

## Chapter 3

# Listing applications: All securities

## 3.4 Debt and other securities

### Application - debt securities etc

**3.4.1** **R** ■ LR 3.4.4 R to ■ LR 3.4.6 R apply to an *applicant* that is seeking *admission* of any of the following types of *securities*:

- (1) *debt securities*;
- (2) *asset-backed securities*;
- (3) *certificates representing certain securities*;
- (4) [deleted]
- (5) *convertible securities*;
- (6) *miscellaneous securities*; and
- (7) *preference shares that are specialist securities*.

### Application - issuance programmes

**3.4.2** **R** ■ LR 3.4.7 R to ■ LR 3.4.8 R apply to an *applicant* for the *admission* of a *debt securities* or *asset-backed securities* issuance programme.

### Application - public sector issuers

**3.4.3** **R** ■ LR 3.4.9 R to ■ LR 3.4.13 R apply to an *applicant* that is a *public sector issuer*.

### Documents to be provided 48 hours in advance

**3.4.4** **R** An *applicant* must submit, in final form, to the *FCA* by midday two *business days* before the *FCA* is to consider the application

- (1) a completed Application for Admission of Securities to the Official List;
- (2) the *prospectus* or *listing particulars* that has been approved by the *FCA*;
- (3) any approved *supplementary prospectus* or approved *supplementary listing particulars*, if applicable;

- (4) written confirmation of the number of *securities* to be issued (pursuant to a board resolution). [**Note:** if this is not possible, see ■ LR 3.4.5 R]; and
- (5) any working capital statement required to be published under ■ LR 21.6.14R or ■ LR 21.8.27R(2).

**Note:** The Application for Admission of Securities to the Official List form can be found on the Primary Markets section of the *FCA*'s website.

**Documents to be provided on the day of admission**

**3.4.5** **R** If confirmation of the number of *securities* to be issued pursuant to a board resolution cannot be submitted to the *FCA* by the deadline set out in ■ LR 3.4.4 R or, the number of *securities* to be admitted is lower than the number notified under ■ LR 3.4.4 R, written confirmation of the number of *securities* to be issued or admitted must be provided to the *FCA* by the *applicant* at least one hour before the *admission* to *listing* is to become effective.

**Documents to be kept**

**3.4.6** **R** An *applicant* must keep, for six years after the *admission to listing*, a copy of the items set out in ■ LR 3.3.6 R (1) to ■ (6) and ■ LR 3.3.6 R (9) and must provide any of those documents to the *FCA* if requested to do so.

**Procedure for issuance programmes: initial offering and increase to programme size**

**3.4.7** **R** An *applicant* must comply with ■ LR 3.4.4 R to ■ LR 3.4.6 R with the following modifications:

- (1) [deleted]
- (2) if the *FCA* approves the application it will admit to listing all *debt securities* which may be issued under the programme within 12 *months* after the publication of the *base prospectus* or *listing particulars* subject to the *FCA*:
  - (a) being advised of the *final terms* of each issue for which a *listing* is sought; and
  - (b) receiving and approving for publication any supplementary documents that may be appropriate.
  - (c) [deleted]
- (3) an *applicant* must submit a *supplementary prospectus* or *supplementary listing particulars* instead of the document required by ■ LR 3.4.4 R (2) in the case of an increase in the maximum amount of *debt securities* which may be in issue and *listed* at any one time under an issuance programme.

**3.4.7A** **G** An *applicant* for the *admission* of *securities* under an issuance programme must confirm in its Application for Admission of Securities to the Official List that at *admission* all of the *securities* the subject of the application will be in issue pursuant to board resolutions authorising the issue.

**Issuance programmes: final terms**

- 3.4.8 **R** (1) The *final terms* must be submitted in writing to the *FCA* as soon as possible after they have been agreed and no later than 2 p.m. on the day before *listing* is to become effective.
- (2) The *final terms* may be submitted by:
- (a) the *applicant*; or
  - (b) a duly authorised officer of the *applicant*.
- (3) [deleted]

**Note:** For further details on *final terms*, see article 8(5) of the *Prospectus Regulation*.

**Exempt public sector issuers**

- 3.4.9 **R** An *issuer* that seeks *admission of debt securities* referred to in article 1(2)(b) and (d) of the *Prospectus Regulation* must submit to the *FCA* in final form a completed Application for Admission of Securities to the Official List.

**Note:** The Application for Admission of Securities to the Official List form can be found on the Primary Markets section of the *FCA*'s website.

- 3.4.9A **G** An application referred to in **LR 3.4.9 R** should be made in accordance with the timetable referred to in **LR 3.4.8 R**.

- 3.4.9B **G** An *issuer* referred to in **LR 3.4.9R** that is not required to produce a *prospectus* or *listing particulars* must confirm on its application form that no *prospectus* or *listing particulars* are required.

- 3.4.9C **G** Apart from **LR 3.4.9 R**, **LR 3.4.9A G** and **LR 3.4.9B G** no other provisions in **LR 3.4** apply to the *admission of debt securities* referred to in article 1(2)(b) and (d) of the *Prospectus Regulation*.

**Other public sector issuers**

- 3.4.10 **R** **LR 3.4.7 R**, **LR 3.4.8 R** and **LR 3.4.11 R** to **LR 3.4.13 R** apply to applications for *admission to listing of debt securities* by a *public sector issuer* other than one referred to in **LR 3.4.9 R**.

- 3.4.11 **R** An *applicant* referred to in **LR 3.4.10 R** must submit the items set out in **LR 3.4.4 R** to the *FCA* in final form by midday two *business days* before the *FCA* is to consider the application.

- 3.4.12 **R** [deleted]

- 3.4.13 **R** An *applicant* referred to in **LR 3.4.10 R** must keep, for six years after the *admission to listing*, a copy of the items set out in **LR 3.3.6 R** (1) to **LR 3.3.6 R** (6) and in **LR 3.3.6 R** (9).