

Attachment 1 to Stock Exchange Notice N04/16

In this attachment, underlining indicates new text and striking through indicates deleted text. This mark-up compares to the relevant extracts from Attachment 1 to N19/15 and where there have been changes since N02/16 text is highlighted. This attachment is provided for indicative purpose only.

Depository receipts

4.6 An issuer of depository receipts admitted to trading must ensure that their deposit agreements requires the depository bank to provide to the Exchange each quarter, information on the number of securities issued and outstanding. This information should be provided to [~~@lseg.com~~] on the first business day of January, April, July and October in respect of the preceding calendar quarter. it has in place arrangements to provide to the Exchange each quarter, information on the number of securities issued and outstanding. An issuer of **depository 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 **depository 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 depository receipts** may prefer to instruct their **depository bank** to make this information available to the **Exchange** on their behalf.

Issuers of depository receipts shall have until 31 December 2016 to put in place arrangements in order to comply with this rule (i.e. the first quarterly information will be due on the **tenth business day** of April 2017 in respect of the preceding calendar quarter).

SCHEDULE 6 – ADMISSION TO TRADING ONLY

An **issuer** who 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**.

~~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** represent~~

AT ADMISSION

All securities

1. The **issuer** must be **admitted** to a **suitable exchange**, and the **issuer** must be in continuing compliance with such exchange's standards.
2. The **issuer's securities** must not have been and must not be offered to the public in the **EEA** within the meaning of the **Prospectus Directive**.
3. There must be a sufficient number of registered holders of the **securities** to be **admitted** to provide an orderly market in the **securities** following **admission**.
4. The **issuer's securities** must not have been **admitted** to any of the **Exchange's** other primary markets in the 24 months prior to the date of an **application** for **ATT Only** being made.
5. The **issuer** must be duly incorporated or otherwise validly established and must operate in conformity with its constitution.

Additional obligations for issuers of unlisted DRs

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

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

Guidance to this rule

6- In this regard an issuer of unlisted DRs must ensure the depository 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 **depository receipt** issue programme with:
 - a) a minimum initial value of at least £700,000
 - b) a maximum available issue value (headroom) of at least £40 million; and
 - c) at least 25% of the **unlisted DRs** or of the **issuer's securities** that such depository receipts represent at the time of **admission** being

are in public hands¹, in public hands within the meaning of Listing Rule 18.2.8.

9. The issuer securities which the unlisted DRs represent must be, and (if admission is approved) must continue to be, in compliance with Listing Rules 18.2.3, 4 and 5 inclusive, as if they applied, and apply to it

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

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

c) have any necessary statutory or other consents;

d) be freely transferable; and

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

10. The issuer must take all reasonable steps to ensure that the depositary bank (if admission is approved) the unlisted DRs are able to continue to, comply or procure compliance with Listing Rules 2.2.2 paragraph 9 (validity) and 2.2.4 (and transferability), and any temporary or definitive document of title includes appropriate identifier information² 9.5.15 and 9.5.16 (documents of title) so far as relevant to unlisted DRs, and 18.2.13 – 14 (additional requirements for a depositary) inclusive, as if they applied and apply to the depositary bank and the unlisted DRs it is issuing.

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 be the sole document setting out all key terms relating to the issue of the unlisted DRs.

12. The deposit agreement must 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 must give the issuer rights in relation to the depositary bank restricts its' ability in order to enable the issuer to comply with its obligations to the Exchange under these Standards in relation to the

¹ An issuer should refer to the definition of 'in public hands' in Schedule 5. The requirement that the securities be distributed to the public in one or more EEA States does not apply to issuers of unlisted DRs.

² In this regard an issuer of unlisted DRs should refer to Listing Rule 9.5.15 and 9.5.16 where relevant to depository receipts.

unlisted DRs, including without limitation the **issuer's** obligations in relation to disclosures required by it under this Schedule, compliance with ~~the Listing Rules set out in paragraph 9 and 10 above~~ and the proper processing of ongoing corporate actions in respect of the **unlisted DRs**.

CONTINUING OBLIGATIONS

All securities

14. When complying with Rule 4.2 of the **Standards**, in particular the **issuer** must inform the **Exchange** immediately if there is any change in the status of its **listing** on a **suitable exchange** (including suspension or cancellation of the **listing** on a **suitable exchange**, non-compliance by the **issuer** with the applicable **listing** standards or any disciplinary in relation to its **listing** on a **suitable exchange**, or, in each case, any other **listing** it maintains).
15. Website
 - a. the **issuer** must maintain from **admission to trading** of the **securities** a website (or section of its corporate website) that is available free of charge at an internet address that is advised to the **Exchange**.
 - b. the information required on the website should be accurate, not misleading and be kept up-to-date and the last date on which it was updated should be included. The information required below should be easily accessible from one part of the website.
 - c. the information required by this Schedule, should be in English.
 - d. the website should include the following information:
 - i. the name and address of the **issuer**, its directors, the nature of its business and its country of incorporation;
 - ii. the **suitable exchange** to which the **issuer** is admitted and details of where information about that **listing**, including all publicly available documents such as **listing** documents and accounts and ongoing **issuer** disclosures, can be easily obtained (which should be internet-based);
 - iii. unless not reasonably possible due to applicable securities laws, a copy of the most recent offering or admission document published by the **issuer**;
 - iv. the type, class and currency of **securities** in issue; and
 - v. a brief description of the key rights attaching to the **securities** including in relation to dividends and voting.

Additional obligations for issuers of unlisted DRs

16. Changes to deposit agreement
 - a. If it is proposed that there is to be a material change to the key terms of the deposit agreement or that the **depository bank** is to be changed,

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

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

17. Website

- a. The website referred to at paragraph 15 should also include:
 - i. the name and address of the **depository bank**;
 - ii. a description of the key terms of the **depository receipt programme**³ or a full copy of the **deposit agreement** currently in force and the legislation under which the **depository receipts** or **unlisted DRs** have been created; and
 - ~~iii. a brief description of the key rights attaching to the **unlisted DRs** including in relation to dividends and voting; and~~
 - ~~iv.~~ iii. the information required under paragraph 15(iv) above, plus details of the maximum amount of **unlisted DRs** in which may be in issue and the proportion of the underlying issued share capital of the **issuer** that this represents.

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

- a. the **issuer** must retain a **Regulatory Information Service** at all times;
- b. the **issuer** must notify promptly (which would usually mean concurrently, taking into account also the opening hours of the **Regulatory Information Service**) via its **Regulatory Information Service** and in English, all announcements and notifications that it makes pursuant to its **listing** on a **suitable exchange** which would be likely to have a significant effect on the price of the underlying securities that are the subject of the **listing** on a **suitable exchange**;
- c. 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

³ In considering the content of this disclosure the issuer should refer to the information required by Annex X (paragraphs 28) of the Prospectus Rules

the **unlisted DRs**; and

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

Guidance to this Schedule

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