

Chapter 21

Sovereign Controlled Commercial Companies: Premium listing



21.4 Continuing obligations: Equity shares

- 21.4.1** **R** A *listed company* must comply with:
- (1) ■ LR 9 (Continuing obligations) subject to the modifications and additional requirements set out in ■ LR 21.4.2G to ■ LR 21.4.4R;
 - (2) ■ LR 10 (Significant transactions: Premium listing);
 - (3) ■ LR 12 (Dealing in own securities and treasury shares: Premium listing); and
 - (4) ■ LR 13 (Contents of circulars: Premium listing) subject to the modifications set out in ■ LR 21.4.3R.
- 21.4.1A** **R** ■ LR 9.2.22AR to ■ LR 9.2.22FG do not apply for the purposes of ■ LR 21.4.1R.
- 21.4.2** **G** For the purposes of ■ LR 21.4.1R(1), in ■ LR 9.2.2AAG factors that may indicate that a *listed company* does not satisfy ■ LR 9.2.2AR also include situations where a *listed company* has granted or may be required to grant security over its business in connection with the funding of a *sovereign controlling shareholder*.
- 21.4.3** **R** For the purposes of ■ LR 21.4.1R(1) and ■ LR 21.4.1R(4), references to *controlling shareholder* must be read as excluding a *sovereign controlling shareholder* in, or for the purposes of, the following:
- (1) ■ LR 9.2.2ABR and ■ LR 9.2.2ACG;
 - (2) ■ LR 9.2.2ADR(1);
 - (3) ■ LR 9.2.2BR;
 - (4) ■ LR 9.2.2CR;
 - (5) ■ LR 9.2.2GR and ■ LR 9.2.2HG;
 - (6) ■ LR 9.8.4 R(11);
 - (7) ■ LR 9.8.4R(14); and
 - (8) ■ LR 13.8.18R

- 21.4.4 **R** For the purposes of ■ LR 21.4.1R(1):
- (1) in the second sentence of ■ LR 9.2.21R(2) the reference to the provisions of ■ LR 5.4A.4R(3)(b)(ii) and ■ LR 5.4A.4R(3)(c)(ii) must be read as a reference to the provisions of ■ LR 5.4A.4R(3)(d)(ii);
 - (2) in ■ LR 9.2.26G the reference to ■ LR 9.2 must be read as a reference to ■ LR 9.2 as modified by ■ LR 21.4; and
 - (3) in ■ LR 9.8.4CR the reference to ■ LR 9.8.4R must be read as a reference to ■ LR 9.8.4R as modified by ■ LR 21.4.3R.

21.4.5 **G** Where a purchase by a *listed company* of its own *equity securities* or *preference shares* is to be made from a *related party* which is a *sovereign controlling shareholder* or an *associate* of a *sovereign controlling shareholder*, the *listed company* should note ■ LR 12.3.2R.

Additional requirements: sovereign controlling shareholder.....

21.4.6 **R** A *listed company* must at all times have a *sovereign controlling shareholder*.

21.4.7 **R** To comply with ■ LR 21.4.6R, a State which is a *sovereign controlling shareholder* must be either:

- (1) recognised by the government of the *UK* as a State; or
- (2) the *UK*.

21.4.8 **R** A *listed company* must notify the *FCA* without delay if it no longer complies with the continuing obligation set out in ■ LR 21.4.6R.

21.4.9 **G** Where a *listed company* is unable to comply with the continuing obligation set out in ■ LR 21.4.6R, it should consider seeking a cancellation of *listing* or applying for a transfer of its *listing* category. In particular, the *listed company* should note ■ LR 5.2.2G(2) and ■ LR 5.4A.17G.

Sponsors.....

21.4.10 **G** A *listed company* should consider the requirements in ■ LR 8.2 (When a sponsor must be appointed or its guidance obtained) and ■ LR 8.5 (Responsibilities of listed companies), subject to the modification to ■ LR 8.2.3R in ■ LR 21.5.3R.