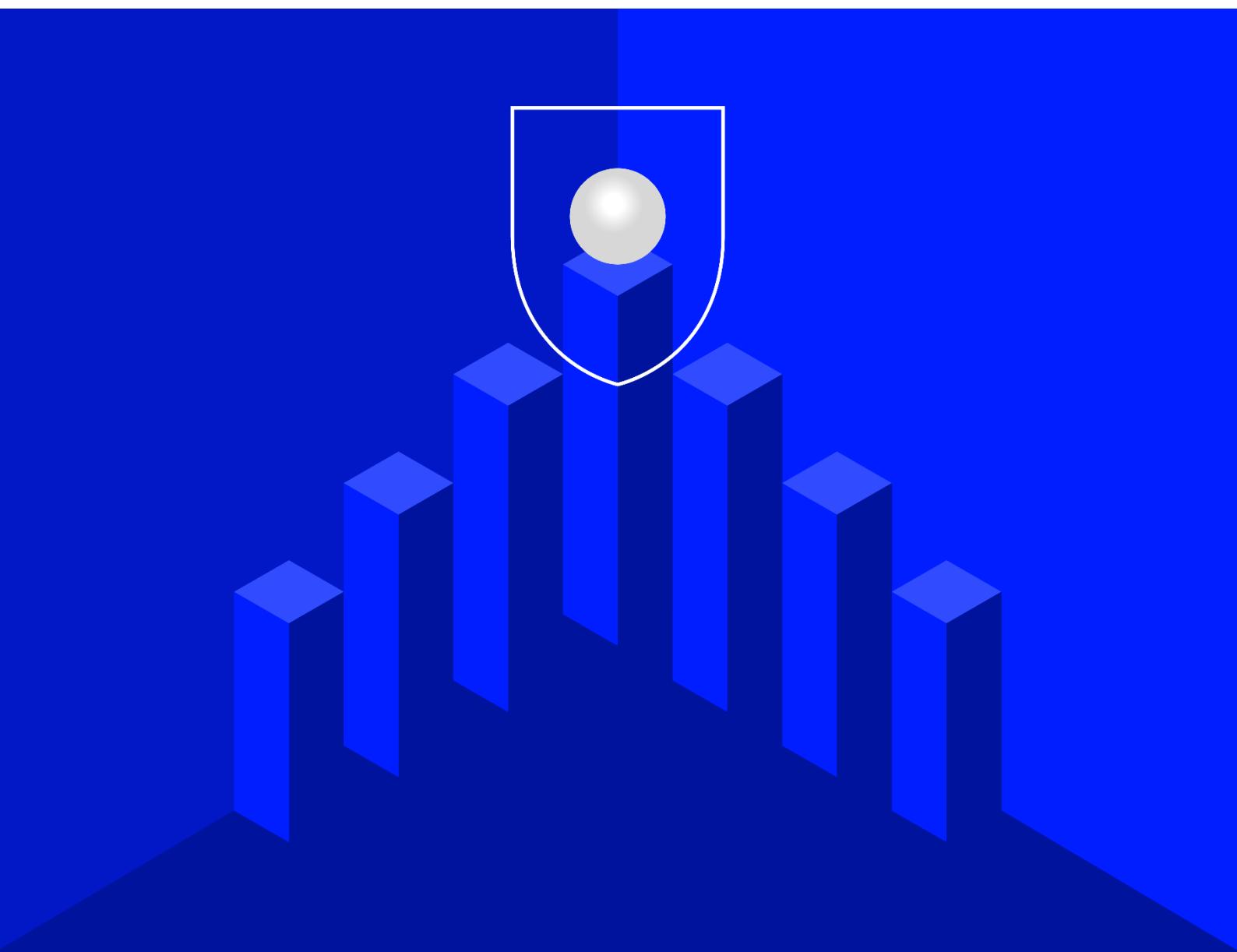


ADMISSION AND DISCLOSURE STANDARDS

Effective – ~~September 2025~~January 2026



**LONDON
STOCK
EXCHANGE**

An LSEG Business

Contents

Glossary	4
Section 1: Introduction.....	<u>911</u>
1.1 Overview.....	<u>911</u>
1.2 Purpose	<u>911</u>
1.3 Scope	<u>911</u>
1.4 Admission to the Exchange's Markets	<u>1012</u>
1.5 Transfers Between the Exchange's Markets and Market Segments.....	<u>1113</u>
1.6 Communication with the Exchange.....	<u>1113</u>
1.7 Continuing Obligations.....	<u>1214</u>
1.8 Compliance.....	<u>1214</u>
1.9 Fees.....	<u>1214</u>
1.10 Confidential Information.....	<u>1214</u>
1.11 Jurisdiction.....	<u>1214</u>
Section 2: Admission Conditions.....	<u>1315</u>
Part 1 – Admission Conditions	<u>1315</u>
Part 2 – Other Criteria	<u>1416</u>
Part 3 – Admission Process	<u>1517</u>
Section 3: Application Rules.....	<u>1618</u>
Introduction.....	<u>1618</u>
Provisional Application.....	<u>1618</u>
Formal Application.....	<u>1618</u>
Further Issues.....	<u>1618</u>
Fees	<u>1618</u>
When Issued Dealing	<u>1618</u>
After Admission	<u>1719</u>
Block Admission	<u>1719</u>
Section 4: Continuing Obligations	<u>1820</u>
General.....	<u>1820</u>
Provision of Information.....	<u>1820</u>
Depository Receipts	<u>1921</u>
Corporate Actions.....	<u>1921</u>
EEA ETFs.....	<u>1921</u>
Settlement	<u>1921</u>
Fees	<u>1921</u>
Suspension.....	<u>2022</u>
Cancellation.....	<u>2022</u>
Compliance and Appeals.....	<u>2022</u>

Section 5: Compliance Procedures	<u>2123</u>
Disciplinary Process	<u>2123</u>
Non-disciplinary Appeal Process	<u>2224</u>
Process and Procedures	<u>2225</u>
Warning Notices	<u>2325</u>
Executive Panel	<u>2325</u>
Disciplinary Committee	<u>2527</u>
Appeals Committee	<u>2931</u>
Consent orders	<u>3234</u>
Schedule 1 – Admission Procedures	<u>3436</u>
Part A – Provisional Application	<u>3436</u>
Part B – Formal Application	<u>3436</u>
Part C – Applications for Certain Securities	<u>3537</u>
Schedule 2 – When Issued Dealing	<u>3739</u>
Schedule 3 – Corporate Actions	<u>3840</u>
Timetable for Corporate Actions	<u>3840</u>
Timetable for Open Offer	<u>3941</u>
Continuing Obligations for Depositary Receipt Issuers	<u>3941</u>
Schedule 4 – Specialist Fund Segment	<u>4143</u>
Schedule 5 – Admission to Trading Only	<u>4244</u>
At Admission	<u>4244</u>
Continuing Obligations	<u>4345</u>
Schedule 6 – Shanghai-London Stock Connect and Shenzhen-London Stock Connect	<u>4547</u>
Schedule 7 – Voluntary Carbon Market	<u>4648</u>
Definitions	<u>4648</u>
Voluntary Carbon Market Designation Requirements	<u>4749</u>
Continuing Obligations	<u>4951</u>
Liaising with the Exchange	<u>5153</u>
Refusal and Removal of the Voluntary Carbon Market Designation	<u>5254</u>
Confidential Information	<u>5254</u>
Sanctions	<u>5355</u>

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**.

Where **UK** legislative or regulatory references are used in the **Standards**, these should be read as referring to the law or regulation in force from time to time.

For the avoidance of doubt: (i) reference to any EU regulation as applied in the **UK** means a reference to the relevant regulation as it is applied in the **UK** pursuant to the European Union (Withdrawal) Act 2018 and regulations made pursuant to the Act following IP Completion Day (as defined in the European Union (Withdrawal Agreement) Act 2020); and (ii) references to **regulated market** and **MTF** are references to **UK regulated markets** and **UK MTFs** unless stated otherwise.

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 the Exchange's markets	admission to trading on the Exchange's regulated markets or MTFs (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 AIM	'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 UK MTF . Securities admitted to 'Admission to Trading Only' are not admitted to the Official List . the Exchange's market for smaller, growing companies. Securities admitted to AIM are not admitted to the Main Market .
applicant	an issuer that is proposing to apply, or is applying, for admission to trading of any of its securities .
application block admission	an application made by an applicant . 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.
bonus issue business day capital reorganisation capitalisation issue capitalisation of reserves central counterparty central counterparty security	Examples may include an employee share scheme or a regular savings scheme and the exercise of options. issue of shares to existing shareholders, free of charge, in proportion to their holding. any day on which the Exchange is open for dealing. reorganisation of a company's share capital resulting in a change in nominal value. see "bonus issue". distributing existing financial reserves to existing shareholders by issuing extra shares, free of charge, in proportion to their holding. a body that assumes the risk for central counterparty transactions . 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 depository class	an entity which operates a system enabling clients to hold, manage and transfer securities by book entry. securities , the rights attaching to which are, or will be, identical and which form a single issue (or series of issues).
competent authority	a competent authority for listing and approval of prospectuses in the UK or the relevant EEA member state. In the UK , the competent authority is the primary market function of the FCA .
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 consolidations	conversion from one class of security to another (e.g. Preference to Ordinary). 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 designation	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)	a designation provided by the Exchange to certain securities , subject to requirements, as set out in the Standards .
Dividend Re-Investment Program (DRIP)	the Disclosure Guidance and Transparency Rules of the FCA , which can be found in the FCA Handbook .
Dividend Re-Investment Scheme (DRIS)	cash dividend where holders have the option to reinvest the cash into existing shares of the company at the market price.
EEA	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 ETFs	the European Economic Area.
EEA MTF	an ETF incorporated in a jurisdiction within the EEA and which is listed with an EEA competent authority .
EEA regulated market	an MTF which operates in accordance with Title II of MiFID .
enfranchisements	a regulated market which is authorised and functions regularly and in accordance with Title III of MiFID .
Exchange	change of voting rights in a class of shares, normally by a conversion into a new class.
Exchange Traded Funds (ETFs)	London Stock Exchange plc, which trades as "London Stock Exchange".
Exchange Traded Products (ETPs)	listed funds that track the performance of an underlying index or basket and can be traded in the same way as an ordinary share.
'ex' date	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 .
FCA	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 Handbook	Financial Conduct Authority.
FCA recognition status	the FCA Handbook of rules and guidance.
Form 1	EEA UCITS which have been individually recognised by the FCA pursuant to section 272 of FSMA or temporary recognition of UCITS under Part 6 of the Collective Investment Schemes (Amendment etc.) (EU Exit) Regulations 2019.
freely negotiable	the Exchange's form to complete for formal application of admission of securities to trading. The Form 1 can be found on the Exchange's website.
FSMA	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.
in public hands	Financial Services and Markets Act 2000.
	Securities are not considered to be in public hands if they are held, directly or indirectly, by:
	<ul style="list-style-type: none"> (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 employees of the 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**.

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	<ul style="list-style-type: none"> (i) for companies for which the FCA 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. <p>Listing, listed and unlisted shall be construed accordingly.</p>
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 UK Listing Rules of the FCA , 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 for a UK regulated market and the Listing Rules . The Main Market includes securities admitted to the Official List and the Specialist Fund Segment .
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) as applied in the EEA .
multilateral trading facility or MTF	a multilateral system, operated by an investment firm or market operator, which brings together multiple third-party buying and selling interests in financial instruments (in the system and in accordance with non-discretionary rules) in a way which results in a contract.
new applicant offer for subscription	an applicant with no securities already admitted to trading . 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.
PISCES	A Private Intermittent Securities and Capital Exchange System as established by the PISCES Regulations .
PISCES Regulations	The Financial Services and Markets Act 2003 (Private Intermittent Securities and Capital Exchange System Sandbox) Regulations 2025 and the sourcebook published by the FCA as set out in the Annex to the Private Intermittent Securities and Capital Exchange System (PISCES) Instrument 2025 or such other sourcebook as in force from time to time. Public Offers and Admissions to Trading Regulations 2024 (SI 2024/105)
POATR	a market which has been prescribed by the Financial Services and Markets Act 2000 (Prescribed Markets and Qualifying Investments) Order 2001 (SI 2001/996).
prescribed market	The PISCES market operated by the Exchange pursuant to the PISCES Regulations .
Private Securities Market	the Professional Securities Market, which is a market for debt securities or depositary receipts of any denomination, aimed at professional investors. The Professional Securities Market is a UK MTF operated by the Exchange. Securities admitted to trading on the Professional Securities Market must be were listed in accordance with Chapter 4 of the Listing Ruleshistorical Listing Rules, but is now closed to new admission the admission of a new class of securities as of January
Professional Securities Market	

PRM	2026. <u>The Prospectus Rules: Admission to Trading on a Regulated Market sourcebook which can be found in the FCA Handbook.</u>
Prospectus	the document prepared in connection with an application for admission of securities to trading on a UK regulated market or an offer of securities to the public in the UK pursuant to the Prospectus Rules PRMs
Prospectus Rules Prospectus Regulation public sector issuers	<u>The Prospectus Regulation Rules sourcebook which can be found in the FCA Handbook.</u> <u>Regulation (EU) 2017/1129 of the European Parliament and of the Council as applied in the UK.</u>
Recognised Investment Exchange	states and their regional and local authorities, state monopolies, state finance organisations, public international bodies and statutory bodies. an organisation that is recognised by FCA as complying with the recognition requirements laid down in the Recognition Requirements Regulations .
Recognition Requirements Regulations record date	the Financial Services and Markets Act 2000 (Recognition Requirements for Investment Exchanges, Clearing Houses and Central Securities Depositories) Regulations 2001. the date on which a shareholder must be registered as the owner of shares in order to receive a dividend or other entitlement.
redenomination Redemptions Reference Data Service Regulatory Information Service (RIS) regulated market	the process of changing the currency on a financial security. repayment of a holding of a class of security. the Exchange's Reference Data Service, designed to enable market participants to synchronise their trading database with that of the Exchange . as such term is defined in the FCA Handbook .
return of capital/cash	a multilateral system operated or managed by a market operator, which brings together or facilitates the bringing together of multiple third-party buying and selling interests in financial instruments (in the system and in accordance with non-discretionary rules) in a way that results in a contract, in respect of the financial instruments admitted to trading under its rules or systems.
rights issue	distribution of cash normally resulting from the sale of an asset or securities or other transaction unrelated to retained earnings. 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.
RNS scheme of arrangement scheme of reconstruction scrip dividend	the Regulatory Information Service of the Exchange . a scheme of arrangement requiring shareholder approval under Part 26 of the Companies Act 2006.
securities	a reconstruction under section 110 of the Insolvency Act 1986.
securities regulator	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.
Self Service Portal or SSP Settlement	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 part 1 of Schedule 2 to the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 ("financial instruments").
Shanghai-London Stock Connect	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 competent authority . the Exchange's online interactive portal for the formal application in relation to the admission of securities . The portal link can be found on the Exchange's website.
Shenzhen-London Stock Connect	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 is a collaboration between the Exchange and the Shanghai Stock Exchange, which enables (i) investors to access Chinese A-Shares through a depositary receipt programme listed in London; and (ii) qualifying listed issuers , through separate depositary receipt programmes, to be admitted to the Shanghai Stock Exchange and access Chinese investors in Shanghai.
Specialist Fund Segment	Shenzhen-London Stock Connect is a collaboration between the Exchange and the Shenzhen Stock Exchange, which enables (i) investors to access Chinese A-Shares through a depositary receipt programme listed in London; and (ii) qualifying listed issuers , through separate depositary receipt programmes, to be admitted to the Shenzhen Stock Exchange and access Chinese investors in Shenzhen.
specialist securities	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 . Securities admitted to the Specialist Fund Segment are not admitted to the Official List . 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 subdivision	see Admission and Disclosure Standards .
suitable exchange suspension of trading tender/repurchase offers	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.
trading system	an exchange deemed suitable by the Exchange for the purpose of admitting ATT Only securities .
transferable securities	any cessation of trading imposed by the Exchange , including a trading halt.
UCITS	offer made to existing holders to sell their shares at a set price.
UK	the trading system operated by the Exchange .
UK MAR	transferable securities as defined in Article 2(1)(24) of the Markets in Financial Instruments Regulation 600/2014 (UK MiFIR), as applied in the UK .
UK MTF	undertakings for collective investment in transferable securities that are established:
UK regulated market	<ol style="list-style-type: none">in the UK, in accordance with FSMA; orin the EEA, in accordance with 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 of the UK of Great Britain and Northern Ireland
unlisted	the Market Abuse Regulation (EU) No 596/2014, as applied in the UK .
when issued dealing	an MTF that is operated by a UK investment firm or a UK market operator.
	a regulated market which is operated by a Recognised Investment Exchange but not an overseas investment exchange within the meaning of section 313(1) of FSMA .
	see listed .
	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 the **Exchange's** markets and additional requirements for **designations**.

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 **FCA**. The **Main Market** is the **Exchange's** **regulated market** and includes **issuers admitted to trading** on the **Official List** and the **Specialist Fund Segment**. The **Exchange's** **MTFs** include **AIM** and an **MTF** on which all other **MTF securities** are traded, including **ISM**, the **Professional Securities Market** 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 the **Exchange's** markets;
- to promote investor confidence in the markets we operate;
- to maintain the quality and attractiveness of the **Exchange's** markets to companies and investors;
- to operate proper and orderly markets; and
- to minimise any overlap with the rules of an **issuer's competent authority**.

1.3 Scope

The **Standards** apply to **issuers** on the **Exchange's** markets but do not apply to:

- **AIM** (other than Schedule 7 in relation to the Voluntary Carbon Market **designation**); or
- **ISM** (other than the compliance procedures set out at Section 5).

The **Standards** do not apply to the **Private Securities Market** which is a **PISCES**.

~~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**), in accordance with the transitional provisions in Part V of the **Official Listing of Securities, Prospectus and Transparency (Amendment) (EU Exit) Regulations 2019**.~~

Where **transferable securities** (which have been **admitted to trading** on a **regulated market**) are **admitted to trading** on a **MTF** or the **regulated market** 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** or the disclosure obligations defined in paragraph 9ZB of the **Recognition Requirements Regulations**.

For many **issuers**, a two-stage **admission** process will apply to companies who want to have their **securities admitted to trading** on the **Exchange's** 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 the **Exchange's** 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 regulated markets** and **MTFs** 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.

No rights are provided to or actionable by third parties under the **Standards**.

1.4 Admission to the Exchange's Markets

1.4.1 The route to admission

New applicants

To join the **Exchange's** markets, most companies need to show that they have met the minimum requirements of the relevant **competent authority**. Companies must also commit to comply with the **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 the **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 the **Prospectus Regulation~~POATRs~~** and the **Prospectus Rules~~PRMs~~**. **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 **Official List** should have regard to the relevant chapters of the **Listing Rules** and must be added to the **Official List**. **Issuers** applying to **Shanghai-London Stock Connect** or **Shenzhen-London Stock Connect** should also have regard to Schedule 6.

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

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

Issuers seeking **admission** to **Admission to Trading Only** should have regard to Schedule 5.

Prior to **admission**, **new applicants** who are applying for **admission to trading** must submit the appropriate forms **via SSP** 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 and the TRADEcho Business Parameters, which is available on the **Exchange's** website.

1.4.2 Additional guidance for certain securities

Debt securities

Debt securities are **admitted to trading** on the **Main Market**, **ISM** or the **Professional Securities Market**. 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**.

Guidance

From January 2026, a new class of securities cannot be admitted to the Professional Securities Market following the FCA decision to remove Listing Particulars as an admission document

Sustainable Bond Market

The Sustainable Bond Market provides for a range of sustainable **debt securities** and can be granted to **issuers** admitted to any of the **Exchange's** debt primary markets, subject to the criteria set out in the Sustainable Bond Market terms and conditions, as set out on the **Exchange's** website.

Depository receipts

Depository Receipts are admitted to trading on the **Main Market**, the **Professional Securities Market** 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~~ allows, 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 of Section 4 of the **Standards** and Part C of Schedule 1.

1.5 Transfers Between the Exchange's Markets and Market Segments

For any transfer between the **Exchange's** markets or market segments, an **issuer** must continue to comply with all applicable market rules and follow the full **admission** process for the market to which the **issuer** seeks **admission to trading**.

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

1.5.1 Transfers from AIM

A move from **AIM** to another of the **Exchange's** markets will, in most cases, require the production of a **prospectus**.

1.5.2 Transfers to ISM

Issuers wishing to transfer debt **securities** from any of the **Exchange's** markets to **ISM** are required to comply with the general requirements for **admission to trading** on **ISM** (as set out in Section 1 of the **ISM Rulebook**).

1.5.3 Transfers between all other markets

Issuers wishing to transfer from any of the **Exchange's** markets not listed in 1.5.1 or 1.5.2 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 of Section 4 of the **Standards**;
- issue an announcement via a **Regulatory Information Service** disclosing the **issuer's** intention to transfer to the relevant market at least five **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

The **Exchange's** relationship with **issuers** is a matter of fundamental importance to the **Exchange**. Companies applying for **admission** to the **Exchange's** 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 the **Exchange's** 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 the **Exchange's** 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 the **Exchange's** markets publish price-sensitive information on a timely basis in accordance with **UK MAR** and (if applicable) 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 the **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 the **Exchange's** website.

The **Exchange** reserves the right to cancel an **issuer's securities** (in accordance with Rule 4.20 of Section 4 of the **Standards**) or refuse an **application for admission to trading** where an **applicant** or **issuer** fails to pay applicable fees owed by it to the **Exchange**.

1.10 Confidential Information

All communications between the **Exchange** and an **issuer** (either directly or via its advisers) are confidential to the **Exchange** and should not be disclosed without the prior written consent of the **Exchange**, except as required by any applicable regulatory or statutory body.

This Rule 1.10 continues to apply to the **issuer**, even where the **issuer** ceases to be **admitted to trading**.

1.11 Jurisdiction

When an **issuer** ceases to have any **securities admitted to trading**:

- (a) the **Exchange** retains jurisdiction over the **issuer** for the purposes of investigating and/or taking disciplinary action in relation to breaches or suspected breaches of the **Standards** at a time when the **issuer** had a class of securities **admitted to trading**; and
- (b) Rules 4.4 and 4.5 of Section 4 of the **Standards** shall continue to apply to the **issuer** for the purposes of any information or explanation which the **Exchange** requests to discharge its legal responsibilities and/or regulatory function including, without limitation, for the purposes of investigating and/or taking disciplinary action relating to breaches or suspected breaches of the **Standards**.

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, in its absolute discretion, 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;
- (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**; and/or
- (c) the **securities** are better suited to another of the **Exchange's** markets or segments.

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 the **Form 1** to indicate the market to which they are seeking admission and/or select the market when making a submission via the **SSP**.

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

Part 2 – Other Criteria

Specialist Fund Segment

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

Admission to Trading Only

- 2.11 In addition to the provisions contained in Rules 2.1 to 2.9 (inclusive), an **issuer** applying for **admission** to or has been **admitted** to **Admission to Trading Only** must comply with Schedule 5.

Shanghai-London Stock Connect and Shenzhen-London Stock Connect

- 2.12 In addition to the provisions contained in Rules 2.1 to 2.9 (inclusive), an **issuer** applying to **Shanghai-London Stock Connect** or **Shenzhen-London Stock Connect** must comply with Schedule 6.

Issuers applying to the list of markets set out at paragraph 1(c) of Schedule 6 should notify the Exchange of their intentions, in writing, at the following address stockconnect@lseg.com and in accordance with the timetable for early notifications as set out in Part 3 of this Section 2.

EEA ETFs

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

Voluntary Carbon Market

- 2.14 In addition to the provisions contained in Rules 2.1 to 2.9 (inclusive), an **issuer** seeking the Voluntary Carbon Market **designation** must comply with Schedule 7.

Part 3 – Admission Process

Early notification

2.15 In addition to the **application** requirements as set out in the **Standards**, an **applicant** who proposes to **admit** new **securities** should notify the **Exchange**, via the prescribed early notification form, no later than when it provides its eligibility letter or eligibility checklist, as applicable, to the Listing Transactions team of the **FCA** (or at least five **business days** prior to proposed **admission to trading** of new debt **securities**¹ and 30 **business days** prior to proposed **admission to trading** on the **Specialist Fund Segment** or **ATT Only**)². An **applicant** must, in a timely manner, 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**.

Guidance to Rule:

*The **submission Form 1** should be **made via the SSP sent to the Exchange (marked for the attention of "Admissions") and/or a submission made via the SSP**.*

Effective admission

2.16 **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 the Exchange's website

2.17 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 For the avoidance of doubt, this does not include drawdowns under a programme, but does apply to an existing issuer of new standalone debt **securities**.

² In respect of an **issuer** that is already **admitted to trading** on the **Specialist Fund Segment**, this notification requirement applies if there is a new line of **securities** being issued.

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 the **Exchange's** markets, **issuers** must assess whether ~~either~~ a **prospectus** or **listing particulars** are ~~is~~ required. If applicable, ~~these~~ this must be submitted to the **FCA** for review and approval in accordance with its rules. **Application for admission** of such further **securities** by ~~submitting a Form 1 and/or making a submission via the SSP, 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 by the Exchange.

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 of Section 4 of the **Standards**). 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 **issuer** 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 the **Exchange's** 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 regulations.
- UK MAR** provides for separate disclosure obligations for **issuers admitted** to the **Exchange's** markets. The disclosure obligations in **UK MAR** relate to the disclosure of inside information and disclosure of transactions by persons discharging managerial responsibilities ("PDMR") and persons closely associated with them. **UK 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 **FCA**, as the **UK** competent authority, is responsible for oversight and enforcement of **UK MAR**.
- 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 **UK Listing Rule 5.4A21.5** must notify the **Exchange** of its intention to transfer **listing** category. Such notification must be made as early as possible and no later than three **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 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 discharging its legal responsibilities and/or regulatory function, 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** must deal with the **Exchange** promptly and in an open, transparent and co-operative way and should reasonably satisfy itself that all information provided by it to the **Exchange** is complete, accurate 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.

Depository 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 Corporate Actions Team at the **Exchange** (marked for the attention of the “Corporate Actions Team” and sent to ssn@lseg.com) in advance of any notification of the timetable for any proposed action affecting the rights of its existing holders of its **securities** traded on the **Exchange’s** markets. **Issuers** are reminded of their responsibilities in Rules 4.4 and 4.5, in particular any information provided to the Corporate Actions Team must be complete, accurate and not misleading.
- 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 **FCA** is not the **listing** authority, must:
- (i) Have **FCA recognition status**.
 - (ii) Comply with the **listing** rules of the **EEA** state in which they are listed.
 - (iii) 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.
- (iv) Appoint a registrar in the **UK** if: (a) there are 200 or more holders resident in the **UK**; or (b) 10% or more of the equity **securities** are held by persons resident in the **UK**.
 - (v) 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 **UK MAR**.*

*An **issuer** must also adhere to the applicable continuing obligations contained within **FSMA** and the applicable implementation of 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 of Section 2 of the **Standards**.

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 the **Exchange’s** website.

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 of Section 1 of the **Standards**). 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 (inclusive), in respect of an **issuer** which does not or no longer complies with the **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); and
- 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 (inclusive). 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 (inclusive). 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 (inclusive). 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 body
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	<ul style="list-style-type: none"> – 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	<ul style="list-style-type: none"> – May stipulate corrective action required – Formal record of action for issuer's case history 	
Executive Panel ¹	One of: <ul style="list-style-type: none"> – Private censure – Fine up to £100,000 per breach – Referral to Disciplinary Committee 	Appeals Committee
Disciplinary Committee ²	One or more of: <ul style="list-style-type: none"> – 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: <ul style="list-style-type: none"> – Any sanction available to the Executive Panel Disciplinary Committee referrals: <ul style="list-style-type: none"> – 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 body
Executive Panel	<ul style="list-style-type: none"> – All non-disciplinary appeals (in the first instance) 	Senior Exchange staff	Appeals Committee
Appeals Committee	<ul style="list-style-type: none"> – 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 body
Executive Panel	One of: <ul style="list-style-type: none"> – Uphold decision – Quash decision – Vary decision 	Appeals Committee
Appeals Committee	One of: <ul style="list-style-type: none"> – 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

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- 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 Rule 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 to 5.24 (inclusive and 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. 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 Rules 5.51.1 and 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 days**' notice of the time and place of a pre-hearing review and seven **business days**' 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 (inclusive) 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 (inclusive), the relevant matters at Rules 5.72.1 to 5.72.3 (inclusive) 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. 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 Rule 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.

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- 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.

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- 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/or~~ make a submission via the **SSP** and submit a draft copy of the **prospectus**, ~~listing particulars~~, 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 the Form 1 and/or any~~ submission via the **SSP** 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 of Section 3 of the **Standards** and Part B of Schedule 1.

Guidance:

New applicants of securities should refer to the early notification requirements in Part 3 of Section 2 of the **Standards**.

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 of Section 4 of the **Standards**). 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**:

- an **application** for **admission to trading** ~~on the finalised Form 1 issued by the Exchange signed by a duly authorised officer of the issuer and/or submission submitted~~ via the **SSP**;
- an electronic copy of any **prospectus**, ~~listing particulars~~, 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 **business 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:

~~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 16:00 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/or submit via the SSP 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 **business day before admission** is required to become effective. The final terms may be submitted by the **issuer** or its **designated representative**.

Guidance for sustainable bonds

*In addition to the requirements of the **Standards**, issuers of debt securities seeking the Sustainable Bond Market, must follow the guidance set out in the Sustainable Bond Market terms and conditions (available on the **Exchange's** website), which will include the provision of all relevant supporting materials and documentation and the acknowledgement of and commitment to post-issuance reporting obligations.*

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**. New **ETF**, **EEA ETF** or **ETP issuers** should refer to the early notification requirements in Part 3 of Section 2 of the **Standards**.
- 3.5 All **ETFs** and **EEA ETFs** must be either **FCA** authorised or have **FCA recognition status**.

For **ETFs** and other **ETPs** admitting on the basis of an **FCA listing**, the below documents must be submitted to the **Exchange**, via the **SSP**, **11 business days** (by 12:00) before the target **admission** date, unless a sub-fund, whereby these can be submitted five **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

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- 3.6 For **ETFs** admitting on the basis of an **EEA listing**, the below documents must be submitted to the **Exchange**, via the **SSP**, **11 business days** (by 12:00) before the target **admission** date unless a sub-fund, whereby these can be submitted five **business days** before the target **admission** date:

| **Form 1**

- Trading form
- Evidence of **FCA recognition status**
- **Prospectus/pricing supplement**
- **Stamped EEA Approved 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 the **Exchange's 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.*

Covered warrants and listed structured products

- 3.7 **Issuers** of **covered warrants** and **listed structured products** must ~~provide a finalised Form 1 and/or~~ make a submission via the **SSP**, 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 is available on the **Exchange’s** website) must be submitted via the **SSP**, together with a 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 via SSP (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 **FCA** 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 of Section 3 of the **Standards**, 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 **FCA** 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.*

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 Corporate Actions team at the **Exchange** (marked for the attention of the “Corporate Actions Team” and sent to ssn@lseg.com) in advance of any announcement of the timetable for any proposed action affecting the rights of existing holders of its **securities** traded on the **Exchange's** 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. **Issuers** are reminded of their responsibilities in Rules 4.4 and 4.5 of Section 4 of the **Standards**, in particular any information provided to the Corporate Actions Team must be complete, accurate and not misleading.
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**.
6. In respect of corporate action announcements, the **issuer** must comply with its regulatory disclosure obligations, including under **UK MAR**.
7. The announcement of a corporate action must include the **ISIN** or the Tradable Instrument Display Mnemonics code (TIDM) of the affected **securities**.

Guidance

Paragraphs 1 to 7 (inclusive) 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 the **Exchange's** markets.
8. Where applicable, dividend payments must follow the procedures set out in the following guidance.

Guidance

A dividend timetable which follows the guidelines, as set out in the **Dividend Procedure Timetable**, as published on the **Exchange's** website, need not be notified to the **Exchange** in advance, provided the announcement of the dividend includes:

- the amount of the dividend, which unless stated otherwise, is stated as gross;
- 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 as set out 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**.

*If an announcement is released which does not meet the guidelines as set out in the Dividend Procedure Timetable, and has not been agreed by the **Exchange**, the **issuer** will need to make a further correcting announcement without delay.*

*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

9. 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** must take place by no later than 07:00 on the proposed 'ex' date. Where there are exceptional circumstances, prior written consent from the **Exchange** must be obtained for any later announcement.

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

10. 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 the **Exchange's** markets. The reference to "in advance" means that the **Exchange** should receive the proposed announcement 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** 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 the Exchange's markets**.

Dividends

Dividends for **depositary receipts** should be notified to the **Exchange** 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 the **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 [App 2 Annexes 4 and 811 of the UK Prospectus Regulation PRM](#), in relation to the **securities** to be **admitted** that must have been approved by the FCA. To the extent permitted by the FCA, 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 and/or via~~ the **SSP**;
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 applicable UK law and regulations.

Schedule 5 – 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 within the meaning of **the UK Prospectus Regulation POATRs** (regardless of whether such offer is subject to an exception under **POATRs**).
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 maximum available issue value (headroom) of at least £40 million; and
 - 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**.
9. The **securities** which the **unlisted DRs** represent must:
 - conform with the law of the **issuer's** place of incorporation;
 - be duly authorised according to the requirements of the **issuer's** constitution;
 - have any necessary statutory or other consents;
 - be freely transferable; and
 - 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 information³ (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 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 the **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 paragraphs 9 and 10 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, complete, 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.

³ In this regard an issuer of **unlisted DRs** should refer to [UK Listing Rule 9.5.1516.3.8](#) and [9.5.1616.3.9](#) where relevant to **depositary receipts**.

16. Retention of, and announcement via, a **Regulatory Information Service**
 - a. the **issuer** must retain a **Regulatory Information Service** at all times; and
 - 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 likely to have a significant effect on the price of the underlying securities that are the subject of the **listing** on a **suitable exchange**.

Additional obligations for issuers of unlisted DRs

17. 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 the **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 to 13 (inclusive).
18. Website

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** programme⁴ 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), 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.
19. Additional announcements via a **Regulatory Information Service**

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

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

⁴ In considering the content of this disclosure the **issuer** should refer to the information required by [App 2 Annex 1013](#) (paragraphs 2) of the [UK Prospectus Regulation PRM](#).

Schedule 6 – Shanghai-London Stock Connect and Shenzhen-London Stock Connect

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 and which are applying to **Shanghai-London Stock Connect** or **Shenzhen-London Stock Connect**. An **issuer** will also need to comply with the national law and regulation of its country of incorporation.

Prospective **applicants** 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 of Section 2 of the **Standards**, an **issuer** applying to **Shanghai-London Stock Connect** or **Shenzhen-London Stock Connect** must comply with the following, unless the **Exchange** otherwise agrees:
 - (a) an **issuer** must have published ~~either~~ a **prospectus** or **Listing Particulars**, ~~in each case~~, which has been approved by **FCA**;
 - (b) the **issuer's application** to admit **depositary receipts** to the **Official List** must have been approved by **FCA**; and
 - (c) the **issuer's securities** must be **listed** on one of the following (home trading venues):
 - the Main Board Market of the Shanghai Stock Exchange (home trading venue);
 - the Science and Technology Innovation Board of the Shanghai Stock Exchange (STAR Market);
 - the Main Board Market of the Shenzhen Stock Exchange; or
 - the ChiNext Market of the Shenzhen Stock Exchange.
- An **issuer** must inform the **Exchange** immediately if there is any change in the status of its listing on its home trading venue (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 its home trading venue, 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

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

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

Schedule 7 – Voluntary Carbon Market

The **Exchange's** Voluntary Carbon Market is a **designation** provided by the **Exchange** to **Eligible Issuers**.

The Voluntary Carbon Market is designed for **Eligible Issuers**, who have a focus on carbon reduction and/or removal projects, which are expected to yield **Carbon Credits**.

The Voluntary Carbon Market **designation** does not denote any assurance by the **Exchange** as to the **Eligible Issuer's** strategy, or its successful implementation, or that its projects will yield any **Carbon Credits**. There is no guarantee that the **Eligible Issuer** will retain the Voluntary Carbon Market **designation**.

The Voluntary Carbon Market **designation** is determined at the absolute discretion of the **Exchange** and is subject to the requirements set out below.

Definitions

*In addition to the application (as the context requires) of the defined terms in the Glossary to the **Standards**, the following terms have the following meanings when used in this Schedule 7.*

Term	Meaning
Admission Document	Prospectus or an admission document pursuant to the AIM Rules for Companies .
Alternative Investment Fund	As defined in The Alternative Investment Fund Managers (Amendment etc.) (EU Exit) Regulations 2019 or Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers.
Approved Funding	Investments/funding, as the case may be, in any single or a combination of: Qualifying Projects ; Proposed Projects . The remainder not invested in such projects must be invested in investments (for a Fund) or business activities (for an Operating Company) whose revenues can be mapped to the Tier 1 or Tier 2 micro sectors within FTSE Russell's Green Revenues Classification System.
Authorised Person	<ol style="list-style-type: none"> 1. A person registered or authorised to manage an unauthorised Alternative Investment Fund, by one of the following regulators: <ol style="list-style-type: none"> a) FCA; b) Jersey Financial Services Commission; c) Guernsey Financial Services Commission; or d) Isle of Man Financial Services Authority. 2. A person registered, with the FCA, to market an unauthorised Alternative Investment Fund, and the person is regulated in a jurisdiction that is deemed suitable by the Exchange from time to time.
Carbon Credit	A tradable certificate which represents the Independently Certified removal or avoidance of one tonne of carbon dioxide or the carbon dioxide equivalent (based on a 100-year global warming potential) of another greenhouse gas.
Depository	An independent third party, authorised by the FCA , which is responsible for the safekeeping of assets of the Fund (including custody, record keeping and ownership verification), performing the cash flow monitoring and oversight duties.
Designation Disclosure Document	A shareholder circular (where a shareholder vote is being sought) published by an Eligible Issuer or a notification via an Regulatory Information Service , which sets out the information required to be disclosed under this Schedule 7 regarding a Voluntary Carbon Market designation .
Eligible Issuer	A Fund or an Operating Company , which applies for, holds or ceases to hold the Voluntary Carbon Market designation (as the context requires).
Fund Fund Manager	A closed-ended investment company.
Independently Certified Investment Policy	The investment manager of, or any portfolio manager or investment adviser to, the Fund , from time to time (which may be the board of the Fund itself for an internally managed Fund).
Operating Company	Certified by a Qualifying Body .
Proposed Project	A Fund's investment policy, which would include an investment policy for the purposes of the Listing Rules and The Alternative Investment Fund Managers (Amendment etc.) (EU Exit) Regulations 2019 or Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and an investing policy as defined by the AIM Rules for Companies.
Qualifying Body(ies)	A company whose main activity is the conduct of an operating business.
Qualifying Project	<p>A project in which the Fund is investing, or the Operating Company is directly or indirectly funding, with the reasonable expectation that it will be a Qualifying Project.</p> <p>A standards body for the certification of Qualifying Projects and/or Carbon Credits, which is publicly endorsed, without conditionality, by a Voluntary Carbon Industry Body.</p> <p>A project which has been Independently Certified and appears on the register of the relevant Qualifying Body.</p>

Term	Meaning
Registry	A registry maintained on behalf of a Qualifying Body , which records registered projects and tracks the generation, ownership and retirement of associated Carbon Credits .
Retire, retiring or retirement	Retiring a Carbon Credit means that it has been permanently removed from circulation by the Registry associated with its creation.
Sustainability Specialist	An individual who has relevant experience in relation to Carbon Credit projects specifically and/or sustainability generally.
Voluntary Carbon Industry Body	The International Carbon Reduction & Offset Alliance; and/or the Integrity Council for the Voluntary Carbon Markets, once its Core Carbon Principles are issued.
Voluntary Carbon Market Designation Requirements	<p>The Exchange may, by Stock Exchange Notice, at its absolute discretion, and from time to time, add to or remove from the list of Voluntary Carbon Industry Bodies.</p> <p>The requirements set out at paragraphs 1 to 6, under the heading Voluntary Carbon Market Designation Requirements, in this Schedule 7.</p>

Voluntary Carbon Market Designation Requirements

1. Only **Eligible Issuers** can apply for the Voluntary Carbon Market **designation**.
2. The requirements for the Voluntary Carbon Market **designation** are in addition to the requirements of the **Standards** and/or applicable rules (including eligibility requirements for **listing** and/or **admission** to trading on **AIM**).
3. The **Eligible Issuer** must satisfy the following requirements to be eligible for the Voluntary Carbon Market **designation**:
 - (a) an **Eligible Issuer**:
 - i. must have its **securities** admitted to trading on the **Main Market** or **AIM**;
 - ii. which is a **Fund** must, within its **Investment Policy**, or which is an **Operating Company** must, by board resolution, adopt a transparent **Carbon Credit** policy setting out its intentions in respect of the distribution to shareholders, or retirement of, or sale onwards of the **Carbon Credits** (as the case may be); and
 - iii. where it proposes to offer the service of **retiring Carbon Credits** on behalf of shareholders, must be registered (directly or through an intermediary) at all times with a **Registry** to which it will **retire** the **Carbon Credits** on behalf of shareholders and disclose the process by which such **retirement** will be effected; and

- (b) where the **Eligible Issuer** is a **Fund**:
 - i. the portfolio management must be carried out by an **Authorised Person** (which could be the **Fund** itself);
 - ii. it must have an **Investment Policy**:
 - a. to invest its funds (excluding cash or cash equivalents) in **Approved Funding** only; and
 - b. which seeks, as far as is reasonably possible, to invest cash equivalents in a manner that is compatible with the principle of climate change mitigation; and
 - iii. it must appoint and maintain a **Depositary** at all times; and
 - (c) where the **Eligible Issuer** is an **Operating Company**, it must:
 - i. provide **Approved Funding** only, through direct or indirect ownership of a relevant project or project developer or direct contractual arrangements with a project developer who implements and manages a **Proposed Project** or **Qualifying Project** in respect of which the **Operating Company** expects to receive **Carbon Credits**; and
 - ii. appoint and maintain, to the board of directors, a **Sustainability Specialist**.
4. An application for the Voluntary Carbon Market **designation** shall be made to the **Exchange**, and for an **Eligible Issuer** not already admitted to the **Main Market** or **AIM**, at the latest upon the submission of the early notification set out in Part 3 of Section 2 of the **Standards** for the **Main Market** or, for **AIM**, the early notification as set out in Rule 2 of the **AIM Rules for Companies**⁵.
5. Once the **Exchange** has confirmed to the **Eligible Issuer** that it has completed its review of the application, subject to gazetting in respect of (a) below:
- (a) the **Eligible Issuer** must, at least ten **business days**' prior to admission, notify by way of a gazetting notice its application for the Voluntary Carbon Market **designation** (i) via an **RIS for Eligible Issuers seeking admission** to trading on the **Main Market**; or (ii) within the information specified in Schedule One of the **AIM Rules for Companies for Eligible Issuers seeking admission to AIM**; or
 - (b) where the **Eligible Issuer's securities** are either already admitted to trading on the **Main Market** or **AIM**, it must issue a **Designation Disclosure Document**.
6. The **Eligible Issuer** must disclose the following in its most recent **Admission Document** or **Designation Disclosure Document** (as the case may be). However, items (a) to (i) (inclusive) should be comprised in a specific section dedicated to the Voluntary Carbon Market **designation** in the relevant document:
- (a) matters set out in paragraphs 3(a) to (c) of this Schedule 7;
 - (b) for a **Fund**, the **Qualifying Body(ies)** whose standards its **Proposed Projects** seek to comply with and for an **Operating Company**, the **Qualifying Body(ies)** applicable to the **Proposed Projects**, which it has or expects to be directly or indirectly funding and, in respect of both, the relevant **Voluntary Carbon Industry Body**;
 - (c) the minimum percentage of gross assets proposed to be or invested in (directly or indirectly) **Proposed Projects** and **Qualifying Projects**;
 - (d) the project type(s), location(s), methodology (or methodologies) and the milestones required to be met in order for those **Proposed Projects** to obtain the status of a **Qualifying Project**;
 - (e) whether the **Proposed Projects** are expected to meet any of the specific environmental and social benefits, as set out in the United Nations Sustainable Development Goals and, if so, to specify which (by number and title) and in what way this will be measured and verified by the **Eligible Issuer**;
 - (f) the estimated target investment costs of **Proposed Projects** and **Qualifying Projects** (aggregated) as a proportion of the **Approved Funding**;
 - (g) the estimated target **Carbon Credit** yield reasonably expected to be received by the **Eligible Issuer** and the estimated timetable for this yield;

⁵ Forms and process available on the **Exchange's** website.

- (h) for a **Fund**, the **Fund Manager's** track record in respect of **Carbon Credit** projects and for an **Operating Company**, its track record in relation to **Carbon Credit** projects or sustainability (in respect of both, details of any known investigations, sanctions or criticisms and/or any failed **Carbon Credit** projects or investments);
- (i) the mechanism(s) to be used for distribution, **retirement**, or selling onwards of **Carbon Credits**;
- (j) risk factors relating specifically to (i) **Proposed Project** investment risk; (ii) the initial and ongoing risk that all or any **Carbon Credits** may not be issued; (iii) the risk that **Proposed Projects** may not become **Qualifying Projects**; and (iv) the permanence, leakage and additionality risks associated with **Proposed Projects** and **Qualifying Projects**; and
- (k) the following statement in bold and in a prominent position in the **Admission Document** or **Designation Disclosure Document**:

for a **Fund**:

The Exchange's Voluntary Carbon Market is a designation that denotes that the Fund has committed to invest some, or all, of the capital raised into carbon reduction and/or removal projects, which are expected to meet the standards of Qualifying Bodies and yield Carbon Credits. The designation disclosure requirements are not the issuer's primary market obligations and, accordingly, are not intended to be comprehensive nor a substitute for the issuer's existing disclosure and applicable legal and regulatory obligations (including, without limitation, its disclosure requirements and compliance with UK MAR). The Voluntary Carbon Market designation does not denote any assurance by the Exchange as to the Fund's yield of Carbon Credits, [investment policy/investing policy] or its successful implementation. Investment for the purpose of obtaining Carbon Credits carries high risk and there can be no guarantee that the Fund will satisfy its [investment policy/investing policy] or that its investments will be successful and/or yield some or any Carbon Credits. There is no guarantee that the Fund will retain the Voluntary Carbon Market designation, nor does the Exchange have any control or oversight over the distribution, retirement or sale onwards of the Carbon Credits.

for an **Operating Company**:

The Exchange's Voluntary Carbon Market is a designation that denotes that the Operating Company's business is focused on funding, directly or indirectly, carbon reduction and/or removal projects, which are expected to meet the standards of Qualifying Bodies and yield Carbon Credits. The designation disclosure requirements are not the issuer's primary market obligations and, accordingly, are not intended to be comprehensive nor a substitute for the issuer's existing disclosure and applicable legal and regulatory obligations (including, without limitation, its disclosure requirements and compliance with UK MAR). The Voluntary Carbon Market designation does not denote any assurance by the Exchange as to the Company's yield of Carbon Credits or successful implementation of the Company's strategy. Investment for the purpose of obtaining Carbon Credits carries high risk and there can be no guarantee that the Company's direct or indirect funding of projects, will yield some or any Carbon Credits. There is no guarantee that the Company will retain the Voluntary Carbon Market designation, nor does the Exchange have any control or oversight over the distribution, retirement or sale onwards of the Carbon Credits.

Continuing Obligations

This Section applies to **Eligible Issuers** which have **securities** admitted to trading on the **Main Market** or **AIM**.

7. The **Eligible Issuer** must comply with the criteria set out under the **Voluntary Carbon Market Designation Requirements**, on a continuing basis (save for those only relevant to **admission** at paragraph 6 of this Schedule 7).
8. An **Eligible Issuer**:
 - (a) must have commenced, directly or indirectly, investments in (in the case of a **Fund**) or funding of (in the case of an **Operating Company**) at least one **Proposed Project** or **Qualifying Project** within two years following receipt of the Voluntary Carbon Market **designation** and maintain at least one **Proposed Project** or **Qualifying Project** thereafter; and
 - (b) which no longer complies with paragraph 8(a) must notify the **Exchange** as soon as possible of its non-compliance.

9. An **Eligible Issuer** must ensure that its audited annual report and financial statements include:
- (a) a statement confirming that there has been no change in the investments held by the **Fund** or the funding arrangements of the **Operating Company** (as the case may be) in the **Proposed Projects** and/or **Qualifying Projects** or, in the event that there has been a change, details of the change;
 - (b) in respect of a **Fund**, which is not fully invested, confirmation of the expected timing of any further investments in **Proposed Projects** and/or **Qualifying Projects**;
 - (c) an update in respect of the stage of each **Proposed Project** in relation to the standards of the relevant **Qualifying Body** including, without limitation:
 - i. the expected timing of achieving key milestones to achieve the status of a **Qualifying Project**; or
 - ii. a statement of the likelihood that the relevant **Proposed Project** will or will not become a **Qualifying Project**;
 - (d) a restatement of its expected **Carbon Credit** target yield and a description of how the **Eligible Issuer** has performed in relation to the previously stated expected target **Carbon Credit** yield;
 - (e) a statement confirming the percentage of the **Eligible Issuer's** gross assets, which are invested (directly or indirectly) in **Qualifying Projects** and **Proposed Projects**;
 - (f) for a **Fund**, confirmation that, to the extent the **Fund** is not invested in **Proposed Projects** and/or **Qualifying Projects**, the revenues from its investments (other than in cash or cash equivalents) can be mapped to the Tier 1 or Tier 2 micro sectors within FTSE Russell's Green Revenues Classification System;
 - (g) for an **Operating Company**, confirmation that the revenues from any other business activity conducted can be mapped to the Tier 1 or Tier 2 micro sectors within FTSE Russell's Green Revenues Classification System;
 - (h) details (including the number) of any **Carbon Credits** received by the **Eligible Issuer** in the period, including:
 - i. the **Qualifying Body** and the **Voluntary Carbon Industry Body**;
 - ii. certification standard name;
 - iii. type (reduction and/or removal);
 - iv. project name;
 - v. identification number;
 - vi. issuing **Registry** for each **Carbon Credit** issued;
 - vii. host country;
 - viii. **Carbon Credit** vintage;
 - ix. methodology/project type; and
 - x. whether or not the **Carbon Credit** is associated with corresponding adjustments (as evidenced by authorisation and authorised use) by the host and/or buyer country;
 - (i) details (including the number) of any **Carbon Credits** that have been retained, **retired** on behalf of shareholders, distributed or sold onwards by the **Eligible Issuer** in the period;
 - (j) in respect of cash equivalents, how such investments are compatible with the principle of climate change mitigation; and
 - (k) an update in respect of the disclosure required pursuant to paragraph 6(e) in respect of the United Nation's Sustainable Development Goals.
10. Where an **Eligible Issuer** has committed to **retire Carbon Credits** on behalf of shareholders, the **Eligible Issuer** must make appropriate arrangements to provide information to shareholders of their entitlements from the **retirement** in accordance with paragraph 3(a)iii of this Schedule 7 and notify **retirements** of **Carbon Credits** via an **RIS** as if they were dividends in accordance with the Dividend Procedure Timetable published by the **Exchange** from time to time.

11. An **Eligible Issuer** must, on a continuing basis, maintain a website on which the following information should be publicly available, free of charge. The information should be easily accessible, and a statement should be included that the information is being disclosed for the purposes of the Voluntary Carbon Market **designation**:
 - (a) for a **Fund**, details of the **Fund Manager** and for an **Operating Company**, the name and relevant credentials of the **Sustainability Specialist**;
 - (b) if applicable, the name of the **Depository**;
 - (c) the minimum percentage of gross assets, which are to be and have been invested (directly or indirectly) in **Proposed Projects** and/or **Qualifying Projects**; and
 - (d) the **Proposed Projects** and **Qualifying Projects**, which may be via a cross reference or link, to the relevant sections of the annual report, the **Admission Document** or the **Designation Disclosure Document** (as the case may be).

The website where this information is available must be the **Eligible Issuer's** website, albeit which might be hosted by a third-party provider. The information required by this paragraph 11 should be kept up to date for any material changes or corrections and state the last date it was updated.

12. Without prejudice to its other regulatory disclosure obligations, the **Eligible Issuer** must, in addition, and without delay, notify via an **RIS**, details of the following:
 - (a) for a **Fund**, any material change to, or failure to comply with, its **Investment Policy**;
 - (b) any of the **Proposed Projects** and/or **Qualifying Projects**, which are materially delayed, terminated, in jeopardy or put on hold;
 - (c) details of any of the **Proposed Projects** and/or **Qualifying Projects**, which are not meeting or are likely not to be able to meet the standards set out by the relevant **Qualifying Body**;
 - (d) the proposed timetable for the issue of **Carbon Credits** or any benefit for the **retirement of Carbon Credits** and the **RIS** notification should include the record date, pay date and the 'ex' date for such entitlements;
 - (e) any change of **Depository**;
 - (f) in respect of a **Fund**, any change of **Fund Manager** or its authorisation and in respect of an **Operating Company**, any change of **Sustainability Specialist**; and/or
 - (g) any known investigations, sanctions or criticisms of the **Eligible Issuer**, the **Fund Manager** or the **Sustainability Specialist** (as the case may be) or the **Proposed Projects** by a **Qualifying Body**.

Liaising with the Exchange

13. Questions in relation to the interpretation of these rules should be raised with the **Exchange's** Primary Market Regulation team at the earliest possible opportunity.
14. Without prejudice to the requirements of paragraph 3 of this Schedule 7, **Eligible Issuers** considering applying for the Voluntary Carbon Market **designation** should consult with the **Exchange** at the earliest possible opportunity.
15. Within five **business days** of publication of its audited annual report and financial statements, the **Eligible Issuer** must submit to the **Exchange** confirmation, in the form prescribed by the **Exchange**, of the following information:
 - (a) the date upon which funds must be invested or funding must commence in accordance with paragraph 8 of this Schedule 7;
 - (b) a statement that it continues to meet the **Voluntary Carbon Market Designation Requirements**; and
 - (c) any other information the **Exchange** prescribes for the purpose of considering ongoing eligibility.
16. An **Eligible Issuer** must:
 - (a) take reasonable care to ensure that information provided to the **Exchange** is complete, accurate and not misleading and does not omit anything likely to affect the import of such information;
 - (b) deal with the **Exchange** promptly and in an open, transparent and co-operative way;
 - (c) notify the **Exchange**, without delay, if it becomes aware that it no longer meets the **Voluntary Carbon Market Designation Requirements**; and
 - (d) provide to the **Exchange**, without delay, any information or explanation the **Exchange** might reasonably request for the purpose of discharging its legal responsibilities and/or regulatory function, verifying information relevant to the Voluntary Carbon Market **designation** and/or in relation to the reputation and/or integrity of either the Voluntary Carbon Market **designation** and/or the **Exchange**.

Refusal and Removal of the Voluntary Carbon Market Designation

17. The Voluntary Carbon Market **designation** is provided at the **Exchange's** absolute discretion.
18. Where matters are brought to the attention of the **Exchange**, which could affect the Voluntary Carbon Market **designation**, the **Exchange** may, at its absolute discretion, delay the provision of the Voluntary Carbon Market **designation** or, at any time, impose special conditions.
19. The **Exchange** may refuse to provide or may remove the Voluntary Carbon Market **designation** in circumstances where the **Exchange**, in its absolute discretion, considers that the **Eligible Issuer** receiving or retaining the **designation** would be detrimental to the reputation and/or integrity of the Voluntary Carbon Market **designation** and/or the **Exchange**.
20. Without prejudice to paragraph 19 of this Schedule 7, a non-exhaustive list of matters which may result in delay, refusal or removal of the Voluntary Carbon Market **designation** includes circumstances where, at the absolute discretion of the **Exchange**:
 - (a) the **Eligible Issuer** is better suited to another of the **Exchange's** sustainability initiatives;
 - (b) the **Fund** has not demonstrated to the satisfaction of the **Exchange** that its **Investment Policy** and activities have a focus on carbon reduction and/or removal projects or it has not taken reasonable steps to implement such **Investment Policy**;
 - (c) the **Operating Company** has not demonstrated, to the satisfaction of the **Exchange**, that its business activity has a focus on funding, directly or indirectly, carbon reduction and/or removal projects or where the **Exchange** determines the **Operating Company** is focused on trading **Carbon Credits**;
 - (d) the **Eligible Issuer's** objectives, statements and/or actions do not appear to be aligned to, or are contrary to, the principle of climate change mitigation;
 - (e) the **Eligible Issuer** does not meet or is unlikely to meet the **Voluntary Carbon Market Designation Requirements** either upon receipt or on an ongoing basis (as appropriate);
 - (f) the **Eligible Issuer** and/or the **Fund Manager/Sustainability Specialist** (as the case may be) has/have been the subject of disciplinary action or criticism by a regulator, government body or court; and/or
 - (g) it is deemed necessary pursuant to applicable law or regulation.
21. In addition to paragraph 20 of this Schedule 7, the **Exchange** may in its absolute discretion remove the Voluntary Carbon Market **designation** where, in the opinion of the **Exchange**, the **Eligible Issuer**:
 - (a) is in breach of, or is unlikely to be able to comply with, its responsibilities and obligations under this Schedule 7; and/or
 - (b) has not complied with or is unlikely to be able to comply with any special condition imposed by the **Exchange**.
22. An **Eligible Issuer** can request removal of its Voluntary Carbon Market **designation** by providing 21 **business days'** notice, in writing, to the **Exchange**.
23. Removal of the Voluntary Carbon Market **designation** should be notified via an **RIS** without delay.
24. Removal of the Voluntary Carbon Market **designation** does not affect the **listing** and/or **admission** of the **Eligible Issuer's** **securities** to the **Exchange's** markets.
25. Any removal of a **Qualifying Body**, by a **Voluntary Carbon Industry Body**, will not automatically affect any existing Voluntary Carbon Market **designation** at the time of removal. However, the **Exchange**, at its absolute discretion, reserves the right to impose special conditions to maintain the Voluntary Carbon Market **designation**.

Confidential Information

26. All communications between the **Exchange** and an **Eligible Issuer** (either directly or via its advisers) are confidential to the **Exchange** and should not be disclosed without the prior written consent of the **Exchange**, except as required by any applicable regulatory or statutory body.
27. Paragraph 26 of this Schedule 7 shall continue to apply to the **Eligible Issuer** even when it ceases to hold the Voluntary Carbon Market **designation**.

Sanctions

28. Without prejudice to the other actions available to it under this Schedule 7, where the **Exchange** considers that an **Eligible Issuer** is in breach of its responsibilities and obligations under this Schedule 7, the **Exchange** may take disciplinary action against such an **Eligible Issuer** and the **Compliance Procedures** set out in Section 5 of the **Standards** shall apply.
29. Where an **Eligible Issuer** ceases to hold the Voluntary Carbon Market **designation**:
 - (a) the **Exchange** retains jurisdiction over the **Eligible Issuer** for the purposes of investigating and/or taking disciplinary action in relation to breaches or suspected breaches of this Schedule 7 at the time when the **Eligible Issuer** held the Voluntary Carbon Market **designation**; and
 - (b) paragraphs 13 to 16 of this Schedule 7 shall continue to apply to the **Fund** for the purposes of any information or explanation which the **Exchange** requests to discharge its legal responsibilities and/or regulatory function including, without limitation, for the purposes of investigating and/or taking disciplinary action relating to breaches or suspected breaches of this Schedule 7.

Guidance to Schedule 7

Securities which have received the Voluntary Carbon Market **designation** are part of the **Exchange's regulated market** or **AIM** and, accordingly, must meet the requirements of applicable **UK** law and regulations relating to the market upon which it is **listed** and/or admitted to trading.

The **Exchange's Primary Market Regulation** team can be contacted at primarymarketregulation@lseg.com.

