

## Attachment 1 to Stock Exchange Notice N11/08

### Glossary

**Disclosure Rules and Transparency Rules (DTR)**

The Disclosure Rules and Transparency Rules of the **FSA**, which can be found in the **FSA Handbook**.

**Free Float**

The number of shares not held by corporate insiders that are freely tradable in the public market or markets on which a company's **securities are admitted to trading**.

**Market Abuse Directive**

Directive 2003/6/EC of the European Parliament and of the Council of 28 January 2003 on insider dealing and market manipulation (market abuse)

### ***Admission to our markets***

#### **The route to admission**

- *New applicants*

To join our markets (other than **AIM**), most companies need to show that they have met the minimum requirements of an **EEA competent authority**<sup>1</sup>. Companies must also commit to comply with our **Standards**. However, we retain discretion and flexibility so that, in appropriate circumstances, some areas of the **Standards** can be tailored to reflect an individual company's needs. Derogation requests from these **Standards** should be made in writing and give sufficient time for the **Exchange** to consider the request.

Footnote:

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<sup>1</sup> This requirement does not apply to companies that are **listed** on an exchange outside the **EEA** that are seeking **admission to trading** only. For **admission to trading** only policy, please consult our website at: [www.londonstockexchange.com/atonly](http://www.londonstockexchange.com/atonly)

- *Transfers from Main Market to PSM*

**Issuers** wishing to transfer from **Main Market** to **PSM** are required to do the following:

- Issue an announcement via a **Regulated Information Service** stating the **issuer's** intention to transfer to **PSM** at least 10 **business days** before the transfer is to take place.
- Send a letter to the **Issuer Implementation** team and Listing Applications (**UKLA**) stating that the transfer from **Main Market** to **PSM** is to take place (details of **issuer** name, **ISIN** of relevant **security** and date from which the transfer is to be effective must be included).

## ***Admission***

### **Communication**

- 1.9 An issuer must ensure that all information provided in connection with the application for admission to trading is in all respects accurate, complete and not misleading. An issuer must be open, honest and co-operative in all dealings with the Exchange.

## ***Application***

### **Provisional application**

- 2.1 To ensure the **Exchange** can properly consider any **application** for **admission to trading** the **issuer** must:
- For new **issuers**, submit the **Form 1** and a draft copy of the **prospectus** to the **Issuer Implementation** team by no later than 12:00 at least ten **business days** prior to the day on which the **issuer** is requesting that the **Exchange** consider the **application** for **admission to trading**.
  - The submission of **Form 1** shall be provisional. Formal **application** will only be deemed to be made when a **prospectus** relating to the **securities** to be **admitted to trading** has been approved.
  - The final **application** form and supporting documentation must be submitted in accordance with 2.4.

## **Documents**

### *Before admission*

- 2.4.3 **Issuers of ETFs or ETCs** or similar products:
- a finalised **Form 1**, a static data form and Pricing Supplement. If products are to be launched under a new **prospectus**, then it must also be provided. For **ETFs**, written confirmation must be provided that the **ETF is listed** by an **EEA competent authority**. The relevant form(s) are available at: [www.londonstockexchange.com/mainmarket/usefuldocuments](http://www.londonstockexchange.com/mainmarket/usefuldocuments)

## ***Continuing Obligations***

### **Amendments to constitution**

- 3.10 If an **issuer** of **transferable securities** that have been **admitted to trading** on a

regulated market (or are the subject of an **application for admission to trading on a regulated market**) proposes to amend its constitution it must communicate the draft amendment to: (a) the **FSA**; and (b) the **regulated market** on which its **securities have been admitted to trading**<sup>1</sup>.

In order to fulfil part (b) of this obligation, **issuers** should email details of the amendments to our **Issuer Implementation** team: [issuerimplementation@londonstockexchange.com](mailto:issuerimplementation@londonstockexchange.com)

The communication must be effected without delay but at the latest on the date of calling the general meeting which is to vote on, or be informed of, the amendment.

*Guidance to Rule:*

*The document should be sent to us when the **issuer** is satisfied it is ready to do so and this should form a part of its communications plan.*

***Issuers** may also choose to make an announcement to the market, via a **Regulated Information Service**, including any draft amendment.*

Footnote:

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<sup>1</sup> DTR 6.1.2

## **ETFs**

**3.11 Issuers of ETFs for whom the UKLA is not the listing authority:**

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

(ii) must notify a Regulated 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 Regulated Information Service, the notification must set out where copies of the relevant document can be obtained.

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

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

*Guidance to Rule for issuers of ETFs for whom the UKLA is not the listing authority:*

*An issuer must consider its obligations under the **disclosure rules and transparency rules**. For example, the **Market Abuse Directive** will apply to **ETFs traded on a regulated market** and **FSA DTR 1 and DTR 2** will apply to **ETFs admitted to trading on a regulated market in the UK, even if UKLA is not the listing authority**.*

*An **issuer** must also obtain fund recognition from the **FSA** and adhere to the continuing obligations contained within the **UCITS Directives**<sup>1</sup>.*

Footnote:

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<sup>1</sup> Council Directives 85/611/EEC and 85/611/EEC, as amended.

## Cancellation

3.19 An **issuer** that wishes the **Exchange** to cancel the right of any of its **securities** to be traded must advise the **Exchange** in writing, not later than 20 **business days** before the date it intends trading in its **securities** to be discontinued. An **issuer** is also required to announce the intended cancellation of any of its **securities** through a **Regulated Information Service**. If agreed, the **Exchange** will announce the intention to cancel individual **securities** through the **Reference Data Service** and the intention to cancel issuers through a **Regulated Information Service**.

## Renumbering.

Existing rules will be renumbered as follows:

<b>Existing rule (1 November 2007 Standards)</b>	<b>New rule (1 October 2008 Standards)</b>
<u>1.9</u>	<u>1.10</u>
<u>1.10</u>	<u>1.11</u>
<u>3.10</u>	<u>3.12</u>
<u>3.11</u>	<u>3.13</u>
<u>3.12</u>	<u>3.14</u>
<u>3.13</u>	<u>3.15</u>
<u>3.14</u>	<u>3.16</u>
<u>3.15</u>	<u>3.17</u>
<u>3.16</u>	<u>3.18</u>
<u>3.17</u>	<u>3.19</u>
<u>3.18</u>	<u>3.20</u>
<u>3.19</u>	<u>3.21</u>
<u>3.20</u>	<u>3.22</u>
<u>3.21</u>	<u>3.23</u>