notice in writing given to a **Key Adviser**, or a **person** applying for approval as a **Key Adviser**, require it to provide specified documents or specified information to the **Exchange**.

    26.2. The **Key Adviser**, or the **person** applying for approval as a **Key Adviser**, must as soon as practicable provide to the **Exchange** any documents or information that it has been required to provide under Rule 26.1 above.

    26.3. This rule applies only to documents or information reasonably required by the **Exchange** in connection with the performance of its functions in relation to a **Key Adviser**, a **person** applying for approval as a **Key Adviser** or an **issuer** that has appointed a **Key Adviser**.

27. The **Exchange** uses a variety of tools to monitor whether a **Key Adviser**:

27.1. continues to satisfy the criteria for approval as a **Key Adviser** as set out in section 18 of this Annex 3, and

27.2. remains in compliance with all applicable parts of **these rules**.

28. **Exchange** staff, after notifying the **Key Adviser**, may make supervisory visits to a **Key Adviser** on a periodic and an ad hoc basis.

29. The **Exchange** will give reasonable notice to a **Key Adviser** of requests for meetings or requests for access to a **Key Adviser***'s* documents and records.

30. The **Exchange**, on behalf of other regulators, may request information from a **Key Adviser** or pass information on to other regulators to enable such regulators to discharge their functions.

31. A **Key Adviser** must pay any annual fee due to the **Exchange** in order to remain a **Key Adviser**.

General notifications

32. A **Key Adviser** must notify the **Exchange** (unless prohibited by law or regulation) by telephone and in writing to the **Primary Market Regulation Team** as soon as possible if:

32.1. the **Key Adviser** ceases to satisfy the criteria for approval as a **Key Adviser** set out in section 18 of this Annex 3 or it becomes aware of any matter which, in its reasonable opinion, would be relevant to the **Exchange** in considering whether the **Key Adviser** continues to comply with section 18 (including but not limited to any communications with the **FCA** that indicate that its **FCA** sponsor status may be affected in any way or that it may or has become the subject of disciplinary action), or

32.2. the **Key Adviser** becomes aware of any fact or circumstance relating to the **Key Adviser** or any of its employees performing the **Key Adviser** role which, in its reasonable opinion, would be likely to adversely affect market confidence in the **Key Adviser** regime, or

32.3. the **Key Adviser**, or any of its employees or staff engaged in performing the **Key Adviser** role, are:

32.3.1. convicted of any offence involving fraud, theft or other dishonesty, or

32.3.2. the subject of a bankruptcy proceeding, a receiving order or an administration order, or

32.4. any of its employees or staff performing the **Key Adviser** role are disqualified by a court from acting as a **director** (or similar) of a company or from acting in a management capacity or conducting the affairs of any company, or

32.5. the **Key Adviser**, or any of its employees or staff performing the **Key**

Adviser role, are subject to any public criticism, regulatory intervention or disciplinary action:

32.5.1. by the **Exchange**, or

32.5.2. any regulatory body, or

32.5.3. under any comparable legislation in any jurisdiction outside the United Kingdom, or

32.6. the **Key Adviser** resigns or is dismissed by an **issuer**, giving details of any relevant facts or circumstances, or

32.7. the **Key Adviser** changes its name, or

32.8. an **issuer** denies the **Key Adviser** access to documents or information that have been the subject of a reasonable request by the **Key Adviser**, or

32.9. it identifies or otherwise becomes aware of any material deficiency in the **Key Adviser's** systems and controls, or

32.10. there is intended to be a change of control of the **Key Adviser**, any restructuring of the **Key Adviser's group**, or a re-organisation of or a substantial change to its **directors**, partners or employees or staff performing the **Key Adviser** role, or

32.11. there is expected to be a change in the financial position of the **Key Adviser** or any of its **group** companies that would be likely to adversely affect the **Key Adviser's** ability to perform the **Key Adviser** role or otherwise comply with **these rules**.

Cancellation of Key Adviser Status

33. Cancellation of a **Key Adviser's** approval at the **Key Adviser's** request:

33.1. A **Key Adviser** that intends to request the **Exchange** to cancel its approval as a **Key Adviser** should comply with paragraph 33.3 below.

33.2. Examples of when a **Key Adviser** should submit a cancellation request include, but are not limited to:

33.2.1. situations where the **Key Adviser** ceases to satisfy the ongoing criteria for approval as a **Key Adviser** in accordance with section 18 of this Annex 3, or

33.2.2. where there is a change of control of the **Key Adviser** or any restructuring of the **Key Adviser's group** that will result in the **Key Adviser** role being provided by a different **person**, in which case the **person** that is intended to provide the **Key Adviser** role should apply for approval as a **Key Adviser** before it performs any of the **Key Adviser** role.

33.3. A request by a **Key Adviser** for its approval as a **Key Adviser** to be

cancelled must be in writing and must include:

33.3.1. the **Key Adviser's** name

33.3.2. a clear explanation of the background and reasons for the request

33.3.3. the date on which the **Key Adviser** requests the cancellation to take effect

33.3.4. a signed confirmation that the **Key Adviser** will not perform the **Key Adviser** role as of the date the request is submitted to the **Exchange**, and

33.3.5. the name and contact details of the **person** at the **Key Adviser** with whom the **Exchange** should liaise in relation to the request.

33.4. A **Key Adviser** may withdraw its request at any time before the cancellation takes effect. The withdrawal request should initially be made by telephone and then confirmed in writing as soon as possible, with an explanation of the reasons for the withdrawal.

Publication of the cancellation of Key Adviser status

34. Where the **Exchange** cancels a **Key Adviser's** approval, the **Exchange** will notify such cancellation of approval by way of a notice published on **RNS** and/or mark the list of **Key Advisers** accordingly.

Discipline of Key Advisers

35. If the **Exchange** considers that a **Key Adviser** is in breach of its responsibilities under **these rules** or that the integrity and reputation of **High Growth Segment** or the **Exchange** has been or may be impaired as a result of its conduct or judgment or that market confidence in the **Key Adviser** regime has been or may be adversely affected as a result of its conduct or judgment, the **Exchange** may take disciplinary action against such **Key Adviser**.

Disciplinary process

36. Where the **Exchange** proposes to take action under paragraph 35 above, it shall do so in accordance with the Compliance Procedures set out in the **Standards**, the provisions of which shall apply to **Key Advisers** subject to paragraph 37 below.

Sanctions

37. Any sanctions applicable to **issuers** under the Compliance Procedures set out in the **Standards** shall apply in relation to **Key Advisers**, save that the sanctions available to the Disciplinary Committee (under section 5.40 (*Disciplinary powers*)) shall be replaced with the following:

37.1. a written warning (censure) which may be public or private

37.2. an unlimited fine for each breach, and/or

37.3. cancellation of the **Key Adviser's** approval.

Moratorium on acting for further issuers

38. Where, in the opinion of the **Exchange**, a **Key Adviser** (i) no longer meets the requirements of section 18 of Annex 3; (ii) is not meeting its responsibilities under **these rules**; or (iii) is the subject of disciplinary action, or action to remove its **Key Adviser** approval by the **Exchange** or in either case by the **FCA** in relation to is sponsor status, the **Exchange** may prevent that **Key Adviser** from acting as a **Key Adviser** to any additional **issuers** until that situation is resolved to the **Exchange's** satisfaction.

39. The **Exchange** may make the imposition of any moratorium public by way of a notice published on **RNS** and/or marking the list of **Key Advisers** accordingly.

Appeals by Key Advisers

40. Where the **Exchange** takes any steps against a **Key Adviser** pursuant to **these rules**, the **Key Adviser** may appeal against the **Exchange's** decision in accordance with the Compliance Procedures set out in the **Standards**.

SCHEDULE 6 – ADMISSION TO TRADING ONLY

An **issuer** that seeks to **admit** its **securities** to **ATT Only** must discuss its eligibility with the **Exchange** in the context of whether it is more appropriate for **admission** to other **Exchange** markets. The **Exchange** retains sole discretion to refuse an **application** for **admission to trading** to **ATT Only** if it considers that the **securities** are better suited to another of the **Exchange's** markets or segments.

In addition to the requirements of the **Standards**, this Schedule applies to **issuers** applying to **admit securities**, or with **securities** admitted, to trading on **ATT Only.**

AT ADMISSION

All securities

1. The **issuer** must be **admitted** to a **suitable exchange**, and the **issuer** must be in continuing compliance with such exchange's standards.

2. The **issuer's securities** must not have been and must not be offered to the public in the **EEA** within the meaning of the **Prospectus Directive**.

3. There must be a sufficient number of registered holders of the **securities** to be **admitted** to provide an orderly market in the **securities** following **admission**.

4. The **issuer's securities** must not have been **admitted** to any of the **Exchange's** other primary markets in the 24 months prior to the date of an **application** for **ATT Only** being made.

5. The **issuer** must be duly incorporated or otherwise validly established and must operate in conformity with its constitution.

Additional obligations for issuers of unlisted DRs

An **issuer** can apply to **admit depositary receipts** where the underlying **securities** which the **unlisted DRs** represent are **listed** on a **suitable exchange**. For the avoidance of doubt, the term "**issuer"** as used in the **Standards** and in this Schedule shall mean the **issuer** of the underlying securities which the **unlisted DRs admitted to trading** represent.

6. **Unlisted DRs** must be issued by a **depositary bank** that the **Exchange** considers acceptable and must be sponsored by the **issuer**.

   Guidance to this rule

   *In this regard an **issuer of unlisted DRs** must ensure the **depositary bank** has adequate arrangements to safeguard holders' rights to the underlying **securities** to which the **unlisted DRs** relate, and to all rights relating to the underlying **securities** and all money and benefits that it may receive in respect of them, subject only to payment of remuneration and proper expenses of the **issuer** of **unlisted DRs**.*

7. **Unlisted DRs** must represent underlying **securities** which are **admitted** to a **suitable exchange**, and the **issuer** must be in continuing compliance with such exchange's standards.

8. The **issuer** of **unlisted DRs** must be part of a **depositary receipt** programme with:

    a) a maximum available issue value (headroom) of at least £40 million; and

    b) at least 25% of the **unlisted DRs** or of the **issuer's securities** that such **depositary receipts** represent at the time of **admission** are **in public hands**[19]**.**

9. The **securities** which the **unlisted DRs** represent must:

    a) conform with the law of the **issuer's** place of incorporation;

    b) be duly authorised according to the requirements of the **issuer's** constitution;

    c) have any necessary statutory or other consents;

    d) be freely transferable; and

    e) be fully paid and free from all liens and from any restriction on the right of transfer.

10. The **issuer** must take all reasonable steps to ensure that (if **admission** is approved) the **unlisted DRs** are able to continue to, comply or procure compliance with paragraph 9 (validity and transferability) and any temporary or definitive document of title includes appropriate identifier information[20] (documents of title) so far as relevant to **unlisted DRs**.

11. There must be in place at **admission** and at all times whilst **admission** continues, a **deposit agreement** in place between the **depositary bank** and the **issuer** which should set out all key terms relating to the issue of the **unlisted DRs**.

12. The **deposit agreement** should include provisions relating to: fees and expenses applicable to holders and the **issuer**; rights and obligations of holders; rights and obligations of the depositary bank and the **issuer**; matters relating to the deposit of the underlying shares; dividend and distribution procedures; voting procedures, including as to voting instructions and record dates; provisions relating to changes in issued underlying shares and the ratio of **unlisted DRs** to underlying shares; foreign currency exchange

[19] An **issuer** should refer to the definition of 'in public hands' in Schedule 5. The requirement that the **securities** be distributed to the public in one or more EEA States does not apply **to issuers** of **unlisted DRs**.

[20] In this regard an issuer of **unlisted DRs** should refer to Listing Rule 9.5.15 and 9.5.16 where relevant to **depositary receipts.**

considerations; execution, delivery, transfer, surrender and exchange provisions; information rights; any agreed indemnities and other protections; taxation; termination of the **deposit agreement**, resignation or removal of the depositary bank or similar.

13. The **deposit agreement** should not restrict an **issuer's** ability to comply with the **Standards**. Therefore, an **issuer** must give consideration as to whether the **deposit agreement** restricts its' ability to comply with its obligations to the **Exchange** under these **Standards** in relation to the **unlisted DRs**, including without limitation the **issuer's** obligations in relation to disclosures required by it under this Schedule, compliance with paragraph 9 and 10 above and the proper processing of ongoing corporate actions in respect of the **unlisted DRs**.

CONTINUING OBLIGATIONS

All securities

14. When complying with Rule 4.2 of the **Standards**, in particular the **issuer** must inform the **Exchange** immediately if there is any change in the status of its **listing** on a **suitable exchange** (including suspension or cancellation of the **listing** on a **suitable exchange**, non-compliance by the **issuer** with the applicable **listing** standards or any disciplinary in relation to its **listing** on a **suitable exchange**, or, in each case, any other **listing** it maintains).

15. Website

    a. the **issuer** must maintain from **admission to trading** of the **securities** a website (or section of its corporate website) that is available free of charge at an internet address that is advised to the **Exchange**.

    b. the information required on the website should be accurate, not misleading and be kept up-to-date and the last date on which it was updated should be included. The information required below should be easily accessible from one part of the website.

    c. the information required by this Schedule, should be in English.

    d. the website should include the following information:

        i. the name and address of the **issuer**, its directors, the nature of its business and its country of incorporation;

        ii. the **suitable exchange** to which the **issuer** is admitted and details of where information about that **listing**, including all publicly available documents such as **listing** documents and accounts and ongoing **issuer** disclosures, can be easily obtained (which should be internet-based);

        iii. unless not reasonably possible due to applicable securities laws, a copy of the most recent offering or admission document published by the **issuer**;

iv. the type, class and currency of **securities** in issue; and

v. a brief description of the key rights attaching to the **securities** including in relation to dividends and voting.

Additional obligations for issuers of unlisted DRs

16. Changes to deposit agreement

a. If it is proposed that there is to be a material change to the key terms of the **deposit agreement** or that the **depositary bank** is to be changed, the **Exchange** must be notified at least ten **business days** in advance. The **Exchange** may suspend or cancel the **admission** if it is concerned that these **Standards** will no longer be complied with. If the **Exchange** confirms that **admission** will continue, the underlying **issuer** must notify via its **Regulatory Information Service** the change in **depositary bank** or **deposit agreement** forthwith; and

b. When complying with Rule 4.2 of the **Standards**, in particular the **issuer** must inform the **Exchange** forthwith if the **deposit agreement** no longer complies with paragraphs 11-13 above.

17. Website

a. The website referred to at paragraph 15 should also include:

i. the name and address of the **depositary bank**;

ii. a description of the key terms of the **depositary receipt** programme [21] or a full copy of the **deposit agreement** currently in force and the legislation under which the **depositary receipts** or **unlisted DRs** have been created; and

iii. the information required under paragraph 15(iv) above, plus details of the maximum amount of **unlisted DRs** which may be in issue and the proportion of the underlying issued share capital of the **issuer** that this represents.

18. Retention of and announcement to an **Regulatory Information Service**

a. the **issuer** must retain a **Regulatory Information Service** at all times;

b. the **issuer** must notify promptly (which would usually mean concurrently, taking into account also the opening hours of the **Regulatory Information Service**) via its **Regulatory Information Service** and in English, all announcements and notifications that it makes pursuant to its **listing** on a **suitable exchange** which would be

[21] In considering the content of this disclosure the **issuer** should refer to the information required by Annex X (paragraphs 28) of the **Prospectus Rules.**

likely to have a significant effect on the price of the underlying securities that are the subject of the **listing** on a **suitable exchange**;

a. the **issuer** must promptly notify via its **Regulatory Information Service**:

i. any material changes to the **deposit agreement**;

ii. any material change in relation to the **unlisted DRs** that would be likely to have a significant effect on their price;

iii. the impact of any proposed corporate actions (in relation to the **listing** on a **suitable exchange** or the **unlisted DRs**) on the **unlisted DRs**; and

iv. any change of the internet address of the website required by this Schedule.

Guidance to this Schedule

MAR provides for separate continuing obligations on **issuers** admitted to **ATT Only**. The disclosure obligations in **MAR** relate to the disclosure of inside information and disclosure of transactions by persons discharging managerial responsibilities ("PDMR") and persons closely associated with them. **MAR** also provides for restrictions on PDMRs dealing during mandatory closed periods. The disclosure obligations under **MAR** will be within the remit of the relevant **competent authority**. In the UK, the **competent authority** is the **FCA**.

SCHEDULE 7 – SHANGHAI-LONDON STOCK CONNECT SEGMENT

In addition to the requirements of the **Standards**, this Schedule applies to **issuers** applying to **admit depositary receipts**, or with **depositary receipts admitted**, to trading on the **Shanghai-London Stock Connect Segment** of the **Main Market**. An **issuer** will also need to comply with the national law and regulation of its country of incorporation.

Prospective **applicants**, considering applying for **admission** to the **Shanghai-London Stock Connect Segment**, should consult with the **Exchange** at the earliest possible opportunity to discuss their eligibility.

1. In addition to the provisions contained in Rules 2.1 to 2.9, an **issuer** applying for **admission** to trading or that has been **admitted** to the **Shanghai-London Stock Connect Segment** must comply with the following, unless the **Exchange** otherwise agrees:

   (a) an **issuer** must have published a **prospectus** that has been approved by **FCA**;
   (b) the **issuer's application** to admit **depositary receipts** to the **Official List** must have been approved by **FCA**;
   (c) the **issuer's securities** must be **listed** on the Main Board Market of the Shanghai Stock Exchange; and
   (d) at **admission** the **market capitalisation** of the **applicant** must be equal to or above **RMB** 20 billion.

2. An **issuer** must inform the **Exchange** immediately if there is any change in the status of its listing on the Main Board Market of the Shanghai Stock Exchange (including suspension or cancellation of the listing, or any disciplinary action in relation to its listing). In the event of its listing being cancelled on the Main Board Market of the Shanghai Stock Exchange, the **Exchange** will transfer the **issuer's depositary receipts** to another segment of the **International Order Book** for **listed depositary receipts,** subject to the **issuer's listing** on the **Official List** being maintained.

Guidance to this Schedule

MAR provides for separate continuing obligations to these rules. The disclosure obligations in **MAR** relate to the disclosure of inside information and disclosure of transactions by persons discharging managerial responsibilities ("PDMR") and persons closely associated with them. **MAR** also provides for restrictions on PDMRs dealing during mandatory close periods. The disclosure obligations under **MAR** will be within the remit of the relevant competent authority. In the **UK**, the competent authority is the **FCA**.

In relation to an **issuer's** continuing obligations, an **issuer** must also have regard to Section 4 of these rules (continuing obligations). This section includes specific obligations for **issuers** of **depositary receipts**.

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