

**EXITING THE EUROPEAN UNION: LISTING, PROSPECTUS AND DISCLOSURE
SOURCEBOOKS (AMENDMENTS) INSTRUMENT 2019**

Powers exercised

- A. The Financial Conduct Authority (“the FCA”) makes this instrument in the exercise of:
- (1) regulation 3 of the Financial Regulators’ Powers (Technical Standards) (Amendment etc.) (EU Exit) Regulations 2018; and
 - (2) section 139A (Power of the FCA to give guidance) of the Financial Services and Markets Act 2000.

Commencement

- B. This instrument comes into force on exit day as defined in the European Union (Withdrawal) Act 2018.

Amendments to the Handbook

- C. The modules of the FCA’s Handbook of rules and guidance listed in column (1) below are amended in accordance with the Annexes in this instrument listed in column (2) below.

(1)	(2)
Listing Rules sourcebook (LR)	Annex A
Prospectus Rules sourcebook (PR)	Annex B
Disclosure Guidance and Transparency Rules sourcebook (DTR)	Annex C

Notes

- D. In this instrument, notes shown as “**Note:**” are intended for the convenience of the reader but do not form part of the legislative text.

Citation

- E. This instrument may be cited as the Exiting the European Union: Listing, Prospectus and Disclosure Sourcebooks (Amendments) Instrument 2019.

By order of the Board
28 March 2019

Annex A

Amendments to the Listing Rules sourcebook (LR)

In this Annex, underlining indicates new text and striking through indicates deleted text, unless otherwise indicated.

1 Preliminary: All securities

1.1 Introduction

Note: ESMA has also issued guidelines under article 16(3) of the ESMA Regulation covering ‘Alternative Performance Measures’. See <https://www.esma.europa.eu/sites/default/files/library/2015/10/2015-esma-1415en.pdf> ESMA guidelines: Alternative Performance Measures dated 5 October 2015 (ESMA/2015/1415).

...

1.4 Miscellaneous

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Use of an RIS

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- 1.4.12 R Where a *listing rule* requires an *issuer* who is not subject to *DTR* 6.3.1R to use the services of an *RIS*, the *issuer* must comply with the provisions of *DTR* 6.3, except in relation to information which is required to be disclosed under ~~the *Transparency Directive*~~, articles 17 and 19 of the *Market Abuse Regulation* or the *DTR*.

1.5 Standard and Premium Listing

Standard and premium listing explained

- 1.5.1 G ...

- (2) A *listing* that is described as a *standard listing* sets requirements that are based on the minimum ~~EU directive~~ standards set out in the *United Kingdom provisions which implemented CARD and the TD*. A *listing* that is described as a *premium listing* will include requirements that exceed those required under ~~relevant EU directives~~ the *United Kingdom provisions which implemented CARD and the TD*.

...

...

2 Requirements for listing: All securities

2.1 Preliminary

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Refusal of applications

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2.1.3 G Under the *Act*, the *FCA* may also refuse an application for *admission* if it considers that:

...

- (2) for *securities* already listed in ~~another EEA State~~ a *third country*, the *issuer* has failed to comply with any obligations under that listing.

...

2.2 Requirements for all securities

...

Admission to trading

2.2.3 R Other than in regard to *securities* to which *LR 4* applies, to be *listed*, *equity shares* must be admitted to trading on a *regulated market* for *listed securities* ~~operated by a RIE~~. All other *securities* must be admitted to trading on a *RIE's* market for *listed securities*.

...

Prospectus

2.2.10 R (1) This *rule* applies if under the *Act* ~~or under the law of another EEA State~~:

- (a) a *prospectus* must be approved and published for the *securities*; or
- (b) the *applicant* is permitted and elects to draw up a *prospectus* for the *securities*.

(2) To be *listed*:

- (a) a *prospectus* must have been approved by the *FCA* and published in relation to the *securities*; ~~or~~
- (b) ~~if another EEA State is the Home Member State for the securities, the relevant competent authority must~~

have supplied the *FCA* with:

- (i) a certificate of approval;
- (ii) a copy of the *prospectus* as approved; and
- (iii) (if applicable) a translation of the *summary* of the *prospectus*.

...

3 Listing applications: All securities

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3.3 Shares

...

Documents to be provided 48 hours in advance

3.3.2 R The following documents must be submitted, in final form, to the *FCA* by midday two *business days* before the *FCA* is to consider the application:

...

(2) ~~one of:~~

- (a) the *prospectus* or *listing particulars*, that has been approved, by the *FCA*; ~~or~~
- (b) a copy of the *prospectus*, a certificate of approval and (if applicable) a translation of the *summary* of the *prospectus*, if another ~~EEA State~~ is the home Member State for the *shares*; ~~or~~
- (c) ~~{deleted}~~

...

...

3.4 Debt and other securities

...

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:

...

- (2) ~~either:~~
- (a) the *prospectus* or *listing particulars* that has been approved by the *FCA*; ~~or~~
 - (b) ~~a copy of the *prospectus*, a certificate of approval and (if applicable) a translation of the *summary* of the *prospectus*, if another *EEA State* is the *home Member State* for the *securities*;~~

...

...

Exempt public sector issuers

- 3.4.9 R ~~A *public sector issuer*~~ An issuer that seeks *admission* of *debt securities* referred to in paragraphs 2 and 4 of Schedule 11A of the *Act* 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 UKLA section of the *FCA*'s website.

...

- 3.4.9B G ~~A *public sector issuer*~~ 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.

...

4 Listing particulars for professional securities market and certain other securities: All securities

4.1 Application and Purpose

Application

- 4.1.1 R This chapter applies to an *issuer* that has applied for the *admission* of:

...

- (2) any other *specialist securities* for which a *prospectus* is not required under the ~~*prospectus directive*~~ *Act* or the *prospectus rules*.

...

4.2 Contents and format of listing particulars

...

Summary

- 4.2.2 R (1) The *listing particulars* must contain a *summary* that complies with the requirements in section 87A(5) and (6) of the *Act* and ~~PR 2.1.4EU UK~~ to PR 2.1.7R (as if those requirements applied to the *listing particulars*).

...

...

Minimum information to be included

- 4.2.4 R The following minimum information from the *PD Regulation* must be included in *listing particulars*:

...

- (5) for an issue of *securities* by the government of a ~~non-EEA State~~ *third country* or a local or regional authority of a ~~non-EEA State~~ *third country*, the *schedule* applicable to *securities* issued by third countries and their regional and local authorities; and

...

...

Responsibility for listing particulars

...

- 4.2.13 R ...
- (2) An *issuer* that is ~~the~~ a government of a ~~non-EEA State~~ or a local or regional authority of a ~~non-EEA State~~ is not required under paragraph (1)(a) to state that it accepts responsibility for the *listing particulars*.

...

4.3 Approval and publication of listing particulars

...

Filing and publication of listing particulars etc

...

- 4.3.5 R An *issuer* must ensure that after *listing particulars* or *supplementary*

listing particulars are approved by the *FCA*, the *listing particulars* or *supplementary listing particulars* are filed and published as if the relevant requirements in *PR 3.2*, the *PD Regulation* and ~~Commission Delegated Regulation (EU) 2016/301~~ the *Prospectus RTS Regulation 2* applied to them.

4.4 Miscellaneous

Supplementary listing particulars

...

- 4.4.2 R An *issuer* must ensure that after *supplementary listing particulars* are approved by the *FCA*, the *supplementary listing particulars* are filed and published as if the requirements in *PR 3.2*, the *PD Regulation* and ~~Commission Delegated Regulation (EU) 2016/301~~ the *Prospectus RTS Regulation 2* applied to them.

...

5 Suspending, cancelling and restoring listing and reverse takeovers: All securities

...

5.4A Transfer between listing categories: Equity shares

...

~~Directive obligations~~ Obligations under the Act and Prospectus Rules

- 5.4A.15 G An *issuer* may take steps, in connection with a transfer, which require it to consider whether a *prospectus* is necessary, for example, if the *company* or its capital is reconstituted in a way that could amount to an *offer of transferable securities to the public*. The *issuer* and its advisers should consider whether ~~directive obligations under the Act and the prospectus rules~~ may be triggered.

...

5.5 Miscellaneous

...

Suspension, cancellation or restoration by overseas exchange or authority

...

- 5.5.3 G ...
- (4) If an *overseas exchange* or ~~competent authority overseas~~ authority requests the *FCA* to suspend, cancel or restore the

listing of securities, the *FCA* will, wherever practical, contact the *issuer* or its *sponsor* before it suspends, cancels or restores the *listing*. Therefore, *issuers* are encouraged to contact the *FCA* at the same time as they contact their home exchange.

...

...

6 Additional requirements for premium listing (commercial company)

...

6.14 Shares in public hands

6.14.1 R Where an *applicant* is applying for the *admission* of a *class* of *equity shares* to *premium listing*, a sufficient number of *shares* of that *class* must, no later than the time of *admission*, be distributed to the public ~~in one or more EEA States~~.

[Note: article 48 of the *CARD*]

6.14.2 R For the purposes of *LR* 6.14.1R:

(1) ~~account may also be taken of holders in one or more states that are not EEA States, if the shares are listed in the state or states; [deleted]~~

...

...

6.14.5 G ...

(2) In considering whether to grant a modification, the *FCA* may take into account the following specific factors:

(a) ~~shares of the same class that are held (even though they are not listed) in states that are not EEA States; [deleted]~~

...

6.15 Shares of a ~~non-EEA~~ a third country company

6.15.1 R The *FCA* will not admit *shares* of an *applicant* incorporated in a ~~non-EEA State~~ a third country that are not listed either in its country of incorporation or in the country in which a majority of its *shares* are held, unless the *FCA* is satisfied that the absence of the listing is not due to the need to protect investors.

[Note: article 51 of the *CARD*]

...

8 Sponsors: Premium listing

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8.2 When a sponsor must be appointed or its guidance obtained

When a sponsor must be appointed

8.2.1 R *A company with, or applying for, a premium listing of its securities must appoint a sponsor on each occasion that it:*

(1) *is required to submit any of the following documents to the FCA in connection with an application for admission of securities to premium listing:*

...

(b) ~~a certificate of approval from another competent authority; or~~ [deleted]

...

...

...

8.4 Role of a sponsor: transactions

Application for admission

8.4.1 R *LR 8.4.2R to LR 8.4.4G apply in relation to an application for admission of securities to premium listing if an applicant does not have securities already admitted to premium listing, the conditions in LR 6.1.1R(1), LR 6.1.1R(2), LR 21.2.5R(1), LR 21.2.5R(2), LR 21.6.13R(1) or LR 21.6.13R(2) do not apply and, in connection with the application, the applicant is required to submit to the FCA:*

...

(2) ~~a certificate of approval from another competent authority; or~~ [deleted]

...

8.4.2 R *A sponsor must not submit to the FCA an application on behalf of an applicant, in accordance with LR 3, unless it has come to a reasonable opinion, after having made due and careful enquiry, that:*

...

- (2) the *applicant* has satisfied all applicable requirements set out in the *prospectus rules* ~~unless the home Member State of the applicant is not, or will not be, the United Kingdom;~~

...

...

Application for admission: further issues

...

- 8.4.8 R A *sponsor* must not submit to the *FCA* an application on behalf of an *applicant*, in accordance with *LR 3* (Listing applications), unless it has come to a reasonable opinion, after having made due and careful enquiry, that:

...

- (2) the *applicant* has satisfied all applicable requirements set out in the *prospectus rules* ~~unless the home Member State of the applicant is not, or will not be, the United Kingdom;~~ and

...

Further issues: procedure

- 8.4.9 R A *sponsor* must:
- (1) submit a completed Sponsor’s Declaration on an Application for Listing to the *FCA* either:
 - ...
 - (b) at a time agreed with the *FCA* if the *FCA* ~~is not approving the prospectus or did not approve the prospectus~~ or if it is determining whether a document is an *equivalent document*;

...

...

9 Continuing obligations

...

9.2 Requirements with continuing application

...

Compliance with the disclosure requirements and transparency rules

9.2.5 G A listed company, whose *equity shares* are admitted to trading on a regulated market ~~in the United Kingdom~~, should consider the obligations under the *disclosure requirements*.

...

9.2.6B R A listed company that is not already required to comply with the *transparency rules* ~~(or with corresponding requirements imposed by another EEA Member State)~~ must comply with *DTR 4*, *DTR 5* and *DTR 6* as if it were an *issuer* for the purposes of the *transparency rules*.

...

9.8 Annual Financial Report

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Annual financial report

...

- 9.8.7A R (1) An overseas company with a *premium listing* ~~that is not required to comply with requirements imposed by another EEA State that correspond to *DTR 7.2* (Corporate governance statements)~~ must comply with *DTR 7.2* (Corporate governance statements) as if it were an *issuer* to which that section applies.
- (2) An overseas company with a *premium listing* which complies with *LR 9.8.7R* will be taken to satisfy the requirements of *DTR 7.2.2R* and *DTR 7.2.3R*, but ~~(unless it is required to comply with requirements imposed by another EEA State that correspond to *DTR 7.2*)~~ must comply with all of the other requirements of *DTR 7.2* as if it were an *issuer* to which that section applies.

...

10 Significant transactions: Premium listing

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10 Annex 1G The Class Tests

...

Figures used to classify assets and profits

8R ...

- (3) (a) The figures of the *listed company* must be adjusted to take account of transactions completed during the period to which the figures referred to in (1) or (2) relate, and subsequent completed transactions which have been notified to a ~~RIS~~ under *LR 10.4* or *LR 10.5*.

...

...

14 Standard listing (shares)

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14.2 Requirements for listing

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Shares in public hands

- 14.2.2 R (1) If an application is made for the *admission* of a *class* of *shares*, a sufficient number of *shares* of that *class* must, no later than the time of *admission*, be distributed to the public in one or more ~~EEA States~~.
- (2) For the purposes of paragraph (1), account may also be taken of holders in one or more states that are not ~~EEA States~~, if the *shares* are listed in the state or states. ~~[deleted]~~

...

- 14.2.3 G The *FCA* may modify *LR 14.2.2R* to accept a percentage lower than 25% if it considers that the market will operate properly with a lower percentage in view of the large number of *shares* of the same *class* and the extent of their distribution to the public. ~~For that purpose, the FCA may take into account shares of the same class that are held (even though they are not listed) in states that are not EEA States.~~
- [Note: Article 48 *CARD*]

...

Shares of a ~~non-EEA~~ third country company

- 14.2.4 R The *FCA* will not admit *shares* of a *company* incorporated in a ~~non-EEA State~~ third country that are not listed either in its country of incorporation or in the country in which a majority of its *shares* are held, unless the *FCA* is satisfied that the absence of the listing is not due to the need to protect investors.
- [Note: Article 51 *CARD*]

...

14.3 Continuing obligations

Admission to trading

- 14.3.1 R Other than in regard to *securities* to which *LR 4* applies, the *listed equity shares* of a *company* must be admitted to trading on a *regulated market* for *listed securities* ~~operated by a *RIE*.~~

...

Disclosure Requirements and Transparency Rules

- 14.3.11 G A *company* whose *shares* are admitted to trading on a *regulated market* ~~in the *United Kingdom*~~, should consider its obligations under the *disclosure requirements* and *transparency rules*.

...

Registrar

- 14.3.15 R (1) ~~This rule applies to an *overseas company* for whom the *United Kingdom* is a host Member State for the purposes of the *Transparency Directive*. [deleted]~~

...

- 14.3.15A G ~~An *overseas company* for whom the *United Kingdom* is the home Member State for the purposes of the *Transparency Directive* should see *LR 14.3.22G* and *LR 14.3.23R*. [deleted]~~

...

Compliance with the transparency rules

...

- 14.3.23 R A *listed company* that is not already required to comply with the *transparency rules* ~~(or with corresponding requirements imposed by another *EEA Member State*)~~ must comply with *DTR 4*, *DTR 5* and *DTR 6* as if it were an *issuer* for the purposes of the *transparency rules*.

- 14.3.24 R A *listed company* that is not already required to comply with *DTR 7.2* (Corporate governance statements), ~~or with corresponding requirements imposed by another *EEA State*~~, must comply with *DTR 7.2* as if it were an *issuer* to which that section applies.

...

15 Closed-Ended Investment Funds: Premium listing

...

15.2 Requirements for listing

...

Shares of a ~~non-EEA company~~ a third country company

- 15.2.1A R The *FCA* will not admit *shares* of a *company* incorporated in a ~~non-EEA State~~ third country that are not listed either in its country of incorporation or in the country in which a majority of its *shares* are held, unless the *FCA* is satisfied that the absence of the listing is not due to the need to protect investors.

[Note: Article 51 *CARD*]

...

17 Debt and debt-like securities: Standard listing

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17.3 Requirements with continuing application

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Annual accounts

...

- 17.3.4 R ...
- (3) The annual report and accounts must:
- (a) have been prepared in accordance with the *issuer's* national law and, in all material respects, with national accounting standards or ~~IAS~~ UK-adopted IFRS; and
- (b) have been independently audited and reported on, in accordance with:
- (i) the auditing standards applicable in an ~~EEA State~~ the United Kingdom; or
- (ii) an equivalent auditing standard.
- 17.3.5 G ...
- (3) An *issuer* incorporated or established in a ~~non-EEA State~~ third country which is not required to draw up its accounts so as to give a true and fair view but is required to draw them up to an equivalent standard, may draw up its accounts

to this equivalent standard.

...

Disclosure requirements and transparency rules

- 17.3.8 G An issuer, whose securities are admitted to trading on a regulated market ~~in the United Kingdom~~, should consider the obligations referred to under articles 17 and 18 of the *Market Abuse Regulation*.

...

17.5 Requirements for states, regional and local authorities and public international bodies

...

Compliance with transparency rules

- 17.5.2 R (1) This rule applies to a state, a regional or local authority and a public international body with listed debt securities ~~for whom the United Kingdom is its home Member State for the purposes of the Transparency Directive.~~

...

...

18 Certificates representing certain securities: Standard listing

...

18.2 Requirements for listing

...

Certificates representing equity securities of an overseas company

- 18.2.8 R (1) If an application is made for the admission of a class of certificates representing shares of an overseas company, a sufficient number of certificates must, no later than the time of admission, be distributed to the public ~~in one or more EEA States.~~
- (2) ~~For the purposes of paragraph (1), account may also be taken of holders in one or more states that are not EEA States, if the certificates are listed in the state or states.~~
[deleted]

...

- 18.2.9 G The FCA may modify LR 18.2.8R to accept a percentage lower than 25% if it considers that the market will operate properly with a lower

percentage in view of the large number of certificates of the same *class* and the extent of their distribution to the public. ~~For that purpose, the FCA may take into account certificates of the same *class* that are held (even though they are not listed) in states that are not *EEA States*.~~

[Note: Article 48 *CARD*]

...

18.4 Continuing obligations

...

Annual accounts continuing obligations

18.4.3A

R ...

- (3) The annual report and accounts must:
- (a) have been prepared in accordance with the *issuer's* national law and, in all material respects, with national accounting standards or ~~IAS~~ UK-adopted IFRS; and
 - (b) have been independently audited and reported on, in accordance with:
 - (i) the auditing standards applicable in an ~~EEA State~~ the United Kingdom; or
 - (ii) an equivalent auditing standard.

...

21 Sovereign Controlled Commercial Companies: Premium listing

...

21.6 Requirements for listing: Certificates representing shares

...

Certificates in public hands

21.6.18

- R (1) If an application is made for the *admission* of a *class* of *certificates representing shares*, a sufficient number of certificates must, no later than the time of *admission*, be distributed to the public ~~in one or more *EEA States*~~.
- (2) ~~For the purposes of paragraph (1), account may also be taken of holders in one or more states that are not *EEA States*, if the certificates are listed in the state or states.~~

[deleted]

...

21.6.19

G

...

(2) In considering whether to grant a modification, the *FCA* may take into account the following specific factors:

- (a) ~~certificates of the same class that are held (even though they are not listed) in states that are not EEA States;~~ [deleted]

...

...

Certificates of a ~~non-EEA company~~ third country

21.6.21

R

The *FCA* will not admit *certificates representing shares* of an *applicant* incorporated in a ~~non-EEA State~~ third country where the *class of equity shares* which the certificates represent is not listed either in its country of incorporation or in the country in which a majority of its *equity shares* are held, unless the *FCA* is satisfied that the absence of listing is not due to the need to protect investors.

[Note: article 51 of *CARD*]

Additional requirements for the certificates

...

21.6.23

R

To be *listed*, the *certificates representing shares* must be admitted to trading on a *regulated market for listed securities* ~~operated by a RIE~~.

...

21.8

Continuing obligations: Certificates representing shares

...

Additional requirements: compliance with the disclosure requirements and transparency rules

21.8.14

G

A *listed company*, whose *certificates representing shares* are admitted to trading on a *regulated market* ~~in the United Kingdom~~, should consider its obligations under the *disclosure requirements*.

...

21.8.17

R

A *listed company* that is not already required to comply with *DTR 4*, *DTR 5* and *DTR 6* (or with corresponding requirements imposed by another ~~EEA Member State~~) must comply with *DTR 4*, *DTR 5* and

DTR 6 as if it were an issuer of shares for the purposes of the transparency rules.

...

Appendix 1 Relevant definitions

Insert the following new definitions in the appropriate alphabetical position and amend the existing definitions as shown.

Appendix 1

Relevant definitions

App 1.1

Relevant definitions

1.1.1

Note: The following definitions relevant to the *listing rules* are extracted from the *Glossary*.

...

authorised person

(in accordance with section 31 of the *Act* (Authorised persons))
one of the following:

- (a) a *person* who has a *Part 4A permission* to carry on one or more *regulated activities*;
- (b) ~~an *incoming EEA firm*; [deleted]~~
- (c) ~~An *incoming Treaty firm*; [deleted]~~
- (d) ~~A *UCITS qualifier*; [deleted]~~
- (e) an *ICVC*;
- (f) the *Society of Lloyd's*.

(see also *GEN 2.2.18R* for the position of an *authorised partnership* or unincorporated association which is dissolved.)

bank

- (a) a *firm* with a *Part 4A permission* which includes *accepting deposits*, and:
 - (i) which is a *credit institution*; ~~or~~
 - (ii) ~~whose *Part 4A permission* includes a requirement that it comply with the *rules* in *GENPRU* and *BIPRU* relating to *banks*; [deleted]~~

but which is not a *building society*, a *friendly society* or a *credit union*;

- (b) an ~~EEA bank~~ which is a ~~full credit institution~~. ~~[deleted]~~

...

competent authority

(in relation to the functions referred to in Part VI of the Act):
the FCA

- (a) ~~the authority designated under Schedule 8 to the Act (transfer of functions under Part VI (Official listing)) as responsible for performing those functions under the Act; for the time being the FCA in its capacity as such; or~~
- (b) ~~an authority exercising functions corresponding to those functions under the laws of another EEA State.~~

...

EEA State

~~(in accordance with paragraph 8 of Schedule 3 to the Act (EEA Passport Rights)) a State which is a contracting party to the agreement on the European Economic Area signed at Oporto on 2 May 1992, as it has effect for the time being; as at 1 May 2004, the following are the EEA States: Austria, Belgium, Cyprus, the Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, the Netherlands, Norway, Poland, Portugal, the Slovak Republic, Slovenia, Spain, Sweden and the United Kingdom.~~

(in accordance with Schedule 1 to the Interpretation Act 1978), in relation to any time:

- (a) a state which at that time is a member State; or
- (b) any other state which is at that time a party to the EEA agreement.

[Note: Current non-member State parties to the EEA agreement are Norway, Iceland and Lichtenstein.]

...

EU

the European Union, being the Union established by the Treaty on European Union signed at Maastricht on 7 February 1992 (as amended), taking into account United Kingdom's withdrawal from the Union pursuant to Article 50 of the Treaty.

EU-adopted International

means the international accounting standards within the

<u>Accounting Standards (or EU adopted IFRS)</u>	meaning of EC Regulation No 1606/2002 of the European Parliament and of the Council of 19 July 2002 as adopted from time to time by the European Commission in accordance with that Regulation.
<u>EUWA</u>	<u>the European Union (Withdrawal) Act 2018.</u>
...	
Home Member State or Home State	(as defined in section 102C of the Act) in relation to an issuer of transferable securities, the EEA State which is the "home Member State" for the purposes of the prospectus directive (which is to be determined in accordance with Article 2.1(m) of that directive.
Host Member State or Host State	(as defined in Article 2.1(n) of the prospectus directive) the State where an offer to the public is made or admission to trading is sought, when different from the home Member State.
<u>IAS</u>	<u>International Accounting Standards</u>
...	
<i>investment trust</i>	a <i>company</i> which: <ul style="list-style-type: none"> (a) is approved by the Commissioners for HM Revenue and Customs under sections 1158 and 1159 of the Corporation Tax Act 2010 (or, in the case of a newly formed <i>company</i>, has declared its intention to conduct its affairs so as to obtain such approval); or (b) <u>(for the purposes of the definitions of <i>non-mainstream pooled investment and packaged product</i> only)</u> is resident in an <i>EEA State</i> other than the United Kingdom and would qualify for such approval if resident in the <i>United Kingdom</i>.
...	
<i>Market Abuse Regulation</i>	<u>the UK version of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, which is part of <i>United Kingdom</i> law by virtue of the <i>EUWA</i>.</u>
...	
<i>non-EEA state</i>	a country or state that is not an <i>EEA State</i>.

...

PD Regulation

~~Regulation number 809/2004 of the European Commission~~
the United Kingdom version of the Prospectus Directive Regulation (No 2004/809/EC), which is part of United Kingdom law by virtue of EUWA.

...

prospectus

(1) a prospectus required under the ~~prospectus directive~~
the Act.

(2) ...

Prospectus RTS
Regulation 2

the United Kingdom version of Commission Delegated Regulation (EU) 2016/301 supplementing Directive 2003/71/EC of the European Parliament and of the Council with regard to regulatory technical standards for approval and publication of the prospectus and dissemination of advertisements and amending Commission Regulation (EC) No 809/2004, which is part of United Kingdom law by virtue of the EUWA.

...

recognised scheme

~~a scheme recognised under:~~

(a) ~~section 264 of the Act (Schemes constituted in other EEA States); or~~

...

(c) ~~section 272 of the Act (Individually recognised overseas schemes).~~

a scheme recognised for the purpose of part XVII of the Act.

...

regulated market

~~a multilateral system operated and/or managed by a market operator, which brings together or facilitates the bringing together of multiple third party buying and selling interests in financial instruments – in the system and in accordance with its non-discretionary rules – in a way that results in a contract, in respect of the financial instruments admitted to trading under its rules and/or systems, and which is authorised and functions regularly and in accordance with Title III of MiFID~~
a regulated market which is a UK RIE.

[Note: article 4(1)(21) 2(1)(13A) of MiFID MiFIR]

- regulatory information service or RIS* (a) a *primary information provider*; ~~or~~
- (b) ~~an incoming information society service that has its establishment in an EEA State other than the United Kingdom and that disseminates regulated information in accordance with the minimum standards set out in article 12 of the TD implementing Directive.~~
- (c) ~~[deleted]~~
- ...
- specified investment* any of the following *investments* specified in *Part III* of the *Regulated Activities Order* (Specified Investments):
- ...
- (ia) ~~emissions auction product (article 82A); [deleted]~~
- ...
- ...
- state finance organisation* a legal person other than a *company*:
- (1) which is a national of ~~an EEA State~~ a state;
- ...
- (4) which is financed by means of the resources they have raised and resources provided by the ~~EEA State~~ state; and
- (5) the *debt securities* issued by it are considered by the law of the relevant ~~EEA State~~ state as securities issued or guaranteed by that state.
- state monopoly* a *company* or other legal person which is a national of ~~an EEA State~~ a state and which:
- (1) in carrying on its business benefits from a monopoly right granted by ~~an EEA state~~ a state; and
- (2) is set up by or pursuant to a special law or whose borrowings are unconditionally and irrevocably guaranteed by ~~an EEA state~~ a state or one of the ~~federated states of an EEA state~~ a state's federated states.
- ...

third countrya territory or country which is not the United Kingdom.

...

transferable security(as defined in section 102A of the *Act*) anything which is a transferable security for the purposes of ~~MiFID~~ *MiFIR*, other than money market instruments for the purposes of ~~that directive~~ *MiFIR* which have a maturity of less than 12 months.

...

UK-adopted international accounting standards(in accordance with section 474(1) of the Companies Act 2006) international accounting standards which are adopted for use within the *United Kingdom* by virtue of Chapter 2 or 3 of Part 2 of the International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019.*UK-adopted IFRS**UK-adopted international accounting standards.*

...

After LR TR 13 (Transitional Provisions for the UK Corporate Governance Code) insert the following new LR TR 14. The text is not underlined.

TR 14 **Transitional Provisions for a prospectus approved by an EEA State before exit day**

(1)	(2)	(3)	(4)	(5)	(6)
	Material to which the Transitional Provision applies		Transitional Provision	Transitional Provision: dates in force	Handbook Provision: coming into force
1.	LR 2.2.1R, LR 3.3.2R, LR 3.3.6R, LR 3.4.4R, LR 8.2.1R, LR 8.4.1R and LR 8.4.9R.	R	For the purposes of these rules references to a <i>prospectus</i> include a prospectus referred to in regulation 73 of the Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019.	For 12 months following <i>exit day</i>	<i>Exit day</i>

Annex B

Amendments to the Prospectus Rules sourcebook (PR)

In this Annex, underlining indicates new text and striking through indicates deleted text, unless otherwise stated.

1 Preliminary

1.1 Preliminary

Application

Note: ESMA has also issued guidelines under article 16(3) of the ESMA Regulation covering ‘Alternative Performance Measures’. See <https://www.esma.europa.eu/sites/default/files/library/2015/10/2015-esma-1415en.pdf> ESMA Guidelines on Alternative Performance Measures, 5 October 2015(ESMA/2015/1415)

- 1.1.1 R (1) ~~PR 2, PR 3, PR 4.2, PR 5.1, PR 5.3.1 UK to PR 5.3.3G and PR 5.5~~ only apply (subject to ~~paragraph (2)~~) in relation to:
- (a) an offer, or a request for *admission to trading* of *transferable securities*, in respect of which *section 85* of the Act applies (other than an exempt offer under *section 86* of the Act) ~~and in relation to which the United Kingdom is the Home State;~~
 - (b) an offer, or a request for *admission to trading* of *transferable securities*, where under *section 87* of the Act a person has elected to have a *prospectus* in relation to the *transferable securities*; and
 - (c) an offer in the United Kingdom, or a request for *admission to trading* of *transferable securities*, not referred to in paragraphs (a) or (b), ~~in relation to which the United Kingdom is the Home State.~~
- (2) ~~PR 2, PR 3, PR 4.2, PR 5.3.1UK to PR 5.3.3G also apply in relation to an offer, or a request for admission to trading of transferable securities, where another competent authority of an EEA State has transferred the function of approving the prospectus to the FCA:~~
[deleted]

...

Provisions implementing the Prospectus Directive

- 1.1.6 G The FCA considers that the following documents together determine the effect of the UK provisions which implemented the Prospectus Directive:

- (1) *Part 6 of the Act;*
- (2) *the PD Regulation;*
- (3) *these rules;*
- (4) *the ESMA Prospectus Recommendations;*
- (5) *the ESMA Prospectus Questions and Answers;*
- (6) *the ESMA Prospectus Opinions; and*
- (7) *the Prospectus RTS Regulations.*

...

1.2 Requirement for a prospectus and exemptions

Requirement for a prospectus

- 1.2.1 UK Sections 85 and 86 of the *Act* provide for when a *prospectus* approved by the *FCA* will be required:

85 ...

- (7) “Approved prospectus” means, in relation to transferable securities to which this section applies, a prospectus approved by the ~~competent authority of the home State in relation to the issuer of the securities~~ FCA.

86 Exempt offers to the public

- (1) A person does not contravene section 85(1) if:

...

- (b) the offer is made to or directed at fewer than 150 persons, other than qualified investors, ~~per EEA State~~ in the United Kingdom;

...

- (e) the total consideration for the transferable securities being offered in the ~~EEA states~~ United Kingdom cannot exceed ~~100,000~~ 8,000,000 euros (or an equivalent amount); or

...

- (1A) An offer (“the current offer”) falls within this subsection ~~where~~ if the transferable securities are resold being sold or placed through a financial intermediary where:

...

(1B) The conditions referred to in subsection (1A)(c) are:

...

- (b) in the case of non-equity transferable securities falling within ~~article 5(4)(b) of the prospectus directive~~ [PR 2.2.7R (2)], that the securities concerned have not ceased to be issued in a continuous or repeated manner.

(2) Where -

- (a) a person who is not a qualified investor (“the client”) has engaged a qualified investor falling within ~~point (1) of Section 1 of Annex II to the markets in financial instruments directive~~ paragraph 3(a) of Schedule 1 to the markets in financial instruments regulation to act as his agent; and

...

...

(7) “Qualified investor”, in relation to an offer of transferable securities, means –

- (a) a person described in ~~points (1) to (4) of Section I of Annex II to the markets in financial instruments directive~~ paragraph 3 of Schedule 1 to the markets in financial instruments regulation, other than a person who, before the making of the offer, has agreed in writing with the relevant firm (or each of the relevant firms) to be treated as a non-professional client in accordance with ~~the final paragraph of Section I of Annex II to that directive~~ paragraph 4 of that Schedule;
- (b) a person who has made a request to one or more relevant firms to be treated as a professional client in accordance with ~~Section II of Annex II to that directive~~ paragraphs 5 and 6 of that Schedule and has not subsequently, but before the making of the offer, agreed in writing with that relevant firm (or each of those relevant firms) to be treated as a non-professional client in accordance with ~~the final paragraph of Section I of Annex II to that directive~~ paragraph 4 of that Schedule;
- (c) ~~a person who is recognised as an eligible counterparty in accordance with article 24 of that directive and has not, before the making of the offer, agreed in writing with the relevant firm (or each of the relevant firms) to be treated as a non-professional~~

~~client in accordance with the final paragraph of Section I of Annex II of that directive;~~

a person who:

(i) is an eligible counterparty for the purposes of [COBS 3.6], and

(ii) has not, before the making of the offer, agreed in writing with the relevant firm (or each of the relevant firms) to be treated as a non-professional client in accordance with paragraph 4 of Schedule 1 to the markets in financial instruments regulation; or

(d) a person whom -

...

(ii) the firm may continue to treat as a professional client from 3 January 2018 was entitled immediately before exit day to continue to treat as a professional client by virtue of Section II.2 of Annex II to the markets in financial instruments directive.

(8) In subsection (7) “relevant firm” means an investment firm or qualifying credit institution acting in connection with the offer.

(9) Investment firms and qualifying credit institutions which are authorised persons must communicate their classification of their clients as being or not being qualified investors on request to an issuer, subject to complying with ~~data~~ protection legislation;

(a) data protection legislation, or

(b) any retained direct EU legislation which is not part of the data protection legislation but which relates to data protection.

~~(10) In subsections (8) and (9)–~~

~~“credit institution” means–~~

~~(a) a credit institution authorised under the banking consolidation directive; or~~

~~(b) an institution which would satisfy the requirements for authorisation as a credit institution under that directive if it had its registered office (or if it does not have one, its head office) in an EEA State. [deleted]~~

Exempt securities – offers of securities to the public

- 1.2.2 R In accordance with section 85(5)(b) of the *Act*, section 85(1) of the *Act* does not apply to *offers* of the following types of *transferable securities*:
- (1) shares issued in substitution for shares of the same class already issued, if the issue of the new shares does not involve any increase in the issued capital;
 - (2) *transferable securities* offered in connection with a takeover by means of an exchange offer, if a document is available containing information which is regarded by the *FCA* as being equivalent to that of the *prospectus*, taking into account the requirements of *EU UK* legislation
 - (3) *transferable securities* offered, allotted or to be allotted in connection with a merger or division, if a document is available containing information which is regarded by the *FCA* as being equivalent to that of the *prospectus*, taking into account the requirements of *EU UK* legislation;
 - (4) dividends paid out to existing shareholders in the form of shares of the same class as the shares in respect of which the dividends are paid, if a document is made available containing information on the number and nature of the shares and the reasons for and details of the *offer*;
 - (5) *transferable securities* offered, allotted or to be allotted to existing or former directors or employees by their employer or by an affiliated undertaking if:
 - (a) the *company* has its head office or registered office in the *EU United Kingdom*, provided a document is made available containing information on the number and nature of the *transferable securities* and the reasons for and details of the *offer*; or
 - (b) the *company* is established outside the *EU United Kingdom* and has *transferable securities* that are *admitted to trading*, provided a document is made available containing information on the number and nature of the *transferable securities* and the reasons for and details of the *offer*; or
 - (c) the *company* is established outside the *EU United Kingdom* and has *transferable securities* ~~*admitted to trading*~~ admitted to trading on a third country market provided that:
 - (i) a document is made available containing adequate information, including the number and nature of the *transferable securities*; and

- (ii) the reasons for and details of the *offer* in a language ~~customary in the sphere of international finance~~ English; and
- (iii) ~~the European Commission Treasury~~ has adopted an equivalence decision ~~for the purpose of article 4(1) of the PD~~ regarding the third country market concerned.

[**Note:** article 4(1) *PD*]

Exempt securities – admission to trading on a regulated market

1.2.3 R In accordance with section 85(6)(b) of the *Act*, section 85(2) of the *Act* does not apply to the *admission to trading* of the following types of *transferable securities*:

- (1) ~~*transferable securities* referred to in article 1(5)(a) of the *Prospectus Regulation*~~ *transferable securities fungible with transferable securities already admitted to trading on the same regulated market, provided that they represent, over a period of 12 months, less than 20% of the number of transferable securities already admitted to trading on the same regulated market;*
- (2) shares issued in substitution for shares of the same class already *admitted to trading* on the same *regulated market*, if the issue of the shares does not involve any increase in the issued capital;
- (3) *transferable securities* offered in connection with a takeover by means of an exchange offer, if a document is available containing information which is regarded by the *FCA* as being equivalent to that of the *prospectus*, taking into account the requirements of ~~*EU*~~ *UK* legislation;
- (4) *transferable securities* offered, allotted or to be allotted in connection with a merger or a division, if a document is available containing information which is regarded by the *FCA* as being equivalent to that of the *prospectus*, taking into account the requirements of ~~*EU*~~ *UK* legislation;
- (5) shares offered, allotted or to be allotted free of charge to existing shareholders, and dividends paid out in the form of shares of the same class as the shares in respect of which the dividends are paid, if the shares are of the same class as the shares already *admitted to trading* on the same *regulated market* and if a document is made available containing information on the number and nature of the shares and the reasons for and details of the offer;
- (6) *transferable securities* offered, allotted or to be allotted to existing or former directors or employees by their employer or an affiliated undertaking, if the *transferable securities* are of the same class as the *transferable securities* already *admitted to trading* on the same

regulated market and if a document is made available containing information on the number and nature of the *transferable securities* and the reasons for and detail of the offer;

- (7) ~~shares referred to in article 1(5)(b) of the *Prospectus Regulation*~~ shares resulting from the conversion or exchange of other *transferable securities* or from the exercise of the rights conferred by other *transferable securities*, where the resulting shares are of the same class as the shares already *admitted to trading* on the same *regulated market*, provided that the resulting shares represent, over a period of 12 months, less than 20% of the number of shares of the same class already *admitted to trading* on the same *regulated market*, subject to *PR 1.2.3AR*;
- (8) *transferable securities* already *admitted to trading* on another *regulated market*, on the following conditions:
- (a) that these *transferable securities*, or *transferable securities* of the same class, have been *admitted to trading* on that other *regulated market* for more than 18 months;
 - (b) that, for *transferable securities* first admitted to trading after the 31 December 2003, the *admission to trading* on that other *regulated market* was associated with an approved prospectus made available to the public in accordance with Article 14 of the *prospectus directive*;
 - (c) that, except where (b) applies, for *transferable securities* first *admitted to listing* after 30 June 1983, listing particulars were approved in accordance with the requirements of Directive 80/390/EEC or Directive 2001/34/EC;
 - (d) that the ongoing obligations for trading on that other *regulated market* have been fulfilled;
 - (e) that the *person* requesting the *admission to trading* under this exemption makes a summary document available to the public in English ~~a language accepted by the competent authority of the EEA State of the regulated market where admission is sought;~~
 - (f) that the summary document referred to in paragraph (e) is made available to the public in the ~~EEA State of the regulated market where admission to trading is sought~~ United Kingdom in the manner set out in Article 14 of the *prospectus directive* *PR 3.2.4R*; and
 - (g) that the contents of the summary document comply with article 5(2) of the *prospectus directive* section 87A(5) and (6) of the Act, Article 24 of the *PD Regulation* and *PR 2.1.7R*. Also the document must state where the most recent

prospectus can be obtained and where the financial information published by the *issuer* pursuant to its ongoing disclosure obligations is available;

- (9) ~~*transferable securities* referred to in article 1(5)(c) of the *Prospectus Regulation*~~ *transferable securities* resulting from the conversion or exchange of other *transferable securities*, own funds or eligible liabilities by a resolution authority due to the exercise of a power referred to in the law of the *United Kingdom* or any part of the *United Kingdom* which was relied on immediately before *exit day* to implement Article 53(2), 59(2) or Article 63(1) or (2) of Directive 2014/59/EU.

[**Note:** article 4(2) of the *PD*, points (a), (b) and (c) of the first subparagraph of article 1(5) of the *Prospectus Regulation* and the second subparagraph of article 1(5) of the *Prospectus Regulation*]

- 1.2.3A EU R Points (a), (b) and (c) of the first subparagraph of Article 1(5) of the *Prospectus Regulation* and the second subparagraph of Article 1(5) of the *Prospectus Regulation* provide that:

~~Article 1~~

~~Subject matter, scope and exemptions~~

~~...~~

~~5. The obligation to publish a prospectus set out in Article 3(3) shall not apply to the admission to trading on a regulated market of any of the following:~~

- ~~(a) securities fungible with securities already admitted to trading on the same regulated market, provided that they represent, over a period of 12 months, less than 20 % of the number of securities already admitted to trading on the same regulated market;~~
- ~~(b) shares resulting from the conversion or exchange of other securities or from the exercise of the rights conferred by other securities, where the resulting shares are of the same class as the shares already admitted to trading on the same regulated market, provided that the resulting shares represent, over a period of 12 months, less than 20 % of the number of shares of the same class already admitted to trading on the same regulated market, subject to the second subparagraph of this paragraph;~~
- ~~(c) securities resulting from the conversion or exchange of other securities, own funds or eligible liabilities by a resolution authority due to the exercise of a power referred to in Article 53(2), 59(2) or Article 63(1) or (2) of Directive 2014/59/EU;~~

... [deleted]

The requirement that the resulting shares represent, over a period of 12 months, less than 20 % of the number of shares of the same class already ~~admitted to trading~~ *admitted to trading* on the same ~~regulated market~~ *regulated market* as referred to in ~~point (b) of the first subparagraph PR 1.2.3R(7)~~ shall not apply in any of the following cases:

- (a) where a *prospectus* was drawn up in accordance with ~~either this Regulation or Directive 2003/71/EC~~ *these rules and Part VI of the Act* upon the *offer* to the public or *admission to trading* on a *regulated market* of the ~~securities~~ *transferable securities* giving access to the shares;
- (b) where the ~~securities~~ *transferable securities* giving access to the shares were issued before 20 July 2017;
- (c) where the shares qualify as Common Equity Tier 1 items as laid down in Article 26 of Regulation (EU) No 575/2013 of the European Parliament and of the Council of an institution as defined in point (3) of Article 4(1) of that Regulation and result from the conversion of Additional Tier 1 instruments issued by that institution due to the occurrence of a trigger event as laid down in point (a) of Article 54(1) of that Regulation;
- (d) where the shares qualify as eligible own funds or eligible basic own funds as defined in the law of the United Kingdom or any part of the United Kingdom which was relied on immediately before exit day to implement Section 3 of Chapter VI of Title I of Directive 2009/138/EC of the European Parliament and of the Council, and result from the conversion of other securities transferable securities which was triggered for the purposes of fulfilling the obligations to comply with the law of the United Kingdom or any part of the United Kingdom which was relied on immediately before exit day to implement the Solvency Capital Requirement or Minimum Capital Requirement as laid down in Sections 4 and 5 of Chapter VI of Title I of Directive 2009/138/EC or the group solvency requirement as laid down in Title III of Directive 2009/138/EC.

...

2 Drawing up the prospectus

2.1 General contents of prospectus

General contents of prospectus

2.1.1 UK Sections 87A(2), (2A), (3) and (4) of the *Act* provide for the general

contents of a *prospectus*:

...

- (2A) If, in the case of transferable securities to which section 87 applies, the prospectus states that the guarantor is a specified ~~EEA~~ State, the prospectus is not required to include other information about the guarantor.

...

...

Contents of summary

- 2.1.4 ~~EU~~ Article 24 of the *PD Regulation* provides for how the contents of the *summary* are to be determined:
UK

Content of the summary of the prospectus, of the base prospectus and of the individual issue

- 1 The issuer, the offeror or the person asking for the admission to trading on a regulated market shall determine the detailed content of the summary referred to in ~~Article 5(2) of Directive 2003/71/EC~~ section 87A(5) of [the Act] in accordance with this Article.

A summary shall contain the key information items set out in Annex XXII. Where an item is not applicable to a prospectus, such item shall appear in the summary with the mention “not applicable”. The length of the summary shall take into account the complexity of the issuer and of the securities offered, but shall not exceed 7% of the length of a prospectus or 15 pages, whichever is the longer. It shall not contain cross-references to other parts of the prospectus.

The order of the sections and of the elements of Annex XXII shall be mandatory. The summary shall be drafted in clear language, presenting the key information in an easily accessible and understandable way. Where an issuer is not under an obligation to include a summary in a prospectus pursuant to ~~Article 5(2) of Directive 2003/71/EC~~ section 87A(5) of [the Act], but produces an overview section in the prospectus, this section shall not be entitled “Summary” unless the issuer complies with all disclosure requirements for summaries laid down in this Article and Annex XXII.

...

- 2.1.5 G [deleted]

- 2.1.6 R The *summary* must be in ~~the language in which the *prospectus* was originally drawn up~~ English.

[**Note:** article 19.2 *PD*]

~~**Note:** *PR* 4.1 sets out *rules* about the language in which the *prospectus* must be drawn up.~~

~~**Note:** Article 19.2 of the *prospectus directive* also allows the competent authority of a *Host State* to require that the *summary* be translated into its official language(s). The *FCA* as competent authority of a *Host State* requires a *summary* to be translated into English under *PR* 4.1.6R.~~

- 2.1.7 R The *summary* must also contain a warning to the effect that:
- (1) it should be read as an introduction to the *prospectus*;
 - (2) any decision to invest in the *transferable securities* should be based on consideration of the *prospectus* as a whole by the investor; and
 - (3) ~~where a claim relating to the information contained in a *prospectus* is brought before a court, the plaintiff investor might, under the national legislation of the *EEA States*, have to bear the costs of translating the *prospectus* before the legal proceedings are initiated; and [deleted];~~
 - (4) civil liability attaches to those *persons* who are responsible for the *summary* ~~including any translation of the *summary*~~, but only if the *summary* is misleading, inaccurate or inconsistent when read together with the other parts of the *prospectus* or it does not provide, when read together with the other parts of the *prospectus*, *key information* in order to aid investors when considering whether to consider an *offer* further as set out in section 90(12) of the *Act*.

[**Note:** articles 5.2 and 6.2 *PD*]

2.2 Format of prospectus

...

Base prospectus

- 2.2.7 R The *prospectus* can, at the choice of the *issuer*, *offeror* or *person* requesting admission, consist of a *base prospectus* containing all relevant information concerning the *issuer* and the *transferable securities* to be *offered* or to be *admitted to trading* if it relates to one of the following types of *transferable securities*:
- (1) *non-equity transferable securities*, including warrants in any form, issued under an *offering programme*; or
 - (2) *non-equity transferable securities* issued in a continuous or repeated manner by *credit institutions*:

- (a) where the sums deriving from the issue of the *transferable securities*, under national legislation, are placed in assets which provide sufficient coverage for the liability deriving from *transferable securities* until their maturity date;
- (b) where, in the event of the insolvency of the related *credit institution*, the said sums are intended, as a priority, to repay the capital and interest falling due, without prejudice to the UK provisions which implemented the provisions of Directive 2001/24/EC on the reorganisation and winding up of credit institutions.

[Note: article 5.4 PD]

...

2.2.10 ~~EU~~ UK Articles 25 and 26 of the *PD Regulation* provide for the format of *prospectuses* and base prospectuses:

Format of the prospectus

...

2

Where an issuer, an offeror or a person asking for the admission to trading on a regulated market chooses, according to [~~LR 3.1.1 R~~ PR 2.2.1R and 2.2.2R], to draw up a prospectus composed of separate documents, the securities note and the registration document shall be each composed of the following parts in the following order:

...

...

Format of the base prospectus and its related final terms

26.1

...

5.

...

- (a) that the final terms have been prepared for the purpose of ~~Article 5(4) of Directive 2003/71/EC~~ [PR 2.2.9R and 2.2.9AR] and must be read in conjunction with the base prospectus and its supplement(s);
- (b) where the base prospectus and its supplement(s) are published in accordance with ~~Article 14 of Directive 2003/71/EC~~ [PR 3.2.2R to 3.2.6R];

...

- 5a ~~The final terms and the summary of the individual issue shall be drawn up in the same language respectively as the approved version of the form of the final terms of the base prospectus and as the summary of the base prospectus.~~

~~When the final terms are communicated to the competent authority of the host Member State or, if there is more than one host Member State, to the competent authorities of the host Member States, in accordance with Article 5(4) of Directive 2003/71/EC, the following language rules shall apply to the final terms and the annexed summary:~~

- (a) ~~where the summary of the base prospectus is to be translated pursuant to Article 19 of Directive 2003/71/EC, the summary of the individual issue annexed to the final terms shall be subject to the same translation requirements as the summary of the base prospectus;~~
- (b) ~~where the base prospectus is to be translated pursuant to Article 19 of Directive 2003/71/EC, the final terms and the summary of the individual issue annexed thereto, shall be subject to the same translation requirements as the base prospectus.~~

~~The issuer shall communicate those translations, together with the final terms, to the competent authority of the host Member State or, if there is more than one host Member State, to the competent authorities of the host Member States. [deleted]~~

...

- 2.2.11 EU UK The *PD Regulation* provides for categories of information to be included in the base *prospectus* and final terms.

Categories of information in the base prospectus and the final terms

- 2a ...

- 2 Where the conditions of ~~Article 16(1) of Directive 2003/71/EC~~ section 87G of [the Act] apply, a supplement shall be required.

Where those conditions do not apply, the issuer, the offeror or the person asking for admission to trading on a regulated market shall publish a notice of the change.

2.3 Minimum information to be included in a prospectus

Minimum information

- 2.3.1 EU UK Articles 3 to 23 of the *PD Regulation* provide for the minimum information to be included in a *prospectus*:

Note: the Annexes (including *schedules* and *building blocks*) referred to in these articles are set out for information in *PR App 3*.

Article 3

Minimum information to be included in a prospectus

...

A prospectus shall contain the information items required in Annexes I to XVII and Annexes XX to XXX depending on the type of issuer or issues and securities involved. Subject to Article 4a(1), ~~a competent authority~~ the FCA shall not require that a prospectus contains information items which are not included in Annexes I to XVII or Annexes XX to XXX.

~~In order to ensure conformity with the obligation referred to in Article 5(1) of Directive 2003/71/EC, the competent authority of the home Member State~~ The FCA, when approving a prospectus in accordance with ~~Article 13 of that Directive~~ section 85 of [the Act], may, on a case by case basis, require the information provided by the issuer, the offeror or the person asking for admission to trading on a regulated market to be completed, for each of the information items.

Where the issuer, the offeror or the person asking for the admission to trading on a regulated market is required to include a summary in a prospectus, in accordance with ~~Article 5(2) of Directive 2003/71/EC, the competent authority of the home Member State~~ section 87A(5) of [the Act], ~~the FCA~~, when approving the prospectus in accordance with ~~Article 13 of that Directive~~ section 85 of [the Act], may, on a case-by-case basis, require certain information provided in the prospectus, to be included in the summary.

...

Article 4

Share registration document schedule

...

2 The schedule set out in paragraph 1 shall apply to the following:

...

(2) other securities which comply with the following conditions:

...

(b) provided that these shares or other transferable securities equivalent to shares are or will be issued by the issuer of the security and are not yet traded on a regulated market or an equivalent market outside the ~~Community~~ United Kingdom at the time of the approval of the prospectus covering the securities, and that the underlying shares or other transferable securities equivalent to shares can be delivered with physical settlement.

Article 4a

Share registration document schedule in cases of complex financial history or significant financial commitment

1 Where the issuer of a security covered by Article 4(2) has a complex financial history, or has made a significant financial commitment, and in consequence the inclusion in the registration document of certain items of financial information relating to an entity other than the issuer is necessary in order to satisfy the obligation laid down in ~~Article 5(1) of Directive 2003/71/EC~~ section 87A(1)(b), (2) and (3) of [the Act], those items of financial information shall be deemed to relate to the issuer. The ~~competent authority of the home Member State~~ FCA shall in such cases request that the issuer, the offeror or the person asking for admission to trading include those items of information in the registration document.

...

2 The ~~competent authority~~ FCA shall base any request pursuant to the first subparagraph of paragraph 1 on the requirements set out in item 20.1 of Annex I, item 15.1 of Annex XXIII, item 20.1 of Annex XXV, item 11.1 of Annex XXVII and item 20.1 of Annex XXVIII as regards the content of financial information and the applicable accounting and auditing principles, subject to any modification which is appropriate in view of any of the following factors:

...

Where in the individual case, the obligation laid down in ~~Article 5(1) of Directive 2003/71/EC~~ section 87A(1)(b), (2) and (3) of [the Act] may be satisfied in more than one way, preference shall be given to the way that is the least costly or onerous.

(3) Paragraph 1 is without prejudice to the responsibility under national law of any other person, including the persons ~~referred to in Article 6(1) of Directive 2003/71/EC~~ specified in [PR 5.5], for the information contained in the prospectus. In particular, those persons shall be responsible for the inclusion in the registration document of any items of information requested by the ~~competent authority~~ FCA pursuant to paragraph 1.

(4) For the purposes of paragraph 1, an issuer shall be treated as having a complex financial history if all of the following conditions apply:

...

(b) that inaccuracy will affect the ability of an investor to make an informed assessment as mentioned in ~~Article 5(1) of Directive 2003/71/EC~~ section 87A(2) of [the Act]; and

...

...

Article 8

Securities note schedule for debt securities with a denomination per unit of less than EUR 100 000

...

6. In this Article “regulated market” includes an equivalent market outside the United Kingdom.

...

Article 9

Guarantees building block

...

Item 3 of Annex VI shall not apply where a ~~Member~~ State acts as guarantor.

...

Article 14

Banks registration document schedule

...

2. ~~The schedule set out in paragraph 1 shall apply to credit institutions as defined in point (a) of Article 1(1) of Directive 2000/12/EC as well as to third country credit institutions which do not fall under that definition but have their registered office in a state which is a member of the OECD.~~

The schedule referred to in paragraph 1 applies to:

- (a) a credit institution which has permission under Part 4A of [the Act] to carry on the regulated activity of accepting deposits and has its registered office, or if it has no registered office, its head office, in the United Kingdom; and
- (b) a credit institution established outside the United Kingdom which does not fall within point (a) but has its registered office in a state which is a member of the OECD.

...

...

Article 16

Securities note schedule for debt securities with a denomination per unit of at least EUR 100 000

...

6. In this Article “regulated market” includes an equivalent market outside the United Kingdom.

...

Article 17

Additional information building block on the underlying share

...

2. The additional information referred to in the first subparagraph of paragraph 1 shall only apply to those securities which comply with both of the following conditions:

...

(2) provided that these shares or other transferable securities equivalent to shares are or will be issued by the issuer of the security, by an entity belonging to the group of that issuer or by a third party and are not yet traded on a regulated market or an equivalent market outside the ~~Union~~ United Kingdom at the time of the approval of the prospectus covering the securities, and that the underlying shares or other transferable securities equivalent to shares can be delivered with physical settlement.

...

Article 18

Registration document schedule for collective investment undertakings of the closed-end type

...

2. The schedule shall apply to collective investment undertakings of the closed-end type holding a portfolio of assets on behalf of investors that:

(1) are recognised by national law in the ~~Member~~ State in which it is incorporated as a collective investment undertaking of the closed end type; or

...

Article 19

Registration document schedule for ~~Member States, third countries and their~~

~~regional and local authorities~~ UK and foreign governments or regional or local authorities

1. For the registration document for securities issued by ~~Member States, third countries and their regional and local authorities~~ the government of the United Kingdom or of any other country or by a regional or local authority in the United Kingdom or any other country information shall be given in accordance with the schedule set out in Annex XVI.
2. The schedule shall apply to all types of securities issued by ~~Member States, third countries and their regional and local authorities~~ the government of the United Kingdom or of any other country or by a regional or local authority in the United Kingdom or any other country.

...

Article 20a

Additional information building block for consent given in accordance with ~~Article 3(2) of Directive 2003/71/EC~~ section 86(1A) of [the Act]

1. For the purposes of ~~the third subparagraph of Article 3(2) of Directive 2003/71/EC~~ section 86(1A) of [the Act], the prospectus shall contain the following:

...
2. Where a financial intermediary does not comply with the conditions attached to consent as disclosed in the prospectus, a new prospectus shall be required in accordance with ~~the second paragraph of Article 3(2) of Directive 2003/71/EC~~ section 85(1) of [the Act].

...

...

Article 22

Minimum information to be included in a base prospectus and its related final terms

1. ...

A base prospectus shall contain the information items required in Annexes I to XVII, Annex XX and Annexes XXIII to XXX depending on the type of issuer and securities involved. ~~Competent authorities~~ The FCA shall not require that a base prospectus contains information items which are not included in Annexes I to XVII, Annex XX or Annexes XXIII to XXX.

In order to ensure conformity with ~~the obligation referred to in Article 5(1) of Directive 2003/71/EC, the competent authority of the home Member State, when approving a base prospectus in accordance with Article 13 of~~

~~that Directive subsection (1)(b) of section 87A of [the Act], the FCA, when approving a base prospectus in accordance with that section, may, on a case-by-case basis, require the information provided by the issuer, the offeror or the person asking for admission to trading on a regulated market to be completed for each of the information items.~~

Where the issuer, the offeror or the person asking for the admission to trading on a regulated market is required to include a summary in a base prospectus, in accordance with ~~Article 5(2) of Directive 2003/71/EC, the competent authority of the home Member State, when approving the base prospectus in accordance with Article 13 of that Directive~~ subsection (5) of section 87A of [the Act], the FCA, when approving the base prospectus in accordance with that section, may, on a case-by-case basis, require certain information provided in the base prospectus to be included in the summary.

...

7. ...

Where the issuer needs to prepare a supplement concerning information in the base prospectus that relates to only one or several specific issues, the right of investors to withdraw their acceptances pursuant to ~~Article 16(2) of Directive 2003/71/EC~~ section 87Q(4) of [the Act] shall only apply to the relevant issues and not to any other issues of securities under the base prospectus.

...

Article 23

Adaptations to the minimum information given in prospectuses and base prospectuses

1. Notwithstanding Articles 3 second paragraph and 22(1) second subparagraph, where the issuer's activities fall under one of the categories included in Annex XIX, the [FCA], taking into consideration the specific nature of the activities involved, may ask for adapted information, in addition to the information items included in the schedules and building blocks set out in 4 to 20, including, where appropriate, a valuation or other expert's report on the assets of the issuer, in order to comply with the obligation referred to in ~~[sections 87A(2),(3) and (4) section 87A(1)(b) of the Act]. The [FCA] shall forthwith inform the Commission thereof.~~

~~In order to obtain the inclusion of a new category in Annex XIX a Member State shall notify its request to the Commission. The Commission shall update this list following the Committee procedure provided for in Article 24 of [the prospectus directive].~~

...

3. ...

The [FCA] shall decide, in consultation with the issuer, the offeror or the person asking for admission to trading on a regulated market, what information shall be included in the prospectus or base prospectus in order to comply with the obligation referred to in ~~[sections 87A(2),(3) and (4)]~~ section 87A(1)(b) of [the Act]. ~~The [FCA] shall forthwith inform the Commission thereof.~~

...

- 2.3.1A ~~EU~~ UK Articles 26a, 26b and 26c respectively provide for a proportionate disclosure regime for rights issues (as defined by the *PD Regulation*); for small and medium-sized enterprises and *companies* with reduced market capitalisation; and for issues by *credit institutions* referred to in Article 1 (2) (j) of the PD.

Proportionate schedule for rights issuers

- 26a 1. The proportionate schedules set out in Annexes XXIII and XXIV shall apply to rights issues, provided that the issuer has shares of the same class already admitted to trading on a regulated market or ~~a multilateral trading facility as defined in point 15 of Article 4(1) of Directive 2004/39/EC of the European Parliament and of the Council~~ a UK multilateral trading facility as defined in Article 2(1)(14A) of the markets in financial instruments regulation.
2. Issuers whose shares of the same class are already admitted to trading on a UK multilateral trading facility can only make use of the schedules set out in Annexes XXIII and XXIV when the rules of that multilateral trading facility contain the following:
- (a) provisions requiring issuers to publish annual financial statements and audit reports within six months after the end of each financial year, half yearly financial statements within four months after the end of the first six months of each financial year and make public inside information as defined in ~~point 1 of the first paragraph of Article 1 of Directive 2003/6/EC pursuant to Article 6 of that Directive~~ Article 7(1) of Regulation 596/2014/EU pursuant to Article 17 of that Regulation;
- ...
- (c) provisions preventing insider dealing and market manipulation in accordance with ~~Directive 2003/6/EC~~ Regulation 596/2014/EU.

...

Proportionate schedules for small and medium-sized enterprises and companies with reduced market capitalisation

- 26b The proportionate schedules set out in Annexes XXV to XXVIII shall apply when securities issued by small and medium-sized enterprises and companies with

reduced market capitalisation are offered to the public or admitted to trading on a regulated market situated or operating within a Member State.

...

Proportionate requirements for issues by credit institutions referred to in ~~Article 1(2)(j) of Directive 2003/71/EC~~ paragraph 8 of Schedule 11A to [the Act]

- 26c Credit institutions issuing securities referred to in ~~Article 1(2)(j) of Directive 2003/71/EC~~ paragraph 8 of Schedule 11A to [the Act] that draw up a prospectus in accordance with ~~Article 1(3) of that Directive~~ section 87 of that Act may choose to include in their prospectus historical financial information covering only the last financial year, or such shorter period that the issuer has been in operation, in accordance with Annex XXIX to this Regulation.

...

2.4 Incorporation by reference

Incorporation by reference

- 2.4.1 R (1) Information may be incorporated in the *prospectus* by reference to one or more previously or simultaneously published documents that have been approved by the competent authority of the *Home State* or filed with or notified to it in accordance with the *prospectus directive* or the *TD FCA* or filed with it or notified to it in accordance with the law of the *United Kingdom*, or any part of the *United Kingdom*, which was relied on immediately before *exit day* to implement the *prospectus directive* or the *TD*.

[Note: article 11.1 PD].

- (2) [deleted]

- 2.4.2 G Information under the *United Kingdom* provisions which implemented the *TD* that may be incorporated by reference includes, for example, annual accounts and annual reports, interim management statements, equivalent information made available to markets in the United Kingdom, half yearly reports and reports on payments to governments.

...

- 2.4.6 EU Article 28 of the *PD Regulation* provides examples of information that may
UK be incorporated by reference:

...

2.5 Omission of information

...

Omission of information from prospectus

- 2.5.1A UK Section 87A(2A) of the *Act* provides that information about certain guarantors may be omitted from a prospectus:

If, in the case of transferable securities to which section 87 applies, the prospectus states that the guarantor is a specified ~~EEA~~ State, the prospectus is not required to include other information about the guarantor.

...

Request to omit information

- 2.5.3 G Article 2(2) of ~~Commission Delegated Regulation (EU) 2016/301~~ *Prospectus RTS Regulation 2* sets out requirements regarding the submission of requests to omit information from a *prospectus*. The *FCA* considers that a reasoned request for this purpose would:

- (1) be in writing from the *applicant*;
- (2) identify the specific information concerned and the specific reasons for its omission; and
- (3) state why in the *applicant's* opinion one or more of the grounds in section 87B(1) of the *Act* applies.

[**Note:** Extracts of article 2 of ~~Commission Delegated Regulation (EU) 2016/301~~ *Prospectus RTS Regulation 2* are reproduced for the convenience of readers in ~~PR 3.1.1EU~~ PR 3.1.1UK.]

3 Approval and publication of prospectus

3.1 Approval of prospectus

Prospectus review process

- 3.1.-1 ~~EU~~ UK Articles 2, 3 and 4 of ~~Commission Delegated Regulation (EU) 2016/301~~ *Prospectus RTS Regulation 2* provide that:

Article 2

Submission of an application for approval

...

2. Along with the first draft of the prospectus submitted to the competent authority, or during the prospectus review process, the issuer, offeror or person asking for admission to trading on a regulated market shall also submit in searchable electronic format
 - (a) where required by the ~~competent authority of the home Member State~~ FCA according to Article 25(4) of Regulation (EC) No 809/2004 or on their own initiative, a cross reference list which shall also identify any items from Annexes I to XXX to Regulation

(EC) No 809/2004 that have not been included in the prospectus because, due to the nature of the issuer, offeror or person asking for admission to trading or the securities being offered to the public or admitted to trading, they were not applicable.

...

- (b) where the issuer, offeror or person asking for admission to trading on a regulated market is requesting that the ~~competent authority of the home Member State~~ FCA authorises the omission of information from the prospectus pursuant to ~~Article 8(2) of Directive 2003/71/EC~~ section 87B FSMA, a reasoned request to that effect;
- (c) ~~where the issuer, offeror or person asking for admission to trading on a regulated market requests that the competent authority of the home Member State notify the competent authority of a host Member State, upon approval of the prospectus, with a certificate of approval pursuant to Article 18(1) of Directive 2003/71/EC, a request to this effect; [deleted]~~
- (d) any information which is incorporated by reference into the prospectus, unless such information has already been approved by or filed with the ~~same competent authority~~ FCA in accordance with ~~Article 11 of Directive 2003/71/EC~~ [PR 2.4];
- (e) any other information considered necessary, on reasonable grounds, for the review by the ~~competent authority of the home Member State~~ FCA and expressly required by the ~~competent authority~~ FCA for that purpose.

Article 3

Changes to the draft prospectus

1. Following submission of the first draft of the prospectus to the ~~competent authority of the home Member State~~ FCA, where the issuer, offeror or person asking for admission to trading on a regulated market submits subsequent drafts of the prospectus, the subsequent drafts shall be marked to highlight all changes made to the preceding unmarked draft of the prospectus as submitted to the ~~competent authority~~ FCA. Where only limited changes are made, marked extracts of the draft prospectus, showing all changes from the preceding draft, shall be considered acceptable. An unmarked draft of the prospectus shall always be submitted along with the draft highlighting all changes.

Where the issuer, offeror or person asking for admission to trading on a regulated market is unable to comply with the requirement set out in the first subparagraph due to technical difficulties related to the marking of the prospectus, each change made to the preceding draft of the prospectus shall be identified to the ~~competent authority of the home Member State~~

FCA in writing.

2. Where the ~~competent authority of the home Member State~~ FCA has, in accordance with Article 5(2) of this Regulation, notified the issuer, offerer or person asking for admission to trading on a regulated market that it considers that the draft prospectus does not meet the requirement of completeness, including consistency of the information given and its comprehensibility, the subsequently submitted draft of the prospectus shall be accompanied by an explanation as to how the incompleteness notified by the ~~competent authority~~ FCA has been addressed.

Where changes made to a previously submitted draft prospectus are self-explanatory or clearly address the incompleteness notified by the ~~competent authority~~ FCA, an indication of where the incompleteness has been addressed shall be considered sufficient.

...

Applying for approval

- 3.1.1 R [deleted]
- 3.1.1A R If the order of disclosure items in the *prospectus* does not coincide with the order set out in the schedules and building blocks in the *PD Regulation*, an *applicant* must provide the *FCA* with a cross reference list identifying the pages where each disclosure item can be found in the *prospectus*.

[**Note:** Articles 25(4) and 26(3) of the *PD Regulation* and article 2(2) of ~~Commission Delegated Regulation (EU) 2016/301~~ *Prospectus RTS Regulation 2*]

...

Timeframe for submission

- 3.1.3 R (1) The *applicant* must submit to the *FCA* by the date specified in paragraph (2):
- (a)
- (i) a completed Form A;
 - (ii) a completed Publication Form; and
 - (iii) a completed Issuer Contact Details Form.

[**Note:** Article 2(2)(e) of ~~Commission Delegated Regulation (EU) 2016/301~~ *Prospectus RTS Regulation 2*. These forms are available on the UKLA section of the *FCA*'s website.]

- (b) the relevant fee; and

[**Note:** *FEES* 3 sets out the relevant fee payable to the *FCA*.]

- (c) the first draft of the *prospectus* (accompanied, where relevant, by the additional information set out in article 2(2) of ~~Commission Delegated Regulation (EU) 2016/301~~ *Prospectus RTS Regulation 2*).

[**Note:** Extracts of article 2 of ~~Commission Delegated Regulation (EU) 2016/301~~ *Prospectus RTS Regulation 2* are reproduced for the convenience of readers in ~~PR 3.1.1EU~~ *PR 3.1.1UK*.]

- (2) The date referred to in paragraph (1) is:
- (a) at least 10 *working days* before the intended approval date of the *prospectus*; or
- (b) at least 20 *working days* before the intended approval date of the *prospectus* if the *applicant* does not have *transferable securities admitted to trading* and has not previously made an *offer*; or
- (c) as soon as practicable in the case of a *supplementary prospectus*.
- (3) The *applicant* must submit the final version of the draft *prospectus* and the additional information set out in Article 4 of ~~Commission Delegated Regulation (EU) 2016/301~~ *Prospectus RTS Regulation 2* to the *FCA* before midday on the day on which approval is required to be granted.

[**Note:** Article 4 of ~~Commission Delegated Regulation (EU) 2016/301~~ *Prospectus RTS Regulation 2* is reproduced for the convenience of readers in ~~PR 3.1.1EU~~ *PR 3.1.1UK*.]

...

Request for certificate of approval

- 3.1.6 G If an *applicant* wishes the *FCA* to provide a certificate of approval to another competent authority at the time the *prospectus* is approved, it should note the requirements set out in ~~PR 3.1.1EU~~ and ~~(PR 5.3.2R)~~. As provided by article 18(1) of the *PD*, a request may still be submitted to the *FCA* after the *prospectus* has been approved (~~PR 5.3.2R~~ sets out the requirements for such a request). ~~[deleted]~~

Approval of prospectus

- 3.1.7 UK Section 87A(1) of the *Act* provides for the approval of a *prospectus* by the *FCA*:

[**Note:** Section 87C of the *Act* sets out time limits for the *FCA* to notify an applicant of its decision on an application for approval.]

- (1) The [*FCA*] may not approve a *prospectus* unless it is satisfied that:
- (a) ~~the United Kingdom is the home State in relation to the issuer of the transferable securities to which it relates, [deleted]~~
 - ...
 - (c) all of the other requirements imposed by or in accordance with ~~this Part or the prospectus directive~~ qualifying prospectus legislation have been complied with (so far as those requirements apply to a prospectus for the transferable securities in question).

3.17A EU Article 5(2) and (4) of ~~Commission Delegated Regulation (EU) 2016/301~~
UK *Prospectus RTS Regulation 2* provide that:

...

2. Where the ~~competent authority of the home Member State~~ FCA considers, on reasonable grounds, that the documents submitted to it are incomplete or that supplementary information is needed, for instance due to inconsistencies or incomprehensibility of certain information provided, it shall notify the issuer, offeror or person asking for admission to trading of the need for supplementary information and the reasons therefor, in writing, via electronic means.

...

4. Where the issuer, offeror or person asking for admission to trading on a regulated market is unable or unwilling to provide the supplementary information requested in accordance with paragraph 2, the ~~competent authority of the home Member State~~ FCA shall be entitled to refuse the approval of the prospectus and terminate the review process.

...

...

Transfer to another competent authority

- 3.1.12 R (1) ~~A person seeking to have the function of approving a *prospectus* transferred to the competent authority of another *EEA State* must make a written request to the *FCA* at least 10 working days before the date the transfer is sought.~~
- (2) The request must:
- (a) ~~set out the reasons for the proposed transfer;~~

(b) ~~state the name of the competent authority to whom the transfer is sought; and~~

(e) ~~include a copy of the draft *prospectus*. [deleted]~~

3.1.13 G ~~The *FCA* will consider transferring the function of approving a *prospectus* to the competent authority of another *EEA State*:~~

(1) ~~if requested to do so by the *issuer*, *offeror* or *person* requesting admission or by another competent authority; or~~

(2) ~~in other cases if the *FCA* considers it would be more appropriate for another competent authority to perform that function. [deleted]~~

...

Service of Notice Regulations

3.1.17 G Regulation 7 of The Financial Services and Markets Act 2000 (Service of Notice Regulations) 2001 (SI 2001/1420) contains provisions relating to the possible methods of serving documents on the *FCA*. Regulation 7 does not apply to the submission of a draft *prospectus* or *listing particulars* to the *FCA* for approval because of the provisions set out in ~~*PR* 3.1.1EU *PR* 3.1.1UK~~.

3.2 Filing and publication of prospectus

...

Method of publishing

3.2.4 R A *prospectus* is deemed to be made available to the public for the purposes of *PR* 3.2.2R to *PR* 3.2.3R when published either:

(1) by insertion in one or more newspapers circulated throughout, or widely circulated in, the ~~*EEA States* in which the offer is made or the admission to trading is sought~~ United Kingdom; or

(2) in a printed form to be made available, free of charge, to the public at the offices of the *regulated market* on which the *transferable securities* are being *admitted to trading*, or at the registered office of the *issuer* and at the offices of the financial intermediaries placing or selling the *transferable securities*, including paying agents; or

(3) in electronic form on the *issuer's* website or, if applicable, on the website of the financial intermediaries placing or selling the *transferable securities*, including paying agents; or

(4) in an electronic form on the website of the *regulated market* where the *admission to trading* is sought.

[**Note:** article 14.2 *PD*]

...

3.2.6A EU ~~Commission Delegated Regulation (EU) 2016/301~~ Prospectus RTS
UK Regulation 2 provides that:

...

Article 6

Publication of the prospectus in electronic form

1. When published in electronic form pursuant to ~~points (e), (d) or (e) of Article 14(2) of Directive 2003/71/EC~~ [PR 3.2.4R (3) or (4)], the prospectus, whether a single document or comprising several documents, shall:

...

...

3. If a prospectus for offer of securities to the public is made available on the websites of issuers or financial intermediaries or of regulated markets, these shall take measures to avoid targeting residents in ~~Member States~~ or third countries where the offer of securities to the public does not take place, such as the insertion of a disclaimer as to who are the addressees of the offer.

...

Article 7

Publication of final terms

The publication method for final terms related to a base prospectus does not have to be the same as the one used for the base prospectus as long as the publication method used is one of the methods indicated in ~~Article 14 of Directive 2003/71/EC~~ [PR 3.2.4R].

Article 8

Publication in newspapers

1. In order to comply with ~~point (a) of Article 14(2) of Directive 2003/71/EC~~ [PR 3.2.4R (1)] the publication of a prospectus shall be made in a general or financial information newspaper having national or supra-regional scope.
2. If the ~~competent authority~~ FCA is of the opinion that the newspaper chosen for publication does not comply with the requirements set out in paragraph 1, it shall determine a newspaper whose circulation is deemed

appropriate for this purpose ~~taking into account, in particular, the geographic area, number of inhabitants and reading habits in each Member State.~~

...

3.3 Advertisements

...

- 3.3.3A EU Article 11 of ~~Commission Delegated Regulation (EU) 2016/301~~ Prospectus
UK RTS Regulation 2 provides that:

Article 11

Dissemination of advertisements

...

4. Where no prospectus is required ~~in accordance with Directive 2003/71/EC under Part VI of FSMA~~, any advertisement shall include a warning to that effect unless the issuer, offeror or person asking for admission to trading on a regulated market chooses to publish a prospectus which complies with ~~Directive 2003/71/EC Part VI of FSMA~~, the Prospectus Rules sourcebook, Regulation (EC) No 809/2004 and this Regulation.

...

- 3.3.7 EU Article 12 of ~~Commission Delegated Regulation (EU) 2016/301~~ Prospectus
UK RTS Regulation 2 provides that:

Article 12

Consistency for the purposes of ~~Article 5(4) of Directive 2003/71/EC~~ [PR 3.3.4R]

...

3.4 Supplementary prospectus

Supplementary prospectus

...

Amendments to summary

- 3.4.2 R A *supplementary prospectus* must also if necessary include an amendment or supplement to the *summary*; ~~and any translations of the *summary*~~, to take into account the new information.

[**Note:** article 16.1 *PD*]

Note: Sections 87Q(4) and (5) of the *Act* set out the rights of investors to

withdraw their acceptances after a *supplementary prospectus* is published.

...

Minimum situations in which a supplementary prospectus must be submitted for approval

- 3.4.4 ~~EU~~ ~~Commission Delegated Regulation (EU) No 382/2014 supplementing~~
~~UK~~ ~~Directive 2003/71/EC of the European Parliament and of the Council with~~
~~regard to regulatory technical standards for publication of supplements to~~
~~the prospectus~~ *Prospectus RTS Regulation 1* provides that:

...

Article 2

Obligation to publish a supplement

A supplement to the prospectus shall be published in the following situations:

...

- (f) ~~where an issuer is seeking admission to trading on (an) additional regulated market(s) in (an) additional Member State(s) or is intending to make an offer to the public in (an) additional Member State(s) other than the one(s) provided for in the prospectus; [deleted]~~

...

4 Use of languages and third country issuers

4.1 Use of languages

Language

- 4.1.1 R ~~If an offer is made, or admission to trading is sought, only in the United Kingdom and the United Kingdom is the Home State, the A prospectus must be drawn up in English.~~

~~[Note: article 19.1 PD]~~

- 4.1.2 R ~~If an offer is made, or admission to trading is sought, in more than one EEA State including the United Kingdom and the United Kingdom is the Home State, the prospectus must be drawn up in English and must also be made available either in a language accepted by the competent authorities of each Host State or in a language customary in the sphere of international finance, at the choice of the issuer, offeror or person requesting admission (as the case may be). [deleted]~~

~~[Note: article 19.3 PD]~~

- 4.1.3 R (1) ~~If an offer is made, or admission to trading is sought, in one or more EEA States excluding the United Kingdom and the United Kingdom is the Home State, the prospectus must be drawn up in a language accepted by the competent authorities of those EEA States or in a language customary in the sphere of international finance, at the choice of the issuer, offeror or person requesting admission (as the case may be).~~

[**Note:** article 19.2 PD]

- (2) For the purpose of the scrutiny by the FCA where the United Kingdom is the Home State, the prospectus must be drawn up either in English or in another language customary in the sphere of international finance, at the choice of the issuer, offeror or person requesting admission (as the case may be). ~~[deleted]~~

[**Note:** article 19.2 PD]

- 4.1.4 R ~~If admission to trading of non-equity transferable securities whose denomination per unit amounts to at least 100,000 euros (or an equivalent amount) is sought in the United Kingdom or in one or more other EEA States, the prospectus must be drawn up in either a language accepted by the competent authorities of the Home State and Host States or in a language customary in the sphere of international finance, at the choice of the issuer, offeror or person requesting admission (as the case may be).~~
~~[deleted]~~

[**Note:** article 19.4 PD]

English Language

- 4.1.5 G ~~English is a language accepted by the FCA where the United Kingdom is a Home State or Host State.~~ ~~[deleted]~~

Language customary in the sphere of international finance

- 4.1.5A G ~~The FCA will consider a language to be customary in the sphere of international finance if documents in that language are accepted for scrutiny and filing in at least three international capital markets in each of the following:~~
- (1) ~~Europe;~~
 - (2) ~~Asia; and~~
 - (3) ~~The Americas.~~ ~~[deleted]~~

Summary to be translated into English

- 4.1.6 R ~~If:~~

- (1) ~~an offer is made in the *United Kingdom*;~~
- (2) ~~a *prospectus* relating to the *transferable securities* has been approved by the competent authority of another *EEA State* and the *prospectus* contains a *summary*; and~~
- (3) ~~the *prospectus* is drawn up in a language other than English that is customary in the sphere of international finance;~~

~~the offeror must ensure that the *summary* is translated into English.
[deleted]~~

~~[Note: article 19.2 PD]~~

4.2 Third country issuers

Approval of prospectus drawn up in accordance with third country laws

- 4.2.1 R If a *prospectus* relating to an *issuer* that has its registered office in a country that is not an ~~*EEA State*~~ the *United Kingdom* is drawn up in accordance with the legislation of that country, the *FCA* may, ~~if the *United Kingdom* is the *Home State* in relation to the *issuer*,~~ approve the *prospectus* if it is satisfied that:

- (1) the *prospectus* has been drawn up in accordance with international standards set by international securities commission organisations, including the IOSCO disclosure standards; and
- (2) the information requirements, including information of a financial nature, are equivalent to the requirements under *Part 6* of the *Act*, the *PD Regulation* and these *rules*.

~~[Note: article 20.1 PD]~~

...

5 Other provisions

...

5.3 Certificate of approval

- 5.3.1 UK Sections ~~87H and 87I~~ of the *Act* provide:

Prospectus approved in another EEA State

87H (1) ~~A *prospectus* approved by the competent authority of an *EEA State* other than the *United Kingdom* is not an approved *prospectus* for the purposes of section 85 unless that authority has notified ESMA and provided the competent authority with —~~

- ~~(a) a certificate of approval;~~

- (b) ~~a copy of the prospectus as approved; and~~
 - (c) ~~if requested by the [FCA], a translation of the summary of the prospectus.~~
- (2) ~~A document is not a certificate of approval unless it states that the prospectus—~~
- (a) ~~has been drawn up in accordance with the prospectus directive; and~~
 - (b) ~~has been approved, in accordance with that directive, by the competent authority providing the certificate.~~
- (3) ~~A document is not a certificate of approval unless it states whether (and, if so, why) the competent authority providing it authorised, in accordance with the prospectus directive, the omission from the prospectus of information which would otherwise have been required to be included.~~
- (3A) ~~The competent authority must publish on its website a list of certificates of approval provided to it in accordance with this section.~~
- (3B) ~~The list referred to in subsection (3A) must—~~
- (a) ~~be kept up to date;~~
 - (b) ~~retain items on it for a period of at least 12 months; and~~
 - (c) ~~include hyperlinks to any certificate of approval and prospectus published on the website of—~~
 - (i) ~~the competent authority of the EEA State which provided the certificate;~~
 - (ii) ~~the issuer; or~~
 - (iii) ~~the regulated market where admission to trading is sought.~~
- (4) ~~“Prospectus” includes a supplementary prospectus.~~

Provision of information to host Member State

- 87I (1) ~~The [FCA] must, if requested to do so, supply the competent authority of a specified EEA State with—~~
- (a) ~~a certificate of approval;~~
 - (b) ~~a copy of the specified prospectus (as approved by the [FCA]); and~~

- (e) ~~a translation of the summary of the specified prospectus (if the request states that one has been requested by the other competent authority).~~
- (1A) ~~If the competent authority supplies a certificate of approval to the competent authority of the specified EEA State, it must also supply a copy of that certificate to—~~
- (a) ~~the person who made the request under this section; and~~
 - (b) ~~ESMA~~
- (2) ~~Only the following may make a request under this section—~~
- (a) ~~the issuer of the transferable securities to which the specified prospectus relates;~~
 - (b) ~~a person who wishes to offer the transferable securities to which the specified prospectus relates to the public in an EEA State other than (or as well as) the United Kingdom;~~
 - (c) ~~a person requesting the admission of the transferable securities to which the specified prospectus relates to a regulated market situated or operating in an EEA State other than (or as well as) the United Kingdom.~~
- (3) ~~A certificate of approval must state that the prospectus—~~
- (a) ~~has been drawn up in accordance with this Part and the prospectus directive; and~~
 - (b) ~~has been approved, in accordance with those provisions, by the [FCA].~~
- (4) ~~A certificate of approval must state whether (and, if so, why) the [FCA] authorised, in accordance with section 87B, the omission from the prospectus of information which would otherwise have been required to be included.~~
- (5) ~~The [FCA] must comply with a request under this section—~~
- (a) ~~if the prospectus has been approved before the request is made, within 3 working days beginning with the date the request is received; or~~
 - (b) ~~if the request is submitted with an application for the approval of the prospectus, on the first working day after the date on which it approves the prospectus.~~
- (6) ~~“Prospectus” includes a supplementary prospectus.~~

(7) ~~“Specified” means specified in a request made for the purposes of this section. [deleted]~~

Requests to the FCA to supply a certificate of approval

5.3.2 R (1) ~~This rule applies to a request by a person to the FCA to supply information referred to in section 87I of the Act to the competent authority of a relevant Host State.~~

(2) ~~The request must be in writing and must include:~~

(a) ~~the relevant prospectus as approved (if it has already been approved); and~~

(b) ~~a translation of the summary if required by the competent authority of a relevant host State.~~

~~[Note: See PR 3.1.1EU for the additional requirements where a request is made prior to the approval of a prospectus] [deleted]~~

5.3.3 G ~~The FCA will inform the person who made the request as soon as practicable after it has supplied the information to the other competent authority. [deleted]~~

Certificate received from another competent authority

5.3.4 G ~~If the FCA receives information referred to in section 87H from another competent authority it will as soon as practicable give notice on the FCA website that it has received the information. [deleted]~~

5.5 Persons responsible for a prospectus

...

Rules only apply if UK is Home State

5.5.2 R ~~The rules in this section only apply in respect of a prospectus if the United Kingdom is the Home State for the issuer in relation to the transferable securities to which the prospectus relates. [deleted]~~

...

Appendix 1	Relevant definitions
App 1.1	Relevant definitions
1.1.1	Note: The following definitions relevant to the prospectus rules are extracted from the Glossary.
Insert the following new definitions in the appropriate alphabetical position and amend the existing definitions as shown.	

...	
<i>credit institution</i>	as defined in article 4(1)(1) of the <i>EUCRR</i> <u>has the meaning in article 4(1)(1) of the <i>UK CRR</i>.</u>
...	
<i>EEA State</i>	<p>(in accordance with paragraph 8 of Schedule 3 to the Act (EEA Passport Rights)) a State which is a contracting party to the agreement on the European Economic Area signed at Oporto on 2 May 1992, as it has effect for the time being; as at 1 May 2004, the following are the <i>EEA States</i>: Austria, Belgium, Cyprus, the Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, the Netherlands, Norway, Poland, Portugal, the Slovak Republic, Slovenia, Spain, Sweden and the <i>United Kingdom</i>.</p> <p><u>(in accordance with Schedule 1 to the Interpretation Act 1978, in relation to any time:</u></p>
	(a) <u>a state which at that time is a member State; or</u>
	(b) <u>any other state which is at that time a party to the EEA agreement.</u>
	<u>[Note: Current non-member State parties to the EEA agreement are Norway, Iceland and Lichtenstein.]</u>
...	
<i>Home Member State or Home State</i>	(as defined in <i>section 102C</i> of the Act) in relation to an issuer of <i>transferable securities</i> , the <i>EEA State</i> which is the “home Member State” for the purposes of the <i>prospectus directive</i> (which is to be determined in accordance with Article 2.1(m) of that directive.
<i>Host Member State or Host State</i>	(as defined in Article 2.1(n) of the <i>prospectus directive</i>) the State where an offer to the public is made or admission to trading is sought, when different from the <i>home Member State</i> .
...	
<i>PD Regulation</i>	<u>the <i>United Kingdom</i> version of the Prospectus Directive Regulation (No 2004/809/EC), which is part of <i>United Kingdom</i> law by virtue of the <i>EUWA</i>.</u>
...	
<i>PRIIPS Regulation</i>	<u>the <i>United Kingdom</i> version of Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November</u>

	2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs), which is part of <u>United Kingdom law by virtue of the EUWA</u> . http://data.europa.eu/eli/reg/2014/1286/oj
...	
<i>prospectus</i>	a <i>prospectus</i> required under the <i>prospectus directive</i> <u>the Act</u> .
...	
<i>Prospectus Regulation</i>	<u>the United Kingdom 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 United Kingdom law by virtue of the EUWA.</u>
<i>Prospectus RTS Regulations</i>	(1) <u>the United Kingdom version of Commission Delegated Regulation (EU) No 382/2014 supplementing Directive 2003/71/EC of the European Parliament and of the Council with regard to regulatory technical standards for publication of supplements to the prospectus, which is part of United Kingdom law by virtue of the EUWA; and</u>
	(2) <u>the United Kingdom version of Commission Delegated Regulation (EU) 2016/301 supplementing Directive 2003/71/EC of the European Parliament and of the Council with regard to regulatory technical standards for approval and publication of the prospectus and dissemination of advertisements and amending Commission Regulation (EC) No 809/2004, which is part of United Kingdom law by virtue of the EUWA.</u>
<u><i>Prospectus RTS Regulation 1</i></u>	<u>the United Kingdom version of Commission Delegated Regulation (EU) No 382/2014 supplementing Directive 2003/71/EC of the European Parliament and of the Council with regard to regulatory technical standards for publication of supplements to the prospectus, which is part of United Kingdom law by virtue of the EUWA.</u>
<u><i>Prospectus RTS Regulation 2</i></u>	<u>the United Kingdom version of Commission Delegated Regulation (EU) 2016/301 supplementing Directive 2003/71/EC of the European Parliament and of the Council with regard to regulatory technical standards for approval and publication of the prospectus and dissemination of advertisements and amending Commission Regulation (EC) No 809/2004, which is part of United Kingdom law by virtue of the EUWA.</u>
...	

<i>Public international body</i>	(as defined in the <i>PD Regulation</i>) a legal entity of public nature established by an international treaty between sovereign States and of which one or more Member <u>sovereign</u> States are members.	
<i>qualified investor</i>	(as defined in section 86(7) of the <i>Act</i>) in relation to an <i>offer</i> of <i>transferable securities</i> :	
	(a)	a person or entity described in points (1) to (4) of Section I of Annex II to <i>MiFID</i> <u>paragraph 3 of Schedule 1 to the <i>markets in financial instruments regulation</i></u> , other than a <i>person</i> who, before the making of the <i>offer</i> , has agreed in writing with the relevant firm (or each of the relevant firms) to be treated as a <i>non-professional client</i> in accordance with <i>MiFID</i> paragraph 4 of that Schedule ; or
	(b)	a <i>person</i> who has made a request to one or more relevant firms to be treated as a <i>professional client</i> in accordance with Section II of Annex II to <i>MiFID</i> paragraphs 5 and 6 of that Schedule and has not subsequently, but before the making of the <i>offer</i> , agreed in writing with the relevant firm (or each of the relevant firms) to be treated as a <i>non-professional client</i> in accordance with the final paragraph of Section I of Annex II of <i>MiFID</i> paragraph 4 of that Schedule ; or
	(c)	a <i>person</i> who is an <i>eligible counterparty</i> in accordance with article 30 of <i>MiFID</i> and has not, before the making of the <i>offer</i>, agreed in writing with the relevant firm (or each of the relevant firms) to be treated as a <i>non-professional client</i> in accordance with the final paragraph of Section I of Annex II of <i>MiFID</i> ; or -
		(i) <u>is an <i>eligible counterparty</i> for the purposes of [COBS 3.6], and</u>
		(ii) <u>has not, before the making of the <i>offer</i>, agreed in writing with the relevant firm (or each of the relevant firms) to be treated as a <i>non-professional client</i> in accordance with paragraph 4 of Schedule 1 to the <i>markets in financial instruments regulation</i></u> ; or
	(d)	a person whom:
	(i)	any relevant firm was authorised to continue to treat as a <i>professional client</i> immediately before 3 January 2018 by virtue of article 71.6 of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments; and

	(ii)	the firm may continue to treat as a <i>professional client</i> from 3 January 2018 <u>was entitled immediately before <i>exit day</i> to continue to treat as a <i>professional client</i> by virtue of Section II.2 of Annex II to <i>MiFID</i>.</u>
...		
<i>regulated information</i>		(as defined in the <i>PD Regulation</i>) all information which the issuer, or any person who has applied for the admission of securities to trading on a regulated market without the issuer's consent, is required to disclose under Directive 2001/34/EC or under Article 6 of Directive 2003/6/EC <u>all information which an issuer, or any other person who has applied for the admission of <i>financial instruments</i> to trading on a regulated market without the issuer's consent, is required to disclose under:</u>
	(a)	<u><i>DTR</i>; or</u>
	(b)	<u>articles 17 to 19 of the <i>Market Abuse Regulation</i>; or</u>
	(c)	<u><i>LR</i>.</u>
<i>regulated market</i>		a multilateral system operated and/or managed by a <i>market operator</i>, which brings together or facilitates the bringing together of multiple third-party buying and selling interests in <i>financial instruments</i> in the system and in accordance with its non-discretionary rules in a way that results in a contract, in respect of the <i>financial instruments</i> admitted to trading under its rules and/or systems, and which is authorised and functions regularly and in accordance with the Title III of <i>MiFID</i>. <u>a regulated market which is a <i>UK RIE</i>.</u> [Note: article 4(1)(21) 2(1)(13A) of <i>MiFID MiFIR</i>]
...		
<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>MiFID MiFIR</i> , other than money-market instruments for the purposes of that directive <u><i>MiFIR</i> which have a maturity of less than 12 months.</u>
		Note: In the <i>prospectus directive</i> and <i>PD regulation</i> , the Commission <u>uses the term "security" rather than "transferable security" is used.</u>
...		

App 3	Schedules and Building Blocks and Table of Combinations of Schedules and Building Blocks	
3.1 EU <u>UK</u>	The following <i>schedules</i> and <i>building blocks</i> and tables of combinations are copied from the <i>PD Regulation</i> :	
	...	
	ANNEX I	
		Minimum Disclosure Requirements for the Share Registration Document (schedule)
	...	
	19.	RELATED PARTY TRANSACTIONS
		Details of related party transactions (which for these purposes are those set out in the Standards adopted according to the Regulation (EC) No 1606/2002 <u>UK-adopted international accounting standards or UK accounting standards</u>), that the issuer has entered into during the period covered by the historical financial information and up to the date of the registration document, must be disclosed in accordance with the respective standard adopted according to Regulation (EC) No 1606/2002 <u>UK-adopted international accounting standards or UK accounting standards</u> if applicable.
	...	
	20.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES
	20.1	<u>Historical Financial Information</u>
		Audited historical financial information covering the latest 3 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 36 months, or the entire period for which the issuer has been in operation, whichever is the shorter. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member State national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. If such financial information is not equivalent to these standards, it must be presented in the form of restated financial statements.

		<p><u>In relation to a financial year beginning on or before the day on which exit day falls, such financial information must be prepared as mentioned in Article 35.</u></p> <p><u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in the United Kingdom, such financial information must be prepared in accordance with:</u></p>
	(a)	<u>UK-adopted international accounting standards, or</u>
	(b)	<u>if those standards are not applicable, UK accounting standards.</u>
		<p><u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in a country outside the United Kingdom, such financial information must be prepared in accordance with:</u></p>
	(a)	<u>UK-adopted international accounting standards,</u>
	(b)	<u>one of the accounting standards referred to in Article 35(5), or</u>
	(c)	<u>national accounting standards of that country that are equivalent to UK-adopted international accounting standards.</u>
		<p><u>For an issuer established in a country outside the United Kingdom, if such financial information is not prepared in accordance with the required standards, it must be presented in the form of restated financial statements.</u></p>
		...
		<p>If the issuer has been operating in its current sphere of economic activity for less than one year, the audited historical financial information covering that period must be prepared in accordance with the standards applicable to annual financial statements under the Regulation (EC) No 1606/2002, or if not applicable to a Member State national accounting standards where the issuer is an issuer from the Community. For third country issuers, the historical financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards <u>the standards that would apply under the second, third or fourth subparagraph to an annual financial statement in respect of a financial year beginning at the time when that period began.</u> This historical financial information must be audited.</p>
		...
		<p>The historical annual financial information must be independently audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view, in accordance with auditing</p>

		standards applicable in a Member State <u>the United Kingdom</u> or an equivalent standard.
		...
		ANNEX IV
		Minimum Disclosure Requirements for the Debt and Derivative Securities Registration Document (schedule)
		(Debt and derivative securities with a denomination per unit of less than EUR 100 000)
		...
	13.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES
	13.1	<u>Historical Financial Information</u>
		Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is the shorter. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member States national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. If such financial information is not equivalent to these standards, it must be presented in the form of restated financial statements.
		<u>In relation to a financial year beginning on or before the day on which exit day falls, such financial information must be prepared as mentioned in Article 35.</u> <u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in the United Kingdom, such financial information must be prepared in accordance with—</u>
		(a) <u>UK-adopted international accounting standards, or</u>
		(b) <u>if those standards are not applicable, UK accounting standards.</u>
		<u>In relation to a financial year beginning after the day on which exit day falls,</u>

		<u>for issuers established in a country outside the United Kingdom, such financial information must be prepared in accordance with:</u>
	(a)	<u>UK-adopted international accounting standards,</u>
	(b)	<u>one of the accounting standards referred to in Article 35(5), or</u>
	(c)	<u>national accounting standards of that country that are equivalent to UK-adopted international accounting standards.</u>
		<u>For an issuer established in a country outside the United Kingdom, if such financial information is not prepared according to the required standards, it must be presented in the form of restated financial statements.</u>
		...
		If the issuer has been operating in its current sphere of economic activity for less than one year, the audited historical financial information covering that period must be prepared in accordance with the standards applicable to annual financial statements under the Regulation (EC) No 1606/2002, or if not applicable to a Member States national accounting standards where the issuer is an issuer from the Community. For third country issuers, the historical financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards <u>the standards that would apply under the second, third or fourth subparagraph to an annual financial statement in respect of a financial year beginning at the time when that period began.</u> This historical financial information must be audited.
		...
		The historical annual financial information must have been independently audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view, in accordance with auditing standards applicable in a Member State <u>the United Kingdom</u> or an equivalent standard.
		...
	ANNEX VII	
		Minimum Disclosure Requirements for Asset Backed Securities Registration Document (schedule)
		...
	8.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION, AND

		PROFITS AND LOSSES
	...	
	8.2	Historical Financial Information
		<p>Where, since the date of incorporation or establishment, an issuer has commenced operations and financial statements have been made up, the registration document must contain audited historical financial information covering the latest 2 financial years (or shorter period that the issuer has been in operation) and the audit report in respect of each year. If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is the shorter. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member State's national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. If such financial information is not equivalent to these standards, it must be presented in the form of restated financial statements.</p>
		<p><u>In relation to a financial year beginning on or before the day on which exit day falls, such financial information must be prepared as mentioned in Article 35.</u></p> <p><u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in the United Kingdom, such financial information must be prepared in accordance with:</u></p>
	(a)	<u>UK-adopted international accounting standards, or</u>
	(b)	<u>if those standards are not applicable, UK accounting standards.</u>
		<p><u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in a country outside the United Kingdom, such financial information must be prepared in accordance with:</u></p>
	(a)	<u>UK-adopted international accounting standards,</u>
	(b)	<u>one of the accounting standards referred to in Article 35(5), or</u>
	(c)	<u>national accounting standards of that country that are equivalent to UK-adopted international accounting standards.</u>
		<u>For an issuer established in a country outside the United Kingdom, if such</u>

		<u>financial information is not prepared according to the required standards, it must be presented in the form of restated financial statements.</u>
		...
		If the issuer has been operating in its current sphere of economic activity for less than one year, the audited historical financial information covering that period must be prepared in accordance with the standards applicable to annual financial statements under Regulation (EC) No 1606/2002, or if not applicable to a Member State's national accounting standards where the issuer is from the Community. For third country issuers, the historical financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards <u>the standards that would apply under the second, third or fourth subparagraph to an annual financial statement in respect of a financial year beginning at the time when that period began.</u> This historical financial information must be audited.
		...
		The historical annual financial information must be independently audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view, in accordance with auditing standards applicable in a Member State <u>the United Kingdom</u> or an equivalent standard.
	8.2 bis	...
		Where, since the date of incorporation or establishment, an issuer has commenced operations and financial statements have been made up, the registration document must contain audited historical financial information covering the latest 2 financial years (or shorter period that the issuer has been in operation) and the audit report in respect of each year. If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is the shorter. Such financial information must be prepared according to Regulation (EC) No 1606/2002 or, if not applicable, to a Member State's national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. Otherwise, the following information must be included in the registration document:
		(a) a prominent statement that the financial information included in the registration document has not been prepared in accordance with the

			international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information; [deleted]
		(b)	immediately following the historical financial information a narrative description of the differences between the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 and the accounting principles adopted by the issuer in preparing its annual financial statements. [deleted]
			<u>In relation to a financial year beginning on or before the day on which exit day falls, such financial information must be prepared as mentioned in Article 35.</u> <u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in the United Kingdom, such financial information must be prepared in accordance with:</u>
		(a)	<u>UK-adopted international accounting standards, or</u>
		(b)	<u>if those standards are not applicable, UK accounting standards.</u>
			<u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in a country outside the United Kingdom, such financial information must be prepared in accordance with:</u>
		(a)	<u>UK-adopted international accounting standards,</u>
		(b)	<u>one of the accounting standards referred to in Article 35(5), or</u>
		(c)	<u>national accounting standards of that country that are equivalent to UK-adopted international accounting standards.</u>
			<u>For an issuer established in a country outside the United Kingdom, if such financial information is not prepared according to the required standards, the following information must be included in the registration document:</u>
		(a)	<u>a prominent statement that the financial information included in the registration document has not been prepared:</u>
		(i)	<u>in the case of a financial year beginning on or before the day on which exit day falls, in accordance with International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union, or</u>
		(ii)	<u>in the case of a financial year beginning after that day, in accordance with UK-adopted international accounting</u>

			<u>standards, and</u>
		(b)	<u>immediately following the historical financial information, a narrative description of the differences between whichever of those international standards is relevant and the accounting principles adopted by the issuer in preparing its annual financial statements.</u>
			...
			The historical annual financial information must be independently audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view, in accordance with auditing standards applicable in a Member State <u>the United Kingdom</u> or an equivalent standard.
			...
			...
			ANNEX IX
			Minimum Disclosure Requirements for the Debt and Derivative securities Registration Document (schedule)
			(Debt and derivative securities with a denomination per unit of at least EUR 100 000)
			...
		11.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES
		11.1	<u>Historical Financial Information</u>
			Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is the shorter. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member State's national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. Otherwise, the following information must be included in the registration document:
		(a)	a prominent statement that the financial information included in the

			<p>registration document has not been prepared in accordance with the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information; [deleted]</p>
		(b)	<p>immediately following the historical financial information a narrative description of the differences between the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 and the accounting principles adopted by the issuer in preparing its annual financial statements; [deleted]</p>
			<p><u>In relation to a financial year beginning on or before the day on which exit day falls, such financial information must be prepared as mentioned in Article 35.</u></p> <p><u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in the United Kingdom, such financial information must be prepared in accordance with:</u></p>
		(a)	<u>UK-adopted international accounting standards, or</u>
		(b)	<u>if those standards are not applicable, UK accounting standards.</u>
			<p><u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in a country outside the United Kingdom, such financial information must be prepared in accordance with:</u></p>
		(a)	<u>UK-adopted international accounting standards,</u>
		(b)	<u>one of the accounting standards referred to in Article 35(5), or</u>
		(c)	<u>national accounting standards of that country that are equivalent to UK-adopted international accounting standards.</u>
			<p><u>For an issuer established in a country outside the United Kingdom, if such financial information is not prepared according to the required standards, the following information must be included in the registration document:</u></p>
		(a)	<u>a prominent statement that the financial information included in the registration document has not been prepared:</u>
		(i)	<u>in the case of a financial year beginning on or before the day on which exit day falls, in accordance with International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union, or</u>

		(ii)	<u>in the case of a financial year beginning after the day on which exit day falls, in accordance with UK-adopted international accounting standards, and</u>
		(b)	<u>immediately following the historical financial information, a narrative description of the differences between whichever of those international standards is relevant and the accounting principles adopted by the issuer in preparing its annual financial statements.</u>
		...	
			The historical annual financial information must be independently audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view, in accordance with auditing standards applicable in a Member State <u>the United Kingdom</u> or an equivalent standard. Otherwise, the following information must be included in the registration document:
		...	
	...		
	ANNEX X		
			Minimum Disclosure Requirements for the Depository Receipts issued over shares (schedule)
			INFORMATION ABOUT THE ISSUER OF UNDERLYING SHARES
	...		
	19.		RELATED PARTY TRANSACTIONS
			Details of related party transactions (which for these purposes are those set out in the Standards adopted according to Regulation (EC) No 1606/2002 <u>UK-adopted international accounting standards or UK accounting standards</u>), that the issuer has entered into during the period covered by the historical financial information and up to the date of the prospectus must be disclosed in accordance with the respective standard adopted according to Regulation (EC) No 1606/2002 <u>UK-adopted international accounting standards or United Kingdom accounting standards</u> if applicable.
		...	
	20.		FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES
	20.1		<u>Historical Financial Information</u>
			Audited historical financial information covering the latest 3 financial years

		(or such shorter period that the issuer has been in operation), and the audit report in respect of each year. If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 36 months, or the entire period for which the issuer has been in operation, whichever is the shorter. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member State's national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. If such financial information is not equivalent to these standards, it must be presented in the form of restated financial statements.
		<u>In relation to a financial year beginning on or before the day on which exit day falls, such financial information must be prepared as mentioned in Article 35.</u> <u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in the United Kingdom, such financial information must be prepared in accordance with:</u>
	(a)	<u>UK-adopted international accounting standards, or</u>
	(b)	<u>if those standards are not applicable, UK accounting standards.</u>
		<u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in a country outside the United Kingdom, such financial information must be prepared in accordance with:</u>
	(a)	<u>UK-adopted international accounting standards,</u>
	(b)	<u>one of the accounting standards referred to in Article 35(5), or</u>
	(c)	<u>national accounting standards of that country that are equivalent to UK-adopted international accounting standards.</u>
		<u>For an issuer established in a country outside the United Kingdom, if such financial information is not prepared in accordance with the required standards, it must be presented in the form of restated financial statements.</u>
		...
		If the issuer has been operating in its current sphere of economic activity for less than one year, the audited historical financial information covering that period must be prepared in accordance with the standards applicable to annual financial statements under Regulation (EC) No 1606/2002, or if not

		<p>applicable to a Member State's national accounting standards where the issuer is an issuer from the Community. For third country issuers, the historical financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards <u>the standards that would apply under the second, third or fourth subparagraph to an annual financial statement in respect of a financial year beginning at the time when that period began.</u> This historical financial information must be audited.</p>
		<p>The historical annual financial information must be independently audited or reported on as to whether or not, for the purposes of the prospectus, it gives a true and fair view, in accordance with auditing standards applicable in a Member State <u>the United Kingdom</u> or an equivalent standard.</p>
	20.1 bis	...
		<p>Audited historical financial information covering the latest 3 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 36 months, or the entire period for which the issuer has been in operation, whichever is the shorter. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member State's national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. Otherwise, the following information must be included in the prospectus:</p>
		<p>(a) a prominent statement that the financial information included in the registration document has not been prepared in accordance with the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information; [deleted]</p>
		<p>(b) immediately following the historical financial information a narrative description of the differences between the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 and the accounting principles adopted by the issuer in preparing its annual financial statements. [deleted]</p>
		<p><u>In relation to a financial year beginning on or before the day on which exit day falls, such financial information must be prepared as mentioned in</u></p>

		<u>Article 35.</u>	
		<u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in the United Kingdom, such financial information must be prepared in accordance with:</u>	
	(a)	<u>UK-adopted international accounting standards, or</u>	
	(b)	<u>if those standards are not applicable, UK accounting standards.</u>	
		<u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in a country outside the United Kingdom, such financial information must be prepared in accordance with:</u>	
	(a)	<u>UK-adopted international accounting standards,</u>	
	(b)	<u>one of the accounting standards referred to in Article 35(5), or</u>	
	(c)	<u>national accounting standards of that country that are equivalent to UK-adopted international accounting standards.</u>	
		<u>For an issuer established in a country outside the United Kingdom, if such financial information is not prepared according to the required standards, the following information must be included in the registration document—</u>	
	(a)	<u>a prominent statement that the financial information included in the registration document has not been prepared:</u>	
		(i)	<u>in the case of a financial year beginning on or before the day on which exit day falls, in accordance with International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union, or</u>
		(ii)	<u>in the case of a financial year beginning after the day on which exit day falls, in accordance with UK-adopted international accounting standards, and</u>
	(b)	<u>immediately following the historical financial information, a narrative description of the differences between whichever of those international standards is relevant and the accounting principles adopted by the issuer in preparing its annual financial statements.</u>	
		...	
		The historical annual financial information must be independently audited or reported on as to whether or not, for the purposes of the prospectus, it gives a true and fair view, in accordance with auditing standards applicable in a Member State <u>the United Kingdom</u> or an equivalent standard. Otherwise, the following information must be included in the prospectus:	

		...	
		...	
	ANNEX XI		
	MINIMUM DISCLOSURE REQUIREMENTS FOR THE BANKS REGISTRATION DOCUMENT (SCHEDULE)		
		...	
	11.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
	11.1	<u>Historical Financial Information</u>	
		<p>Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is the shorter. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member State national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. If such financial information is not equivalent to these standards, it must be presented in the form of restated financial statements.</p>	
		<p><u>In relation to a financial year beginning on or before the day on which exit day falls, such financial information must be prepared as mentioned in Article 35.</u></p> <p><u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in the United Kingdom, such financial information must be prepared in accordance with:</u></p>	
		(a)	<u>UK-adopted international accounting standards, or</u>
		(b)	<u>if those standards are not applicable, UK accounting standards.</u>
		<p><u>In relation to a financial year beginning after the day on which exit day falls, for issuers established in a country outside the United Kingdom, such financial information must be prepared in accordance with:</u></p>	

	(a)	<u>UK-adopted international accounting standards,</u>
	(b)	<u>one of the accounting standards referred to in Article 35(5), or</u>
	(c)	<u>national accounting standards of that country that are equivalent to UK-adopted international accounting standards.</u>
		<u>For an issuer established in a country outside the United Kingdom, if such financial information is not prepared according to the required standards, it must be presented in the form of restated financial statements.</u>
		...
		If the issuer has been operating in its current sphere of economic activity for less than one year, the audited historical financial information covering that period must be prepared in accordance with the standards applicable to annual financial statements under Regulation (EC) No 1606/2002, or if not applicable to a Member State national accounting standards where the issuer is an issuer from the Community. For third country issuers, the historical financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards <u>the standards that would apply under the second, third or fourth subparagraph to an annual financial statement in respect of a financial year beginning at the time when that period began.</u> This historical financial information must be audited. If the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least the following:
		...
		The historical annual financial information must be independently audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view, in accordance with auditing standards applicable in a Member State <u>the United Kingdom</u> or an equivalent standard.
		...
		ANNEX XV
		Minimum disclosure requirements for the registration document for securities issued by collective investment undertakings of the closed-end type (schedule)
		...
	2.	Investment Restrictions

	...	
	2.9	Item 2.2 does not apply to investment in securities issued or guaranteed by a government, government agency or instrumentality of any Member State , its regional or local authorities, or OECD Member State .
	...	
ANNEX XVI		
		Minimum Disclosure Requirements for the Registration Document for securities issued by Member States, third countries <u>States</u> and their regional and local authorities (schedule)
	...	
ANNEX XXI		
		List of additional information in final terms
ADDITIONAL INFORMATION		
		Example(s) of complex derivatives securities as referred to in recital 18 of the Prospectus Regulation <u>such as shares resulting from the conversion or exchange of other securities or from the exercise of the rights conferred by other securities</u>
	...	
ANNEX XXII		
		Disclosure requirements in summaries
Guide to using the Tables:		
	...	
	7.	Where a prospectus relates to the admission to trading on a regulated market of non-equity securities having a denomination of at least EUR 100 000 in accordance with either or both of Annexes IX or XIII and a summary is required by a Member State in accordance with Articles 5(2) and 19(4) of Directive 2003/71/EC <u>by section 87A(5) of [the Act]</u> , or is produced on a voluntary basis, the disclosure requirements for the summary in relation to Annexes IX and XIII are as set out in the Tables. Where an issuer is not under an obligation to include a summary in a prospectus but wishes to produce some overview section in the prospectus, it should ensure that it is not titled “ <i>summary</i> ” unless it complies with all the disclosure requirements for summaries.
Section A – Introduction and warnings		

		Annexes	Element	Disclosure requirement
		All	A.1	Warning that:
				<ul style="list-style-type: none"> • [this] summary should be read as introduction to the prospectus;
				<ul style="list-style-type: none"> • any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor;
				<ul style="list-style-type: none"> • where a claim relating to the information contained in [the] prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the prospectus before the legal proceedings are initiated; and
				<ul style="list-style-type: none"> • civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or it

				does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.
	
		...		
	ANNEX XXIII			
		Proportionate Schedule for Minimum Disclosure Requirements for the Share Registration Document for Rights Issues		
	...			
	14.	RELATED PARTY TRANSACTIONS		
		<p><u>If International Financial Reporting Standards adopted according to the Regulation (EC) No 1606/2002 do not apply</u> <u>If UK-adopted international accounting standards or, in relation to financial years beginning on or before the day on which exit day falls, International Accounting Standards adopted according to Regulation (EC) No 1606/2002 as it applies in the European Union, do not apply</u> to the issuer, the following information must be disclosed for the period covered by the historical financial information and up to the date of the registration document:</p>		
		...		
		<p><u>If international Financial Reporting Standards adopted according to the Regulation (EC) No 1606/200 apply</u> <u>If UK-adopted international accounting standards or, in relation to financial years beginning on or before the day on which exit day falls, International Accounting Standards adopted according to Regulation (EC) No 1606/2002 as it applies in the European Union, apply</u> to the issuer, the above information must be disclosed only for the transactions occurred since the end of the last financial period for which audited financial information have been published.</p>		
	15.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		
	15.1	Historical Financial Information		
		Audited historical financial information covering the last financial year (or		

		such shorter period that the issuer has been in operation and the audit report. If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 12 months, or the entire period for which the issuer has been in operation, whichever is the shorter. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member State national accounting standards for issuers from the European Union.
		<u>In relation to a financial year beginning on or before the day on which exit day falls, such financial information must be prepared as mentioned in Article 35.</u> <u>For an issuer established in the United Kingdom, in respect of a financial year beginning on or before the day on which exit day falls, such financial information must be prepared in accordance with:</u>
	(a)	<u>UK-adopted international accounting standards, or</u>
	(b)	<u>if those standards are not applicable, UK accounting standards.</u>
		For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. If such financial information is not equivalent to these standards, it must be presented in the form of restated financial statements. <u>For an issuer established in a country outside the United Kingdom, in respect of a financial year beginning after the day on which exit day falls, such financial information must be prepared in accordance with:</u>
	(a)	<u>UK-adopted international accounting standards,</u>
	(b)	<u>one of the accounting standards referred to in Article 35(5), or</u>
	(c)	<u>national accounting standards of that country that are equivalent to UK-adopted international accounting standards.</u>
		<u>For an issuer established in a country outside the United Kingdom, if such financial information is not prepared according to the required standards, it must be presented in the form of restated financial statements.</u>
		...
		If the issuer has been operating in its current area of economic activity for less than one year, the audited historical financial information covering that period must be prepared in accordance with the standards applicable to annual financial statements under Regulation (EC) No 1606/2002, or if not applicable to a Member State national accounting standards where the issuer is an issuer from the European Union. For third country issuers, the

		historical financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards <u>the standards that would apply under the second, third or fourth subparagraph to an annual financial statement in respect of a financial year beginning at the time when that period began.</u> This historical financial information must be audited.
		...
	...	
	ANNEX XXV	
		Proportionate Schedule for Minimum Disclosure Requirements for the Share Registration Document for SMEs and companies with reduced market capitalisation
		...
	9.	OPERATING AND FINANCIAL REVIEW
		The issuer must disclose the following information if the Annual Reports, presented and prepared in accordance with Article 46 of Directive 78/660/EEC and Article 36 of Directive 83/349/EEC <u>Part 15 of the Companies Act 2006</u> for the periods covered by the historical financial information, are not included in or annexed to the prospectus:
		...
	19.	RELATED PARTY TRANSACTIONS
		If International Financial Reporting Standards adopted according to the Regulation (EC) No 1606/2002 do not apply <u>If UK-adopted international accounting standards or, in relation to financial years beginning on or before the day on which exit day falls, International Accounting Standards adopted according to Regulation (EC) No 1606/2002 as it applies in the European Union, do not apply</u> to the issuer, the following information must be disclosed for the period covered by the historical financial information and up to the date of the registration document:
		...
		If international Financial Reporting Standards adopted according to the Regulation (EC) No 1606/2002 apply <u>If UK-adopted international accounting standards or, in relation to financial years beginning on or before the day on which exit day falls, International Accounting Standards adopted according to Regulation (EC) No 1606/2002 as it applies in the European Union, apply</u> to the issuer, the above information must be disclosed only for the transactions occurred since the end of the last financial period for which audited financial information have been published.

20.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
20.1	Historical Financial Information	
	A statement that audited historical financial information covering the latest two financial years (or such shorter period that the issuer has been in operation) have been prepared according to Regulation (EC) No 1606/2002, or, if not applicable, to a Member State national accounting standards for issuers from the European Union in accordance with the required accounting standards, and where own and consolidated financial statements as the case may be can be obtained.	
	<u>For issuers established in the United Kingdom, the required accounting standards are:</u>	
	(a)	<u>in relation to financial years beginning on or before the day on which exit day falls, the standards required by Article 35, and</u>
	(b)	<u>in relation to financial years beginning after the day on which exit day falls, UK-adopted international accounting standards, or if not applicable, UK accounting standards.</u>
	...	
	For third country issuers, a statement that such financial information have been prepared and audited according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards <u>For issuers established in a country outside the United Kingdom, a statement that such financial information has been prepared and audited in accordance with the required accounting standards, and where it can be obtained. If such financial information is not equivalent to these standards, a statement that it has been prepared in the form of restated financial statements, and where it can be obtained.</u>	
	<u>For issuers established in a country outside the United Kingdom, the required accounting standards are:</u>	
	(a)	<u>in relation to financial years beginning on or before the day on which exit day falls, the standards required by Article 35, and</u>
	(b)	<u>in relation to financial years beginning after the day on which exit day falls, UK-adopted international accounting standards, one of the standards referred to in Article 35(5), or that country's national accounting standards that are equivalent to UK-adopted international accounting standards.</u>
	...	

ANNEX XXVI	
	Proportionate Schedule for Minimum Disclosure Requirements for the Debt and Derivative Securities <100 000 EUR Registration Document for SMEs and companies with reduced market capitalisation [see footnote in Regulation (EU) No 486/2012]
	...
13.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES
13.1	Historical Financial Information
	A statement that audited historical financial information covering the last financial year (or such shorter period that the issuer has been in operation) have been prepared according to Regulation (EC) No 1606/2002, or, if not applicable, to a Member State national accounting standards for issuers from the European Union <u>in accordance with the required accounting standards,</u> and where own and consolidated financial statements as the case may be can be obtained.
	<u>For issuers established in the United Kingdom, the required accounting standards are:</u>
	(a) <u>in relation to financial years beginning on or before the day on which exit day falls, the standards required by Article 35, and</u>
	(b) <u>in relation to financial years beginning after the day on which exit day falls, UK-adopted international accounting standards, or if not applicable, UK accounting standards.</u>
	...
	For third country issuers, a statement that such financial information have been prepared and audited according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards <u>For issuers established in a country outside the United Kingdom, a statement that such financial information has been prepared and audited in accordance with the required accounting standards,</u> and where it can be obtained. If such financial information is not equivalent to these standards, a statement that it has been prepared in the form of restated financial statements, and where it can be obtained.
	<u>For issuers established in a country outside the United Kingdom, the required accounting standards are:</u>
	(a) <u>in relation to financial years beginning on or before the day on which</u>

		<u>exit day falls, the standards required by Article 35, and</u>
	(b)	<u>in relation to financial years beginning after the day on which exit day falls, UK-adopted international accounting standards, the standards referred to in Article 35(5) or that country's national accounting standards that are equivalent to UK-adopted international accounting standards.</u>
	...	
ANNEX XXVII		
		Proportionate Schedule for Minimum Disclosure Requirements for the Debt and Derivative Securities >100 000 EUR Registration Document for SMEs and companies with reduced market capitalisation (schedule) [see footnote in Regulation (EU) No 486/2012]
	...	
	11.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES
	11.1	Historical Financial Information
		A statement that audited historical financial information covering the last financial year (or such shorter period that the issuer has been in operation) have been prepared according to Regulation (EC) No 1606/2002, or, if not applicable, to a Member State national accounting standards for issuers from the European Union in accordance with the required accounting standards, and where own and consolidated financial statements as the case may be can be obtained.
		<u>For issuers established in the United Kingdom, the required accounting standards are:</u>
	(a)	<u>in relation to financial years beginning on or before the day on which exit day falls, the standards required by Article 35, and</u>
	(b)	<u>in relation to financial years beginning after the day on which exit day falls, UK-adopted international accounting standards, or if not applicable, UK accounting standards.</u>
	...	
		For third country issuers, a statement that such financial information have been prepared and audited according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards <u>For issuers established in a country outside the United Kingdom, a statement that such financial information has been</u>

		<u>prepared and audited in accordance with the required accounting standards, and where it can be obtained. If such financial information is not equivalent to these standards, a statement that it has been prepared in the form of restated financial statements, and where it can be obtained.</u>
		<u>For issuers established in a country outside the United Kingdom, the required accounting standards are:</u>
	(a)	<u>in relation to financial years beginning on or before the day on which exit day falls, the standards required by Article 35, and</u>
	(b)	<u>in relation to financial years beginning after the day on which exit day falls, UK-adopted international accounting standards, the standards referred to in Article 35(5) or that country's national accounting standards that are equivalent to UK-adopted international accounting standards.</u>
	...	
ANNEX XXVIII		
		Proportionate Schedule for Minimum Disclosure Requirements for the Depositary Receipts issued over shares for SMEs and companies with reduced market capitalisation [see footnote in Regulation (EU) No 486/2012]
	...	
9.	OPERATING AND FINANCIAL REVIEW	
		The issuer must disclose the following information if the Annual Reports, presented and prepared in accordance with Article 46 of Directive 78/660/EEC and Article 36 of Directive 83/349/EEC <u>Part 15 of the Companies Act 2005</u> for the periods covered by the historical financial information, are not included in or annexed to the prospectus:
	...	
19.	RELATED PARTY TRANSACTIONS	
		“If International Financial Reporting Standards adopted according to the Regulation (EC) No 1606/2002 do not apply <u>If UK-adopted international accounting standards or, in relation to financial years beginning on or before the day on which exit day falls, International Accounting Standards adopted according to Regulation (EC) No 1606/2002 as it applies in the European Union, do not apply</u> to the issuer, the following information must be disclosed for the period covered by the historical financial information and up to the date of the registration document:
	...	

		If international Financial Reporting Standards adopted according to the Regulation (EC) No 1606/200 apply <u>If UK-adopted international accounting standards or, in relation to financial years beginning on or before the day on which exit day falls, International Accounting Standards adopted according to Regulation (EC) No 1606/2002 as it applies in the European Union, apply to the issuer, the above information must be disclosed only for the transactions occurred since the end of the last financial period for which audited financial information have been published.</u>
	20.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES
	20.1	Historical Financial Information
		A statement that audited historical financial information covering the latest two financial years (or such shorter period that the issuer has been in operation) have been prepared according to Regulation (EC) No 1606/2002, or, if not applicable, to a Member State national accounting standards for issuers from the European Union <u>in accordance with the required accounting standards, and where own and consolidated financial statements as the case may be can be obtained.</u>
		<u>For issuers established in the United Kingdom, the required accounting standards are:</u>
	(a)	<u>in relation to financial years beginning on or before the day on which exit day falls, the standards required by Article 35, and</u>
	(b)	<u>in relation to financial years beginning after the day on which exit day falls, UK-adopted international accounting standards, or if not applicable, UK accounting standards.</u>
		...
		For third country issuers, a statement that such financial information have been prepared and audited according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards <u>For issuers established in a country outside the United Kingdom, a statement that such financial information has been prepared and audited in accordance with the required accounting standards, and where it can be obtained. If such financial information is not equivalent to these standards, a statement that it has been prepared in the form of restated financial statements, and where it can be obtained.</u>
		<u>For issuers established in a country outside the United Kingdom, the required accounting standards are:</u>
	(a)	<u>in relation to financial years beginning on or before the day on which</u>

		<u>exit day falls, the standards required by Article 35, and</u>
	(b)	<u>in relation to financial years beginning after the day on which exit day falls, UK-adopted international accounting standards, the standards referred to in Article 35(5) or that country's national accounting standards that are equivalent to UK-adopted international accounting standards.</u>
	...	
ANNEX XXIX		
		Proportionate Schedule for Minimum Disclosure Requirements for Issues by Credit Institutions referred to in Article 1(2)(j) of Directive 2003/71/EC paragraph 5 of Schedule 11A to [the Act]
		Minimum Disclosure Requirements for issues by credit institutions referred to in Article 1(2)(j) of Directive 2003/71/EC paragraph 5 of Schedule 11A to [the Act] [see footnote in Regulation (EU) No 486/2012]
	...	
	11.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES
		Audited historical financial information covering the last financial year (or such shorter period that the issuer has been in operation), and the audit report. If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 12 months, or the entire period for which the issuer has been in operation, whichever is the shorter. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member States national accounting standards for issuers from the European Union in accordance with <u>UK-adopted international accounting standards or, if not applicable, United Kingdom accounting standards or, in relation to financial years beginning on or before the day on which exit day falls, as mentioned in Article 35.</u>
	...	
	...	

PR Transitional Provisions
TR

Transitional Provisions

(1)	(2) Material to which the Transitional Provision applies	(3)	(4) Transitional Provision	(5) Transitional Provision: dates in force	(6) Handbook Provision: coming into force
...					
3.	<u>PR 2.4.1R (1)</u>	<u>R</u>	<u>An issuer whose home Member State for the purposes of the Prospectus Directive was, immediately before exit day, not the United Kingdom, may incorporate information in the prospectus by reference to one or more previously or simultaneously published documents that have been approved by the competent authority of that Member State or filed with that competent authority or notified to it in accordance with the Prospectus Directive or the TD.</u>	<u>For 12 months following exit day</u>	<u>Exit day</u>
4.	<u>PR 1 to 5</u>	<u>R</u>	<u>For the purposes of these rules references to a prospectus include a prospectus referred to under regulation 73 of the Official Listing of Securities,</u>	<u>For 12 months following exit day</u>	<u>Exit day</u>

			<u>Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019.</u>		
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Annex C

Amendments to the Disclosure Guidance and Transparency Rules sourcebook (DTR)

In this Annex, underlining indicates new text and striking through indicates deleted text.

1 Introduction

1.1 Application and purpose (Disclosure guidance)

[**Note:** ESMA has also issued guidelines under article 16(3) of the ESMA Regulation covering ‘Alternative Performance Measures’. See <https://www.esma.europa.eu/sites/default/files/library/2015/10/2015-esma-1415en.pdf> ESMA guidelines: ESMA Guidelines on Alternative Performance Measures, 5 October 2015 (ESMA/2015/1415).]

...

1.4 Suspension of trading

1.4.1 R [deleted]

[**Note:** ~~article 23(2)(j) of the *Market Abuse Regulation*~~ section 122I of the *Act*]

...

1A Introduction (Transparency rules)

1A.1 Application and purpose (Transparency rules)

Note: ESMA has also issued guidelines under article 16(3) of the ESMA Regulation covering ‘Alternative Performance Measures’, 5 October 2015 (ESMA/2015/1415). See <https://www.esma.europa.eu/sites/default/files/library/2015/10/2015-esma-1415en.pdf>

...

Purpose

1A.1.3 G The original purpose of the *transparency rules* ~~is~~ was to implement the *Transparency Directive* and to make other rules to ensure there is adequate transparency of and access to information in the UK financial markets.

...

1B Introduction (Corporate governance)

1B.1 Application and purpose (Corporate governance)

Note: ESMA has also issued guidelines under article 16(3) of the ESMA Regulation covering ‘Alternative Performance Measures’, 5 October 2015 (ESMA/2015/1415). See <https://www.esma.europa.eu/sites/default/files/library/2015/10/2015-esma-1415en.pdf>

Purpose: Audit committees

- 1B.1.1 G The original purpose of the requirements in *DTR 7.1* ~~is~~ was to implement parts of the *Audit Directive* which require *issuers* that are required to appoint a *statutory auditor* to appoint an audit committee or have a body performing equivalent functions.

...

Exemptions

- 1B.1.3 R *DTR 7.1* does not apply to:
- (1) any *issuer* which is a *subsidiary undertaking* of a *parent undertaking* where the *parent undertaking* is subject to:
 - (a) ~~*DTR 7.1*, or to requirements implementing article 39 of the *Audit Directive* in any other *EEA State*; and~~
 - (b) articles 11(1), 11(2) and 16(5) of the *Audit Regulation*;

[**Note:** article 39(3)(a) of the *Audit Directive*]

...

- (4) any *issuer* which is:
 - (a) a UK UCITS; or
 - (b) an *AIF*.

[**Note:** article 39(3)(b) of the *Audit Directive*]

Purpose: Corporate governance statements

- 1B.1.4 G The original purpose of the requirements in *DTR 7.2* ~~is~~ was to implement parts of the *Accounting Directive* (including that Directive as applied to banking and insurance companies) which require companies to publish a corporate governance statement.

...

Exemptions

- 1B.1.6 R The *rules* in *DTR 7.2.2R*, *7.2.3R*, *7.2.7R* and *7.2.8AR* do not apply to an *issuer* which has not issued *shares* which are *admitted to trading* unless it

has issued *shares* which are traded on ~~an~~ a UK MTF.

[**Note:** article 20(4) of the *Accounting Directive*]

...

2 Disclosure and control of inside information by issuers

...

2.2 Disclosure of inside information

...

2.2.1A EU [article 17(1) of the *Market Abuse Regulation*]
UK

...

2.5 Delaying disclosure of inside information

...

2.5.1A EU [article 17(4), (5) and (8) of the *Market Abuse Regulation*]
UK

2.5.1B G *Issuers* should be aware that *ESMA* has issued guidelines under article 17(11) of the *Market Abuse Regulation* which contain a non-exhaustive indicative list of the legitimate interests of *issuers* to delay disclosure of *inside information* and situations in which delayed disclosure is likely to mislead the public: see the *ESMA MAR delayed disclosure guidelines*. ~~The *ESMA MAR delayed disclosure guidelines* are available here: https://www.esma.europa.eu/sites/default/files/library/2016-1478_mar_guidelines_-_legitimate_interests.pdf.~~

...

2.5.6A EU [article 17(8) of the *Market Abuse Regulation*]
UK

...

2.6 Control of inside information

...

2.6.2A EU [article 17(7) of the *Market Abuse Regulation*]
UK

...

2.8 Insider lists

Requirement to draw up insider lists

2.8.1A ~~EU~~ [article 18(1)(c) of the *Market Abuse Regulation*]
UK

...

2.8.2A ~~EU~~ [article 18(1)(c) of the *Market Abuse Regulation*]
UK

...

2.8.3A ~~EU~~ [article 18(3) of the *Market Abuse Regulation*]
UK

...

2.8.4A ~~EU~~ [article 18(4) of the *Market Abuse Regulation*]
UK

...

2.8.5A ~~EU~~ [article 18(5) of the *Market Abuse Regulation*]
UK

...

2.8.9A ~~EU~~ [article 18(2) of the *Market Abuse Regulation*]
UK

...

2.8.10 ~~EU~~ [article 18(2) of the *Market Abuse Regulation*]
A UK

...

3 Transactions by persons discharging managerial responsibilities and their connected persons

...

3.1

...

3.1.2-A ~~EU~~ [article 19(1) of the *Market Abuse Regulation*]
UK

...

3.1.3A ~~EU~~ [article 19(6) of the *Market Abuse Regulation*]

UK

...

4 Periodic Financial Reporting

4.1 Annual Financial Report

Application

[**Note:** ESMA has also issued guidelines under article 16(3) of the ESMA Regulation on enforcement of financial information, 10 July 2014/ESMA/2014/807 https://www.esma.europa.eu/sites/default/files/library/2015/11/2014-807--_final_report_on_esma_guidelines_on_enforcement_of_financial_information.pdf]

4.1.1 R Subject to the exemptions set out in DTR 4.4 (Exemptions) this section applies to an issuer:

- (1) whose *transferable securities* are admitted to trading; ~~and~~
- (2) whose ~~Home State~~ is the *United Kingdom*.

...

Audited financial statements

4.1.6 R (1) If an *issuer* is required to prepare consolidated accounts ~~according to the Seventh Council Directive 83/349/EEC~~, the audited financial statements must comprise:

- (a) consolidated accounts prepared in accordance with UK-adopted IFRS, and
- (b) accounts of the parent *company* prepared in accordance with the national law of the ~~EEA State in which the parent company is incorporated~~ United Kingdom.

[**Note:** article 4(3) of the *TD*].

- (2) If an *issuer* is not required to prepare consolidated accounts, the audited financial statements must comprise accounts prepared in accordance with the national law of the ~~EEA State in which the issuer is incorporated~~ United Kingdom.

[**Note:** article 4(3) of the *TD*].

Auditing of financial statements

4.1.7 R (1) ~~If an issuer is required to prepare consolidated accounts, the~~ The financial statements must be audited in accordance with ~~Article 37 of the Seventh Council Directive 83/349/EEC~~ Part 16 of the

Companies Act 2006.

- (2) ~~If an *issuer* is not required to prepare consolidated accounts the financial statements must be audited in accordance with Articles 51 and 51a of the Fourth Council Directive 78/660/EEC. [deleted]~~

...

[**Note:** article 4(4) of the *TD*]

- (4) An *issuer* which is a UK-traded ~~non-EEA~~ third country company within the meaning of section 1241 of the Companies Act 2006 must ensure that the *person* who provides the audit report is:

...

- (b) eligible for appointment as a *statutory auditor* under section 1212 of the Companies Act 2006; ~~or,~~
- (c) ~~an EEA auditor within the meaning of section 1261 of the Companies Act 2006. [deleted]~~

[**Note:** Article 45(4) of the *Audit Directive*]

...

- 4.1.11 R The management report required by *DTR* 4.1.8R must also give an indication of:

...

- (4) the information concerning acquisitions of own *shares* prescribed by the *United Kingdom* provisions which implemented article 24(2) of Directive 2012/30/EU;

...

[**Note:** article 4(5) of the *TD*]

...

4.2 Half-yearly financial reports

Application

- 4.2.1 R Subject to the exemptions set out in *DTR* 4.4 (Exemptions) this section applies to an *issuer*:

- (1) whose *shares* or *debt securities* are admitted to trading; ~~and~~
- (2) whose ~~Home State~~ is the *United Kingdom*.

...

Preparation and content of condensed set of financial statements

- 4.2.4 R (1) If an *issuer* is required to prepare consolidated accounts, the condensed set of financial statements must be prepared in accordance with ~~IAS~~ IAS 34 as contained in UK-adopted IFRS.
- [**Note:** article 5(3) of the *TD*]

...

...

Responsibility statements

- 4.2.10 R ...
- (4) A *person* making a responsibility statement will satisfy the requirement in (3) (a) above to confirm that the condensed set of financial statements gives a true and fair view of the assets, liabilities, financial position and profit or loss of the *issuer* (or the undertakings included in the consolidation as a whole) by including a statement that the condensed set of financial statements have been prepared in accordance with:
- (a) ~~IAS~~ IAS 34 as contained in UK-adopted IFRS; or
 - (b) for *UK issuers* not using UK-adopted IFRS, Financial Reporting Standard 104: Interim Financial Reporting issued by the Financial Reporting Council; or
 - (c) for all other *issuers* not using UK-adopted IFRS, a national accounting standard relating to interim reporting,

...

...

4.3A Reports on payments to governments

Application

- 4.3A.1 R Subject to the exemptions set out in *DTR* 4.4 (Exemptions) this section applies to an *issuer*:
- (1) active in the extractive or logging of primary forest industries; and
 - (2) whose *transferable securities* are *admitted to trading*; ~~and~~
 - (3) ~~whose Home State is the United Kingdom.~~ [deleted]

- 4.3A.2 R In this section references to an “*issuer* active in the extractive or logging of primary forest industries” are to an *issuer* which is:
- (1) ~~active in the extractive industry as defined in article 41(1) of the *Accounting Directive*~~ a mining or quarrying undertaking; or
 - (2) ~~active in the logging of primary forests as defined in article 41(2) of the *Accounting Directive*~~ a logging undertaking.

In this section “mining or quarrying undertaking”, “logging undertaking”, “payment” and “government” have the meanings given in regulation 2 of the Reports on Payments to Governments Regulations 2014 (SI 2014/3209).

- 4.3A.3 G An *issuer* is considered to be active in the extractive or logging of primary forest industries if any of its subsidiary undertakings are:
- (1) ~~active in the logging of primary forests as defined in article 41(2) of the *Accounting Directive*~~ a mining or quarrying undertaking; or
 - (2) ~~active in the logging of primary forests as defined in article 41(2) of the *Accounting Directive*~~ a logging undertaking.

In this guidance section “subsidiary undertaking” has the meaning given in regulation 2 of the Reports on Payments to Governments Regulations 2014 (SI 2014/3209).

[**Note:** article 44(1) of the *Accounting Directive*]

...

Content of reports on payments to governments

- 4.3A.7 R (1) ~~The report on payments to governments must be prepared in accordance with Chapter 10 of the *Accounting Directive*. [deleted]~~

...

- 4.3A.7 R (1) The report on payments to governments must state the following information in relation to the relevant activities:
- (a) the government to which each payment has been made, including the country of that government;
 - (b) the total amount of payments made to each government;
 - (c) the total amount per type of payment made to each government; and
 - (d) where those payments have been attributed to a specific project, the total amount per type of payment made for each such project and the total amount of payments for each such

project.

- (2) If an issuer is required to prepare consolidated accounts, the relevant activities referred to in (1) are those of:
 - (a) the issuer; and
 - (b) any subsidiary undertaking of the issuer.
- (3) If an issuer is not required to prepare consolidated accounts, the relevant activities referred to in (1) are those of the issuer.
- (4) Where the issuer, or, where applicable, any of its subsidiary undertakings, makes a payment that is not attributable to a specific project, that payment may be disclosed in the report without splitting or disaggregating the payment to allocate it to a specific project.
- (5) A payment need not be taken into account in the report if:
 - (a) it is a single payment of an amount less than £86,000; or
 - (b) it forms part of a series of related payments within a financial year whose total amount is less than £86,000.
- (6) Payments, activities and projects may not be artificially split or aggregated to avoid the application of this section.
- (7) The disclosure of payments must reflect the substance, rather than the form, of each payment, relevant activity or project concerned.
- (8) Where payments in kind are made to a government, the report must state the value of such payments in kind and, where applicable, the volume of those payments in kind, and the directors must provide supporting notes to explain how the value has been determined.
- (9) In this rule “relevant activities”, “project” and “director” have the meanings given in regulation 2 of the Reports on Payments to Governments Regulations 2014 (SI 2014/3209)

4.3A.7 R
B

- (1) Payments made by a subsidiary undertaking may be excluded from the report on payments to governments where:
 - (a) severe long-term restrictions substantially hinder the exercise of the rights of the issuer over the assets or management of that subsidiary undertaking;
 - (b) the information necessary for the preparation of the report cannot be obtained without disproportionate expense or undue delay; or
 - (c) the shares of that undertaking are held exclusively with a view to subsequent resale.

(2) The issuer may only exclude payments by a subsidiary undertaking under (1) (a) to (c) where the subsidiary undertaking is excluded from the consolidated group accounts on the same basis.

4.3A.8 G The *FCA* considers a report on payments to governments which is prepared in accordance with the Reports on Payments to Governments Regulations 2014 (SI 2014/3209) to be in compliance with *DTR* 4.3A.7R(1) 4.3A.7AR and 4.3A.7BR.

4.4 Exemptions

Public sector issues

4.4.1 R The *rules* on annual financial reports (*DTR* 4.1) and half-yearly financial reports (*DTR* 4.2) do not apply to:

...

(3) a public international body of which at least one ~~EEA State~~ state is a member;

...

(6) ~~EEA States'~~ national central banks.

[**Note:** article 8(1)(a) of the *TD*]

Debt issuers

...

4.4.4 R The *rules* on half-yearly financial reports do not apply to an *issuer* already existing on 31 December 2003 which exclusively issue *debt securities* unconditionally and irrevocably guaranteed by the *issuer's Home Member State* United Kingdom or by a regional or local authority of ~~that state~~ the United Kingdom, on a *regulated market*.

[**Note:** article 8(3) of the *TD*]

...

~~Non-EEA States~~ Third countries – Equivalence

4.4.8 R An *issuer* whose registered office is in a ~~non-EEA State~~ third country is exempted from the *rules* on:

...

if the law of the ~~non-EEA State~~ third country in question lays down equivalent requirements or the *issuer* complies with requirements of the law of a ~~non-EEA State~~ third country that the *FCA* considers as equivalent.

[**Note:** article 23(1) of the *TD*]

- 4.4.9 G The *FCA* maintains a published list of ~~non-EEA States~~ *third countries*, for the purpose of ~~article 23.1 of the TD~~ *DTR 4.4.8R*, whose laws lay down requirements equivalent to those imposed upon *issuers* by this chapter, or where the requirements of the law of that ~~non-EEA State~~ *third country* are considered to be equivalent by the *FCA*. Such *issuers* remain subject to the following requirements of *DTR 6*:

...

...

5 Vote Holder and Issuer Notification Rules

5.1 Notification of the acquisition or disposal of major shareholdings

- 5.1.1 R In this chapter:

- (1) references to an “*issuer*”, in relation to *shares* admitted to trading on a *regulated market*, are to an *issuer* whose ~~Home State is the United Kingdom~~ *shares* are admitted to trading on a *regulated market*;
- (2) references to a “*non-UK issuer*” are to an *issuer* whose *shares* are admitted to trading on a *regulated market* ~~and whose Home State is the United Kingdom~~ other than:

...

...

- 5.1.2 R A *person* must notify the *issuer* of the percentage of its voting rights he holds as *shareholder* or holds or is deemed to hold through his direct or indirect holding of financial instruments falling within *DTR 5.3.1R* (1) (or a combination of such holdings) if the percentage of those voting rights:

...

and in the case of an *issuer* which is not incorporated in an ~~EEA State~~ the *United Kingdom* a notification under (2) must be made on the basis of equivalent events and disclosed information.

[**Note:** articles 9(1), 9(2), 13(1) and 13a(1) of the *TD*]

...

- 5.1.4 R (1) References to a *market maker* are to a *market maker* which:
- (a) (subject to (3) below) is authorised by its ~~Home State~~ under *MiFID* the *FCA* or the *PRA* under the *United Kingdom* provisions which implemented *MiFID*;

...

[**Note:** articles 9(5) and 9(6) of the *TD*]

- (2) A *market maker* relying upon the exemption for *shares* or financial instruments within *DTR* 5.3.1R(1) held by it in that capacity must notify the ~~competent authority of the Home Member State of the issuer~~ *FCA*, at the latest within the time limit provided for by *DTR* 5.8.3R, that it conducts or intends to conduct market making activities on a particular *issuer* (and shall equally make such a notification if it ceases such activity).
- (3) References to a *market maker* also include a *third country investment firm* and a *credit institution* when acting as a *market maker* and which, in relation to that activity, is subject to regulatory supervision under the laws of ~~an EEA State~~ the United Kingdom.

Aggregation of Holdings

- 5.1.4A EU ~~Commission Delegated Regulation (EU) No 2015/761 supplementing~~
UK ~~Directive 2004/109/EC of the European Parliament and of the Council with~~
~~regard to certain regulatory technical standards on major holdings~~ The *TD*
Major Holdings Regulation provides that:

...

Article 2

Aggregation of holdings

For the purpose of calculation of the ~~5%~~ thresholds referred to in ~~Article~~ Article 9(5) and (6) of ~~Directive 2004/109/EC~~ [*DTR* 5.1.3R(3) and (4)], holdings under United Kingdom law corresponding to Articles 9, 10 and 13 of ~~that~~ Directive 2004/109/EC shall be aggregated.

Aggregation of holdings in the case of a group

- 5.1.4B EU ~~Commission Delegated Regulation (EU) No 2015/761 supplementing~~
UK ~~Directive 2004/109/EC of the European Parliament and of the Council with~~
~~regard to certain regulatory technical standards on major holdings~~ The *TD*
Major Holdings Regulation provides that:

...

Article 3

Aggregation of holdings in the case of a group

For the purpose of calculation of the ~~5%~~ thresholds referred to in ~~Article~~ Article 9(5) and (6) of ~~Directive 2004/109/EC~~ [*DTR* 5.1.3R(3) and (4)] in the case of a group of companies, holdings shall be aggregated at group level according to the principle laid down in ~~Article 10(e) of that Directive~~ [*DTR*

5.2.1R(e)].

Certain voting rights to be disregarded (except at 5% 10% and higher thresholds)

5.1.5 R ...

- (2) For the purposes of *DTR 5.1.5R(1)(a)*, a *person* (“A”) may lawfully manage *investments* belonging to another if:
- (a) A can manage those *investments* in accordance with a *Part 4A permission*;
 - (b) ~~A is an EEA firm other than one mentioned in sub-paragraphs (c) or (e) of paragraph 5 of Schedule 3 to the Act and can manage those investments in accordance with its EEA authorisation; [deleted]~~
 - (c) A can, in accordance with section 327 of the *Act*, manage those *investments* without contravening the prohibition contained in section 19 of the *Act*; or
 - (d) ~~A can lawfully manage those investments in another EEA State and would, if he were to manage those investments in the UK, require a Part 4A permission; or [deleted]~~
 - (e) A can lawfully manage those *investments* in a ~~non-EEA State~~ third country and would, if he were to manage those *investments* in the *UK*, require a *Part 4A permission*.

5.2 Acquisition or disposal of major proportions of voting rights

...

5.2.4 R *DTR 5.1.2R* and case (c) of *DTR 5.2.1R* do not apply in respect of voting rights attaching to *shares* provided to or by ~~a member of the European System of Central Banks~~ the Bank of England in carrying out ~~their~~ its functions as ~~a monetary authorities~~ authority, including *shares* provided to or by ~~any such member~~ the Bank of England under a pledge or repurchase of similar agreement for liquidity granted for monetary policy purposes or within a payments system provided:

...

[**Note:** article 11 of the *TD*.]

...

5.3 Notification of voting rights arising from the holding of certain financial instruments

...

- 5.3.2A G ~~The *FCA* maintains a published~~ An indicative list of financial instruments that are subject to notification requirements according to ~~article 13(1b) of the *TD* is published by *ESMA DTR 5.3.1R*.~~

[**Note:** article 13(1b) of the *TD*]

- 5.3.2B EU ~~Commission Delegated Regulation (EU) No 2015/761 supplementing~~
UK ~~Directive 2004/109/EC of the European Parliament and of the Council with regard to certain regulatory technical standards on major holdings~~ The *TD Major Holdings Regulation* provides that:

...

Article 6

Client-serving transactions

The exemption referred to in ~~Article 9(6) of Directive 2004/109/EC~~ [*DTR 5.1.3R(4)*] shall apply to financial instruments held by a natural person or legal entity fulfilling orders received from clients, responding to a client's request to trade otherwise than on a proprietary basis, or hedging positions arising out of such dealings

- 5.3.2C G ~~The exemption referred to in article 9(6) of Directive 2004/109/EC is set out in *DTR 5.1.3R(4)*.~~ [deleted]

- 5.3.3 G (1) For the purposes of *DTR 5.3.1R(1)(a)* ~~and to give effect to Directive 2004/109/EC (TD)~~, financial instruments within *DTR 5.3.1R(1)(a)* should be taken into account in the context of notifying major holdings, to the extent that such instruments give the holder an unconditional right to acquire the underlying shares or cash on maturity. Consequently, financial instruments financial instruments within *DTR 5.3.1R(1)(a)* should not be considered to include instruments entitling the holder to receive shares depending on the price of the underlying share reaching a certain level at a certain moment in time. Nor should they be considered to cover those instruments that allow the instrument issuer or a third party to give shares or cash to the instrument holder on maturity.

[**Note:** Recital 13 of the *TD implementing Directive*]

...

...

- 5.3.3B EU ~~Commission Delegated Regulation (EU) No 2015/761 supplementing~~
UK ~~Directive 2004/109/EC of the European Parliament and of the Council with regard to certain regulatory technical standards on major holdings~~ The *TD Major Holdings Regulation* provides that:

...

Article 4

Financial instruments referenced to a basket of shares or an index

1. Voting rights referred to in ~~Article 13(1a)(a) of Directive 2004/109/EC [DTR 5.3.3AR]~~ in the case of a financial instrument referenced to a basket of shares or an index shall be calculated on the basis of the weight of the share in the basket of shares or index where any of the following conditions apply:

- (a) the voting rights in a specific issuer held through financial instruments referenced to the basket or index represent 1% or more of voting rights attached to shares of that issuer;
- (b) the shares in the basket or index represent 20% or more of the value of the securities in the basket or index.

2. Where a financial instrument is referenced to a series of baskets of shares or indices, the voting rights held through the individual baskets of shares or indices shall not be accumulated for the purpose of the thresholds set out in paragraph 1.

5.3.3C EU ~~Commission Delegated Regulation (EU) No 2015/761 supplementing~~
UK ~~Directive 2004/109/EC of the European Parliament and of the Council with~~
~~regard to certain regulatory technical standards on major holdings~~ The TD
Major Holdings Regulation provides that:

...

Article 5

Financial instruments providing exclusively for a cash settlement

1. ~~The number of voting rights referred to in Article 13(1a)(b) of Directive 2004/109/EC [DTR 5.3.3AR]~~ relating to financial instruments which provide exclusively for a cash settlement, with a linear, symmetric pay-off profile with the underlying share shall be calculated on a delta-adjusted basis with cash position being equal to 1.

...

6. The number of voting rights shall be calculated daily, taking into account the last closing price of the underlying share. The holder of the financial instrument shall notify the issuer when that holder reaches, exceeds or falls below the applicable thresholds provided for in ~~Article 9(1) of Directive 2004/109/EC [DTR 5.1.2R]~~.

...

5.4 Aggregation of managed holdings

5.4.1 R (1) The *parent undertaking* of a *management company* shall not be required to aggregate its holdings with the holdings managed by the *management company* ~~under the conditions laid down in~~ in accordance with the *United Kingdom* provisions which implemented the *UCITS Directive*, provided such *management company* exercises its voting rights independently from the *parent undertaking*.

...

5.4.2 R (1) The *parent undertaking* of an *investment firm* authorised by the *FCA* or the *PRA* under the *United Kingdom* provisions which implemented *MiFID* shall not be required to aggregate its holdings with the holdings which such *investment firm* manages on a client-by-client basis within the meaning of ~~Article 4(1), point 8, of *MiFID*~~ Article 2(7) of the *MiFID Org Regulation*, provided that:

...

...

...

5.4.5 R Where the *parent undertaking* intends to benefit from the exemptions only in relation to the financial instruments referred to in ~~Article 13 of the *TD*~~ *DTR 5.3.1R*, it must notify to the *FCA* only the list referred to in paragraph (1) of *DTR 5.4.4R*.

[**Note:** article 10(3) of the *TD implementing Directive* and article 13 of the *TD*]

...

5.4.9 R Undertakings whose registered office is in a ~~third country~~ *third country* which would have required ~~authorisation in accordance with Article 6 (1) of the *UCITS directive*~~ a *Part 4A permission* to carry on the *regulated activity* specified under article 51ZA of the *Regulated Activities Order* or with regard to portfolio management ~~authorisation under point 4 of section A of Annex 1 to *MiFID*~~ paragraph 4 of Part 3 of Schedule 2 to the *Regulated Activities Order* if it had its registered office or, only in the case of an *investment firm*, its head office within the ~~EEA~~ *United Kingdom*, shall be exempted from aggregating holdings with the holdings of its *parent undertaking* under this *rule* provided that they comply with equivalent conditions of independence as *management companies* or *investment firms*.

[Article 23(6) *TD*]

5.4.10 R A ~~third country~~ *third country* shall be deemed to set conditions of independence equivalent to those set out in this *rule* where under the law of that country, a *management company* or *investment firm* is required to meet the following conditions:

...

- 5.4.11 R A *parent undertaking* of a ~~third country~~ third country undertaking must comply with the notification requirements in *DTR 5.4.4R(1)* and *DTR 5.4.5R* and in addition:

...

[**Note:** article 23 of the *TD implementing Directive*]

...

5.8 Procedures for the notification and disclosure of major holdings

...

- 5.8.2 R ...

- (2) The notification must be made to the *issuer* of each of the underlying *shares* to which the financial instrument relates and, in the case of *shares* admitted to trading on a *regulated market*, to ~~each competent authority of the Home States of such issuers~~ the FCA.

...

[**Note:** articles 11(3), (4) and (5) of the *TD implementing Directive*]

...

5.11 ~~Non-EEA State~~ Third country issuers

- 5.11.1 R An *issuer* whose registered office is in a ~~non-EEA State~~ third country will be treated as meeting equivalent requirements to those set out in *DTR 5.8.12 R (2)* (*issuer* to make public notifications of major shareholdings by close of third day following receipt) provided that the period of time within which the notification of the major holdings is to be effected to the *issuer* and is to be made public by the *issuer* is in total equal to or shorter than seven *trading days*.

[**Note:** article 19 of the *TD implementing Directive*]

- 5.11.2 R An *issuer* whose registered office is in a ~~non-EEA State~~ third country will be treated as meeting equivalent requirements in respect of treasury *shares* to those set out in *DTR 5.5.1R* provided that:
- (1) if the *issuer* is only allowed to hold up a maximum of 5% of its own *shares* to which voting rights are attached, a notification requirement is triggered under the law of the ~~third country~~ third country whenever this the maximum threshold of 5% of the voting rights is reached or crossed;

- (2) if the *issuer* is allowed to hold up to maximum of between 5% and 10% of its own *shares* to which voting rights are attached, a notification requirement is triggered under the law of the ~~*non-EEA State*~~ *third country* whenever this maximum threshold and or the 5% threshold of the voting rights are reached or crossed;
- (3) if the *issuer* is allowed to hold more than 10% of its own *shares* to which voting rights are attached, a notification requirement is triggered under the law of the ~~*non-EEA State*~~ *third country* whenever the 5% or 10% thresholds of the voting rights are reached or crossed. Notification above the 10% threshold is not required for this purpose.

[**Note:** article 20 of the *TD implementing Directive*]

- 5.11.3 R An *issuer* whose registered office is in a ~~*non-EEA State*~~ *third country* will be treated as meeting equivalent requirements to those set out in *DTR* 5.6.1R (Disclosure by *issuers* of total voting rights) provided that the *issuer* is required under the law of the ~~*non-EEA State*~~ *third country* to disclose to the public the total number of voting rights and capital within 30 calendar days after an increase or decrease of such total number has occurred.

[**Note:** article 21 of the *TD implementing Directive*]

- 5.11.4 R An *issuer* whose registered office is in a ~~*non-EEA State*~~ *third country* is exempted from *DTR* 5.5.1R, *DTR* 5.6.1R and *DTR* 5.8.12R(2) if:
- (1) the law of the ~~*non-EEA State*~~ *third country* in question lays down equivalent requirements; or
- (2) the *issuer* complies with requirements of the law of a ~~*non-EEA State*~~ *third country* that the *FCA* considers as equivalent.

[**Note:** article 23(1) of the *TD*]

- 5.11.5 G The *FCA* maintains a published list of ~~*non-EEA State*~~ *third countries*, for the purpose of ~~article 23.1 of the *TD*~~ *DTR* 5.11.4R, whose laws lay down requirements equivalent to those imposed upon *issuers* by this chapter, or where the requirements of the law of that ~~*non-EEA State*~~ *third country* are considered to be equivalent by the *FCA*. Such *issuers* remain subject to the following requirements of *DTR* 6:

...

...

6 Continuing obligations and access to information

6.1 Information requirements for issuers of shares and debt securities

Application

- 6.1.1 R (1) Subject to the exemptions set out in *DTR 6.1.16R - DTR 6.1.19R* this section applies in relation to an *issuer* whose ~~*Home State*~~ is the *United Kingdom* ~~*transferable securities are admitted to trading.*~~

...

...

- 6.1.4 R An *issuer* of *shares* or *debt securities* must ensure that all the facilities and information necessary to enable holders of *shares* or *debt securities* to exercise their rights are available in the ~~*Home State*~~ *United Kingdom* and that the integrity of data is preserved.

[Note: articles 17(2) and 18(2) of the TD]

...

- 6.1.15 R ~~If only holders of *debt securities* whose denomination per unit amounts to at least 100,000 euros (or an equivalent amount) are to be invited to a meeting, the *issuer* may choose as a venue any *EEA State*, provided that all the facilities and information necessary to enable such holders to exercise their rights are made available in that *EEA State*.~~ [deleted]

[Note: article 18(3) of the TD]

~~Non-EEA State~~ Third country exemption

- 6.1.16 R An *issuer* whose registered office is in a ~~non-EEA State~~ *third country* is exempted from *DTR 6.1.3R* to *DTR 6.1.15R* if:
- (1) the law of the ~~non-EEA State~~ *third country* in question lays down equivalent requirements; or
 - (2) the *issuer* complies with requirements of the law of a ~~non-EEA State~~ *third country* that the *FCA* considers as equivalent.

[Note: article 23(1) of the TD]

- 6.1.17 G The *FCA* maintains a published list of ~~non-EEA State~~ *third countries*, for the purpose of ~~article 23.1 of the TD~~ *DTR 6.1.16R*, whose laws lay down requirements equivalent to those imposed upon *issuers* by this chapter, or where the requirements of the law of that ~~non-EEA State~~ *third country* are considered to be equivalent by the *FCA*. Such *issuers* remain subject to the following requirements of *DTR 6*:

...

Regional and local authority exemption

- 6.1.18 R A regional or local authority with securities admitted to trading is not required to comply with the following:

...

(2) ~~DTR 6.1.14 R to DTR 6.1.15 R.~~

[**Note:** article 1(3) of the TD]

Exemption for issuers of convertible securities, preference shares and depository receipts

6.1.19 R ~~DTR 6.1.3R to DTR 6.1.8R and DTR 6.1.12R to DTR 6.1.15R~~ DTR 6.1.14R
do not apply to:

...

6.2 Filing information and use of language

Application

6.2.1 R This section applies to:

(1) an ~~issuer~~:

(a) whose *transferable securities* are *admitted to trading*; and

(b) whose ~~Home State~~ is the *United Kingdom*; and

...

...

Language

6.2.4 R ~~If transferable securities are admitted to trading only in the United Kingdom and the United Kingdom is the Home State, regulated~~ Regulated information must be disclosed in English.

[**Note:** article 20(1) of the TD]

6.2.5 R ~~If transferable securities are admitted to trading in more than one EEA State including the United Kingdom and the United Kingdom is the Home State, regulated information~~ must be disclosed:

(1) ~~in English; and~~

(2) ~~either in a language accepted by the competent authorities of each Host State or in a language customary in the sphere of international finance, at the choice of the issuer. [deleted]~~

[**Note:** article 20(2) of the TD]

6.2.6 R (1) ~~If transferable securities are admitted to trading in one or more EEA States excluding the United Kingdom and the United Kingdom is the~~

~~*Home State, regulated information must be disclosed either:*~~

- ~~(a) in a language accepted by the competent authorities of those *Host States*; or~~
- ~~(b) in a language customary in the sphere of international finance,~~
- ~~(2) either in a language accepted by the competent authorities of each *Host State* or in a language customary in the sphere of international finance, at the choice of the issuer. [deleted]~~

~~[Note: article 20(3) of the TD]~~

6.2.7 R If *transferable securities* are admitted to trading without the issuer's consent:

- ~~(1) DTR 6.2.4R to DTR 6.2.6R do~~ does not apply to the issuer; and
- ~~(2) DTR 6.2.4R to DTR 6.2.6R apply~~ applies to the person who has requested such admission without the issuer's consent.

[Note: article 20(4) of the TD]

6.2.8 R ~~If *transferable securities* whose denomination per unit amounts to at least 100,000 euros (or an equivalent amount) are admitted to trading in the *United Kingdom* or in one or more *EEA States*, regulated information must be disclosed to the public in either a language accepted by the competent authorities of the *Home State* and *Host States* or in a language customary in the sphere of international finance, at the choice of the issuer or of the person who, without the issuer's consent, has requested such admission. [deleted]~~

~~[Note: article 20(6) of the TD]~~

English Language

6.2.9 G ~~English is a language accepted by the *FCA* where the *United Kingdom* is a *Home State* or *Host State*. [deleted]~~

6.3 Dissemination of information

Application

6.3.1 R This section applies to:

- (1) an issuer:
 - ~~(a) whose *transferable securities* are admitted to trading; and~~
 - ~~(b) whose *Home State* is the *United Kingdom*;~~

[Note: article 21(1) of the TD]

- (2) a *person* who has applied, without the *issuer's* consent, for the admission of its *transferable securities* to trading on a *regulated market*; and

[**Note:** article 21(1) of the TD]

- (3) ~~*transferable securities* that are admitted to trading only in the United Kingdom which is the *Host State* and not in the *Home State*.~~
[deleted]

[**Note:** article 21(3) of the TD]

...

6.3.3A R ~~Where an *issuer* or *person* uses an *RIS* other than an *RIS* which is a:~~

- (1) ~~a *primary information provider*; or~~
 (2) ~~an *EEA approved incoming information society service*; or~~
 (3) ~~a *person* to whom *DTR TP 1.22* applies, for as long as *DTR TP 1.22* remains in force;~~

~~the *issuer* or *person* must comply with *DTR 6.3.3BR*. [deleted]~~

6.3.3B R (1) ~~An *issuer* or *person* to which this *rule* applies must provide an annual written confirmation to the *FCA* that all *regulated information* disseminated by an *RIS* not specified in *DTR 6.3.3AR* (1) to *DTR 6.3.3AR*(3) in the previous financial year was disseminated in accordance with the minimum standards contained in *DTR 6.3.4 R* to *DTR 6.3.8R*.~~

(2) The confirmation required by *DTR 6.3.3BR*(1) must:

- (a) be provided by:
- (i) in the case of an *issuer*, the audit committee or the body referred to in *DTR 7.1.1R*; or
 - (ii) in the case of a *person* which is not an *issuer* but is a *body corporate*, the audit committee or the board of directors; or
 - (ii) in the case of an *person* which is not an *issuer* or a *body corporate*, a *person* with corresponding powers to a *director*;
- (b) set out the basis for making the confirmation, including the steps taken to determine its accuracy; and
- (c) be supported by records which are:

- (i) ~~sufficient to reasonably demonstrate the basis for making the confirmation; and~~
- (ii) ~~capable of timely retrieval.~~

~~Address for correspondence~~

Note: ~~The FCA's address for correspondence in relation to DTR 6.3 is:~~

~~Primary Market Monitoring~~

~~Markets Division~~

~~The Financial Conduct Authority~~

~~12 Endeavour Square~~

~~London~~

~~E20 1JN~~

~~Fax: 020 7066 8349 [deleted]~~

- 6.3.3C G ~~In addition to the annual confirmation referred to in DTR 6.3.3BR, the FCA may request information from an issuer or person under section 89H of the Act on an ad hoc basis to verify that regulated information disseminated by an RIS not specified in DTR 6.3.3R(1) to (3) has been disseminated in accordance with DTR 6.3.4R to DTR 6.3.8R. [deleted]~~

- 6.3.4 R *Regulated information* must be disseminated in a manner ensuring that it is capable of being disseminated to as wide a public as possible, and as close to simultaneously as possible in the *Home Member State* and in other *EEA States* United Kingdom.

[Note: article 12(2) of the *TD implementing directive*]

...

Disclosure of information in a ~~non-EEA State~~ third country

- 6.3.10 R (1) Information that is disclosed in a ~~non-EEA State~~ third country which may be of importance to the public in the *EEA* United Kingdom must be disclosed in accordance with the provisions set out in DTR 6.2 and DTR 6.3.

...

[Note: article 23(3) of the TD]

6.4 Disclosure of Home State

Application

- 6.4.1 R ~~In respect of *transferable securities* which are *admitted to trading on a regulated market*, this section applies to:~~
- (1) ~~an *issuer* whose *Home State* is the *United Kingdom* in accordance with the first indent of article 2.1(i)(i) of the *TD*; and~~
 - (2) ~~an *issuer* who chooses the *United Kingdom* as its *Home State* in accordance with:~~
 - (a) ~~the second indent of article 2.1(i)(i) of the *TD*; or~~
 - (b) ~~article 2.1(i)(ii) of the *TD*; or~~
 - (c) ~~article 2.1(i)(iii) of the *TD*. [deleted]~~

Disclosure of Home State

- 6.4.2 R ~~An *issuer* must disclose that its *Home State* is the *United Kingdom* in accordance with *DTR 6.2* and *DTR 6.3*. [deleted]~~

~~[Note: article 2.1(i) of the *TD*]~~

- 6.4.3 R ~~An *issuer* must disclose its *Home State* to the *competent authority* of:~~
- (1) ~~where applicable, the *EEA State* where it has its registered office;~~
 - (2) ~~the *Home State*; and~~
 - (3) ~~each *Host State*. [deleted]~~

~~[Note: article 2.1(i) of the *TD*]~~

- 6.4.4 R ~~Where an *issuer* has not disclosed its *Home State* as defined by the second indent of article 2.1(i)(i) of the *TD* or article 2.1(i)(ii) of the *TD* in accordance with *DTR 6.4.2R* and *DTR 6.4.3R* within a period of three months from the date the *issuer's* securities are first admitted to trading on a *regulated market*, the *Home State* shall be:~~

- (1) ~~the *EEA State* where the *issuer's* securities are admitted to trading on a *regulated market*; or~~
- (2) ~~where the *issuer's* securities are admitted to trading on *regulated markets* situated or operating within more than one *EEA State*, those *EEA States* shall be the *issuer's Home State* until a subsequent choice of a single *Home State* has been made and disclosed by the *issuer* in accordance with *DTR 6.4.2R* and *DTR 6.4.3R*. [deleted]~~

~~[Note: article 2.1(i) of the *TD*]~~

6 **Classes and sub-classes of regulated information**
Annex
1R

	Classification of regulated information	Description
1.	Periodic regulated information	
1.1	Annual financial and audit reports	all information disclosed under article 4 of the <i>Transparency Directive</i> <u>DTR 4.1</u>
1.2	Half yearly financial reports and audit reports/limited reviews	all information disclosed under article 5 of the <i>Transparency Directive</i> <u>DTR 4.2</u>
1.3	Payments to governments	all information disclosed under article 6 of the <i>Transparency Directive</i> <u>DTR 4.3A</u>
2.	Ongoing regulated information	
2.1	Home Member State <u>[deleted]</u>	all information disclosed under article 2(1)(i) of the <i>Transparency Directive</i> <u>[deleted]</u>
2.2	Inside information	all information disclosed under article 17 or article 19 of the <i>Market Abuse Regulation</i>

2.3	Major shareholding notifications	all information disclosed under article 12 of the <i>Transparency Directive</i> <u>DTR 5.1.2R</u>
2.4	Acquisition or disposal of the issuer's own shares	all information disclosed under article 14 of the <i>Transparency Directive</i> <u>DTR 5.5.1R</u>
2.5	Total number of voting rights and capital	all information disclosed under article 15 of the <i>Transparency Directive</i> <u>DTR 5.6.1R</u>
2.6	Changes in the rights attaching to the classes of shares or securities	all information disclosed under article 16 of the <i>Transparency Directive</i> <u>DTR 6.1.9R</u> or <u>DTR 6.1.10R</u>
3.	Additional regulated information required to be disclosed under the laws of a Member State <u>the United Kingdom</u>	
3.1	Additional regulated information required to be disclosed under the laws of a Member State <u>the United Kingdom</u>	all information not falling within the sub-classes set out in points 1.1 to 1.3 and in points 2.1 to 2.6, but which the <i>issuer</i> , or any other <i>person</i> who has applied for the admission of securities to trading on a <i>regulated market</i> without the <i>issuer's</i> consent, has disclosed under <i>LR</i> or <i>DTR</i>

7 Corporate Governance

7.1 Audit committees

Audit committees and their functions

...

7.1.3 R An *issuer* must ensure that, as a minimum, the relevant body must:

...

- (6) ~~except when article 16(8) of the *Audit Regulation* is applied,~~ be responsible for the procedure for the selection of *statutory auditor(s)* and recommend the *statutory auditor(s)* to be appointed in accordance with article 16 of the *Audit Regulation*.

[**Note:** article 39(6) of the *Audit Directive*]

...

7.2 Corporate governance statements

...

7.2.6 R The corporate governance statement must contain the information required by paragraph 13(2)(c), (d), (f), (h) and (i) of Schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008/410) (information about share capital ~~required under Directive 2004/25/EC (the Takeover Directive)~~) where the *issuer* is subject to the requirements of that paragraph.

[**Note:** article 20(1)(d) of the *Accounting Directive*]

...

8 Primary Information Providers

...

8.2 Approval as a primary information provider

Application for approval as a primary information provider

8.2.1 R A *person* wishing to be included on the *list of primary information providers*, must apply to the *FCA* for approval as a *primary information provider* by submitting the following to the *FCA*:

...

- (2) details of all the arrangements that it has established or it intends to establish with *media operators* in the *United Kingdom and other EEA States* for the dissemination of *regulated information*;

...

...

8.4 Continuing obligations

Arrangements with media operators

- 8.4.1 R A *primary information provider* must establish and maintain adequate arrangements with *media operators* in the *United Kingdom and other EEA States* for the dissemination of *regulated information*.
- 8.4.2 R The purpose of *DTR 8.4.1R* is to ensure that a *primary information provider* can disseminate *regulated information* to as wide a public as possible, as close to simultaneously as possible, in the *United Kingdom and other EEA States*. In considering whether a *primary information provider* has satisfied the requirements in *DTR 8.4.1R*, the *FCA* will consider the number and nature of arrangements that the *primary information provider* has with *media operators*.

...

TP 1 Disclosure and transparency rules

Transitional Provisions

(1)	(2) Material to which the Transitional Provision applies	(3)	(4) Transitional Provision		(5) Transitional Provision: dates in force	(6) Handbook Provision: coming into force
...						
3	4.1.6 and 4.2.4	R	An <i>issuer</i> need not prepare its financial statement in accordance with <i>DTR</i> 4.1.6R or <i>DTR</i> 4.2.4R for any financial year beginning before 1 January 2007 if:		From 20 January 2007	
			(a)	the <i>issuer's</i> registered office is in a non-EEA State; and		
			(b)	the <i>issuer</i> prepares its financial statements in accordance with internationally accepted standards. [deleted]		
			[Note: article 23.2 TD]			
...						
4	4.2.4	R	(1)	This provision applies to an <i>issuer</i> :	From 20 January 2007	
			(a)	whose <i>debt securities</i> only are admitted to trading; and		
			(b)	whose Home State is the <i>United</i>		

				<u>Kingdom whose home Member State for the purposes of the Transparency Directive was, immediately before exit day, the United Kingdom</u>		
			(2)	An issuer is not required to disclose financial statements in accordance with DTR 4.2.4R(1) for the financial year beginning on or after 1 January 2006.		
			[Note: article 30.1 TD]			
...						
20	DTR 6.1.15R	R	<p>Where only holders of debt securities whose denomination per unit amount to at least 50,000 euros or for debt securities denominated in a currency other than euro, the value of such denomination per unit is equivalent to 50,000 euros at the date of issue, are to be invited to a meeting, the issuer may choose as a venue any EEA State, provided that all the facilities and information necessary to enable such holders to exercise their rights are made available in that EEA State, and only where those debt securities have already been admitted to trading on a regulated market in the EU before 31 December 2010.</p>	From 1 July 2012 for as long as the debt securities to which (20) applies are outstanding.	1 July 2012	

			[deleted] [Note: article 18 TD]		
21	DTR 6.2.8R	R	Where <i>debt securities</i> whose denomination per unit amount to at least 50,000 euro, or for <i>debt securities</i> denominated in a currency other than euro, the value of such denomination per unit is equivalent to 50,000 euros at the date of issue, and such <i>debt securities</i> are admitted to trading in one or more <i>EEA States</i>, regulated information must be disclosed to the public in either a language accepted by the competent authorities of the <i>Home State</i> and <i>Host States</i> or in a language customary in the sphere of international finance, at the choice of the <i>issuer</i> or of the <i>person</i> who, without the <i>issuer's</i> consent, has requested such admission. [deleted] [Note: article 20 TD]	From 1 July 2012 for as long as the <i>debt securities</i> to which (21) applies are outstanding.	1 July 2012
...					
26	DTR 6.4.2R, DTR 6.4.3R and DTR 6.4.4R	R	For an <i>issuer</i> whose securities are already admitted to trading on a <i>regulated market</i> and whose choice of <i>Home State</i> as referred to in the second indent of article 2.1(i)(i) of the TD or in article 2.1(i)(ii) of the TD has not been disclosed prior to 27 November 2015, the period of three months will start on 27 November 2015. An <i>issuer</i> that has made a choice of <i>Home State</i> as	From 26 November 2015	26 November 2015

			referred to in the second indent of article 2.1(i)(i) of the <i>TD</i> , or in article 2.1(i)(ii) or article 2.1(i)(iii) of the <i>TD</i> and has communicated that choice to the <i>competent authorities</i> of the <i>Home State</i> prior to 27 November 2015 is exempted from the requirements under <i>DTR 6.4.2R</i> and <i>DTR 6.4.3R</i> , unless such an <i>issuer</i> chooses another <i>Home State</i> after 27 November 2015. <u>[deleted]</u>			
27	<i>DTR 1B.1.3R</i> and <i>DTR 7.1</i>	R	<p>(1) <i>DTR 1B.1.3R</i> and <i>DTR 7.1</i> do not apply to an <i>issuer</i> in respect of a financial year beginning before 17 June 2016.</p> <p>(2) In respect of a financial year beginning before 17 June 2016 an <i>issuer</i> must instead comply with the requirements in <i>DTR App 1</i> for that financial year unless it is an <i>issuer</i> listed in <i>DTR App 1.1.4</i>. <u>[expired]</u></p>		From 17 June 2016 to 30 September 2018	17 June 2016
...						
31	<u><i>DTR 4.1.6R</i></u>	R	(1)	<u><i>DTR 4.1.6R</i> does not apply to an <i>issuer</i> in respect of a financial year beginning before <i>exit day</i>.</u>	<u>From <i>exit day</i></u>	<u><i>Exit day</i></u>
			(2)	<u>In respect of a financial year beginning before <i>exit day</i>:</u>		
			(a)	<u>if an <i>issuer</i> is required to prepare consolidated</u>		

					accounts, the audited financial statements must comprise:		
					(i) <u>consolidated accounts prepared in accordance with EU-adopted IFRS, and</u>		
					(ii) <u>accounts of the parent company prepared in accordance with the law of the United Kingdom (if the issuer is incorporated in the United Kingdom) or with the national law of the EEA State in which the issuer is incorporated (if the issuer is incorporated in the EEA).</u>		

				(b) <u>if an issuer is not required to prepare consolidated accounts, the audited financial statements must comprise accounts prepared in accordance with the law of the United Kingdom (if the issuer is incorporated in the United Kingdom) or with the national law of the EEA State in which the issuer is incorporated (if the issuer is incorporated in the EEA).</u>		
<u>32</u>	<u>DTR 4.1.7R (4)</u>	<u>R</u>	(1)	<u>DTR 4.1.7R(4) does not apply to an issuer which is a UK-traded third country company within the meaning of section 1241 of the Companies Act 2006 in respect of a financial year beginning before exit day.</u>	<u>From exit day</u>	<u>Exit day</u>
			(2)	<u>In respect of a financial year beginning before exit day, an issuer which is a UK-traded third country company within the meaning of section 1241 of</u>		

				the Companies Act 2006 must ensure that the person who provides the audit report is:		
				(a) on the register of third country auditors kept for the purposes of regulation 6 of the Statutory Auditors and Third Country Auditors Regulations 2013 (SI 2013/1672); or		
				(b) eligible for appointment as a <i>statutory auditor</i> under section 1212 of the Companies Act 2006; or		
				(c) an EEA auditor within the meaning of paragraph 20A of Schedule 10 to the Companies Act 2006.		
33	<u>DTR 4.2.4R(1)</u>	R	(1)	<u>DTR 4.2.4R(1)</u> does not apply to an <i>issuer</i> in respect of a financial year beginning before <i>exit day</i> .	<u>From exit day</u>	<u>Exit day</u>
			(2)	In respect of a financial year beginning before <i>exit day</i> , if an issuer is required to prepare		

				<u>consolidated accounts, the condensed set of financial statements must be prepared in accordance with IAS 34 as contained in EU-adopted IFRS.</u>		
34	<u>DTR 4.2.10R(4)</u>	R	(1)	<u>DTR 4.2.10R(4) does not apply to an issuer in respect of a financial year beginning before exit day.</u>	<u>From exit day</u>	<u>Exit day</u>
			(2)	<u>In respect of a financial year beginning before exit day, a person making a responsibility statement will satisfy the requirement in DTR 4.2.10R(3)(a) to confirm that the condensed set of financial statements gives a true and fair view of the assets, liabilities, financial position and profit or loss of the issuer (or the undertakings included in the consolidation as a whole) by including a statement that the condensed set of financial statements have been prepared in accordance with:</u>		
			(a)	<u>IAS 34 as contained in EU-adopted IFRS; or</u>		
			(b)	<u>for UK issuers not using EU-</u>		

				<u>adopted IFRS, Financial Reporting Standard 104: Interim Financial Reporting issued by the Financial Reporting Council; or</u>		
			(c)	<u>for all other issuers not using EU-adopted IFRS, a national accounting standard relating to interim reporting,</u>		
				<u>provided always that a person making such a statement has reasonable grounds to be satisfied that the condensed set of financial statements prepared in accordance with such a standard is not misleading.</u>		
<u>35</u>	<u>DTR 1B.1.3R (1) and DTR 7.1</u>	<u>R</u>	(1)	<u>DTR 1B.1.3R(1) does not apply to an issuer in respect of a financial year beginning before exit day.</u>	<u>From exit day</u>	<u>Exit day</u>
			(2)	<u>In respect of a financial year beginning before exit day DTR 7.1 does not apply to any issuer which is a subsidiary undertaking of a</u>		

				<u>parent undertaking where the parent undertaking is subject to:</u>		
				(a) <u>DTR 7.1, or to requirements implementing article 39 of the Audit Directive in any EEA State; and</u>		
				(b) <u>articles 11(1), 11(2) and 16(5) of the Audit Regulation, or to articles 11(1), 11(2) and 16(5) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC.</u>		

...

Appendix 1 Audit Committees for certain issuers [deleted]

~~DTR App~~
~~1.1.1~~

App	In respect of a financial year beginning before 17 June 2016, <i>DTR</i>
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1.1.1	<i>TP 27</i> requires an <i>issuer</i> to comply with the requirements in this appendix in relation to their audit committee unless it is an <i>issuer</i> listed in App 1.1.4.		
App 1.1.2	To assist <i>issuers</i> , this appendix adopts the text of <i>DTR 7.1</i> before it was amended by the Disclosure Rules and Transparency Rules Sourcebook (Statutory Audit Amending Directive) Instrument 2016 in order to cover <i>issuers</i> in respect of a financial year beginning before 17 June 2016.		
App 1.1.3	7.1	Audit committees	
	Audit committees and their functions		
	7.1.1	R	An <i>issuer</i> must have a body which is responsible for performing the functions set out in <i>DTR 7.1.3R</i> . At least one member of that body must be independent and at least one member must have competence in accounting and/or auditing.
	7.1.2	G	The requirements for independence and competence in accounting and/or auditing may be satisfied by the same member or by different members of the relevant body.
	7.1.3	R	An <i>issuer</i> must ensure that, as a minimum, the relevant body must:
			(1) monitor the financial reporting process;
			(2) monitor the effectiveness of the <i>issuer's</i> internal control, internal audit where applicable, and risk management systems;
			(3) monitor the statutory audit of the annual and consolidated accounts;
			(4) review and monitor the independence of the <i>statutory auditor</i> , and in particular the provision of additional services to the <i>issuer</i> .
	7.1.4	R	An <i>issuer</i> must base any proposal to appoint a <i>statutory auditor</i> on a recommendation made by the relevant body.
	[Note: Article 41.3 of the <i>Audit Directive</i>]		
	7.1.5	R	The <i>issuer</i> must make a statement available to the public disclosing which body carries out the functions required by <i>DTR 7.1.3R</i> and how it is

			composed.
	[Note: Article 41.5 (part) of the <i>Audit Directive</i>]		
	7.1.6	G	An issuer may include the statement required by DTR 7.1.5R in any statement it is required to make under DTR 7.2 (Corporate governance statements).
	7.1.7	G	In the FCA's view, compliance with provisions A.1.2, C.3.1, C.3.2, C.3.3 and C.3.8 of the UK Corporate Governance Code will result in compliance with DTR 7.1.1R to DTR 7.1.5R.
App 1.1.4	This appendix does not apply to:		
	(1)	any issuer which is a subsidiary undertaking of a parent undertaking where the parent undertaking is subject to DTR 7.1, or to requirements implementing Article 41 of the Audit Directive in any other EEA State; or	
		[Note: Article 41.6(a) of the <i>Audit Directive</i>]	
	(2)	any issuer the sole business of which is to act as the issuer of asset backed securities provided the entity makes a statement available to the public setting out the reasons for which it considers it is not appropriate to have either an audit committee or an administrative or supervisory body entrusted to carry out the functions of an audit committee; or	
		[Note: Article 41.6(c) of the <i>Audit Directive</i>]	
	(3)	a credit institution whose shares are not admitted to trading and which has, in a continuous or repeated manner, issued only debt securities provided that:	
		(a)	the total nominal amount of all such debt securities remains below 100,000,000 Euros; and
		(b)	the credit institution has not been subject to a requirement to publish a prospectus in accordance with section 85 of the Act.
		[Note: Article 41.6(d) of the <i>Audit Directive</i>]	