

## Chapter 10

# Significant transactions: Premium listing



10.1 Preliminary

Application

- 10.1.1
- R
- This chapter applies to a *company* that has a *premium listing*.  
Purpose
- 10.1.2
- G
- The purpose of this chapter is to ensure that shareholders of *companies* with *securities listed*:  
  
(1) are notified of certain transactions entered into by the *listed company*; and  
  
(2) have the opportunity to vote on larger proposed transactions.

Meaning of "transaction"

- 10.1.3
- R
- In this chapter (except where specifically provided to the contrary) a reference to a transaction by a *listed company*:  
  
(1) (subject to paragraphs (3),(4) and (5)) includes all agreements (including amendments to agreements) entered into by the *listed company* or its *subsidiary undertakings*;  
  
(2) includes the grant or acquisition of an *option* as if the *option* had been exercised except that, if exercise is solely at the *listed company's* or *subsidiary undertaking's* discretion, the transaction will be classified on exercise and only the consideration (if any) for the *option* will be classified on the grant or acquisition;  
  
(3) excludes a transaction in the ordinary course of business;  
  
(4) excludes an issue of *securities*, or a transaction to raise finance, which does not involve the acquisition or disposal of any fixed asset of the *listed company* or of its *subsidiary undertakings*;  
  
(5) excludes any transaction between the *listed company* and its wholly-owned *subsidiary* undertaking or between its wholly-owned *subsidiary undertakings*; and  
  
(6) excludes a transaction where the *listed company* purchases its own *equity shares*.

- 10.1.4
- G
- This chapter is intended to cover transactions that are outside the ordinary course of the *listed company's* business and may change a *security holder's*

economic interest in the *company's* assets or liabilities (whether or not the change in the assets or liabilities is recognised on the *company's* balance sheet).

10.1.5

**G**

In assessing whether a transaction is in the ordinary course of a *company's* business under this chapter, the *FCA* will have regard to the size and incidence of similar transactions which the *company* has entered into. The *FCA* may determine that a transaction is not in the ordinary course of business because of its size or incidence.