

Appendix 1

Relevant definitions

1.1 Relevant definitions

App 1.1.1 **Note:** The following definitions relevant to the *prospectus rules* are extracted from the *Glossary*.

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| <i>Act</i> | the Financial Services and Markets Act 2000. |
| <i>admission to trading</i> | admission to trading on a <i>regulated market</i> . |
| <i>advertisement</i> | (as defined in the <i>Prospectus Regulation</i>) a communication with both of the following characteristics: <ol style="list-style-type: none"> (1) relating to a specific offer of securities to the public or to an admission to trading on a regulated market; and (2) aiming to specifically promote the potential subscription or acquisition of securities. |
| <i>applicant</i> | an applicant for approval of a <i>prospectus</i> or <i>supplementary prospectus</i> relating to <i>transferable securities</i> . |
| <i>base prospectus</i> | a base prospectus referred to in article 8 of the <i>Prospectus Regulation</i> . |
| <i>body corporate</i> | (in accordance with section 417(1) of the <i>Act</i> (Definitions)) any body corporate, including a body corporate constituted under the law of a country or territory outside the <i>United Kingdom</i> . |
| <i>company</i> | any <i>body corporate</i> . |
| <i>director</i> | (in accordance with section 417(1)(a) of the <i>Act</i>) a <i>person</i> occupying in relation to it the position of a director (by whatever name called) and, in relation to an <i>issuer</i> which is not a <i>body corporate</i> , a <i>person</i> with corresponding powers and duties. |
| <i>equity share</i> | <i>shares</i> comprised in a <i>company's equity share capital</i> . |
| <i>ESMA guidelines on risk factors</i> | guidelines drafted pursuant to article 16(4) of the <i>EU Prospectus Regulation</i> on the specificity, materiality and presentation of risks factors across categories depending on their nature. |

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| <i>ESMA guidelines on alternative performance measures</i> | the guidelines issued by <i>ESMA</i> covering alternative performance measures disclosed when publishing regulated information and prospectuses (ESMA/2015/1415). |
| <i>ESMA guidelines on APMs Questions and Answers</i> | the Questions and Answers published by <i>ESMA</i> on the <i>ESMA guidelines on alternative performance measures</i> (ESMA32-51-370). |
| <i>ESMA PR Prospectus Questions and Answers</i> | the Questions and Answers on the <i>EU Prospectus Regulation</i> published by <i>ESMA</i> (ESMA/2019/ESMA31-62-1258). |
| <i>EU Prospectus Regulation</i> | the EU version of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC. |
| <i>executive procedures</i> | (1) the procedures relating to the giving of warning notices, decision notices and <i>supervisory notices</i> that are described in <i>DEPP 4</i> (Decisions by <i>FCA</i> staff under executive procedures); (2) the procedures relating to the giving of written notices under the <i>AIFMD UK regulation</i> that are described in <i>FUND App 1</i> . |
| <i>external management company</i> | has the meaning in <i>PRR 5.3.3R</i> . |
| <i>FCA</i> | the Financial Conduct Authority. |
| <i>guarantee</i> | (as defined in the <i>PR Regulation</i>) any arrangement intended to ensure that any obligation material to the issue will be duly serviced, whether in the form of guarantee, surety, keep well agreement, mono-line insurance policy or other equivalent commitment. |
| <i>guarantor</i> | a person that provides a <i>guarantee</i> . |
| <i>issuer</i> | (as defined in article 2(h) of the <i>Prospectus Regulation</i>) a legal person who issues or proposes to issue the <i>transferable securities</i> in question. |
| <i>listing particulars</i> | (in accordance with section 79(2) of the <i>Act</i>), a document in such form and containing such information as may be specified in <i>listing rules</i> . |
| <i>offer</i> | an <i>offer of transferable securities to the public</i> . |
| <i>offer of transferable securities to the public</i> | (as defined in the <i>Prospectus Regulation</i>) a communication to persons in any form and by any means, presenting sufficient information on the terms of the offer and the securities to be offered, so as to enable an investor to decide to purchase or subscribe for those securities. This definition also applies to the placing of securities through financial intermediaries. |
| <i>offeror</i> | a person who makes an <i>offer of transferable securities to the public</i> . |

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| <i>officer</i> | (in relation to a <i>body corporate</i>) (as defined in section 400(5) of the <i>Act</i> (Offences by bodies corporate etc)) a director, member of the committee of management, <i>chief executive, manager, secretary, or other similar officer of the body, or a person purporting to act in that capacity or a controller of the body.</i> |
| <i>PD</i> | Prospectus Directive. |
| <i>PD Regulation</i> | the Prospectus Directive Regulation (No 2004/809/EC). |
| <i>person</i> | (in accordance with the <i>Interpretation Act 1978</i>) any person, including a body of persons corporate or unincorporated that is, a natural person, a legal person and, for example, a <i>partnership</i> . |
| <i>PR Regulation</i> | the <i>UK</i> version of Regulation number 2019/980 of the European Commission, which is part of <i>UK</i> law by virtue of the <i>EUWA</i> . |
| <i>PRIIPs Regulation</i> | the <i>UK</i> version of Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs), which is part of <i>UK</i> law by virtue of the <i>EUWA</i> . See: http://data.europa.eu/eli/reg/2014/1286/oj |
| <i>prospectus</i> | a prospectus required under the <i>Prospectus Regulation</i> . |
| <i>Prospectus Regulation</i> | the <i>UK</i> version of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, which is part of <i>UK</i> law by virtue of the <i>EUWA</i> . |
| <i>Prospectus RTS Regulation</i> | the <i>UK</i> version of Commission Delegated Regulation (EU) 2019/979, which is part of <i>UK</i> law by virtue of the <i>EUWA</i> . |
| <i>PRR</i> | the Prospectus Regulation Rules sourcebook. |
| <i>registration document</i> | a registration document referred to in article 6(3) of the <i>Prospectus Regulation</i> . |
| <i>rule</i> | (in accordance with section 417(1) of the <i>Act</i> (Definitions)) a rule made by the <i>FCA</i> or the <i>PRA</i> under the <i>Act</i> (including as applied by the <i>Payment Services Regulations</i> and the <i>Electronic Money Regulations</i>), including: (a) a <i>Principle</i> ; and (b) an <i>evidential provision</i> . |
| <i>securities note</i> | a securities note referred to in article 6(3) of the <i>Prospectus Regulation</i> . |
| <i>statutory notice associated decision</i> | a decision which is made by the <i>appropriate regulator</i> and which is associated with a decision to give a <i>statutory notice</i> , including a decision: (a) to determine or extend the period for making representations; (b) to determine whether a copy of the <i>statutory notice</i> needs to be given to any third party and the period for him to make representations; (c) to refuse access to <i>appropriate regulator</i> material. |
| <i>statutory notice decision</i> | a decision by the <i>appropriate regulator</i> on whether or not to give a <i>statutory notice</i> . |
| <i>summary</i> | (in relation to a <i>prospectus</i>) the summary included in the <i>prospectus</i> . |

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| <i>supplementary prospectus</i> | a supplementary prospectus containing details of a new factor, mistake or inaccuracy. |
| <i>technical note on PR disclosure and specialist issuers</i> | the Guidelines on disclosure requirements under the <i>Prospectus Regulation</i> and Guidance on specialist issuers published by the FCA (Primary Market TN 619.1) as part of the FCA's technical guidance on <i>LR</i> , <i>PRR</i> , and <i>DTR</i> . [Note: the technical guidance can be accessed in the FCA's Knowledge Base at https://www.fca.org.uk/markets/primary-markets/knowledge-base .] |
| <i>transferable security</i> | (as defined in section 102A of the <i>Act</i>) anything which is a transferable security for the purposes of <i>MiFIR</i> , other than money-market instruments for the purposes of <i>MiFIR</i> which have a maturity of less than 12 months. [Note: In the <i>Prospectus Regulation</i> and <i>PR Regulation</i> , the term "security" rather than "transferable security" is used.] |
| <i>United Kingdom</i> | England and Wales, Scotland and Northern Ireland (but not the Channel Islands or the Isle of Man). |
| <i>universal registration document</i> | a universal registration document referred to in article 9 of the <i>Prospectus Regulation</i> . |
| <i>working day</i> | (as defined in section 103 of the <i>Act</i>) any day other than a Saturday, a Sunday, Christmas Day, Good Friday or a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in any part of the <i>United Kingdom</i> . |