

Chapter 4

Periodic Financial Reporting

4.4 Exemptions

Public sector issuers

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:

- (1) a state;
- (2) a regional or local authority of a state;
- (3) a public international body of which at least one *EEA State* is a member;
- (4) the European Central Bank;
- (5) the European Financial Stability Facility (EFSF) established by the EFSF Framework Agreement and any other mechanism established with the objective of preserving the financial stability of European monetary union by providing temporary financial assistance to the *EEA States* whose currency is the euro; and
- (6) *EEA States'* national central banks.

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

Debt issuers

4.4.2 **R** The *rules* on annual financial reports in ■ DTR 4.1 (including ■ DTR 4.1.7R (4) and half-yearly financial reports (■ DTR 4.2) do not apply to an *issuer* that issues exclusively *debt securities admitted to trading* the denomination per unit of which is at least 100,000 euros (or an equivalent amount).

[Note: article 8(1)(b) of the *TD* and article 45(1) of the *Audit Directive*]

4.4.3 **R** The *rules* on half-yearly financial reports (■ DTR 4.2) do not apply to a *credit institution* whose *shares* are not *admitted to trading* and which has, in a continuous or repeated manner, only issued *debt securities* provided that:

- (1) the total nominal amount of all such *debt securities* remains below 100,000,000 Euros; and
- (2) the *credit institution* has not published a prospectus in accordance with the *Prospectus Regulation*.

[Note: article 8(2) of the *TD*]

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* or by a regional or local authority of that state, on a *regulated market*.
 [Note: article 8(3) of the *TD*]

Issuers of convertible securities

4.4.5 **R** The rules on half-yearly financial reports (■ DTR 4.2) do not apply to an *issuer* of *transferable securities* convertible into *shares*.

Issuers of preference shares

4.4.6 **R** [deleted]

Issuers of depository receipts

4.4.7 **R** The rules on half-yearly financial reports (■ DTR 4.2) do not apply to an *issuer* of depository receipts.

Non-EEA States - Equivalence

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

- (1) annual financial reports in ■ DTR 4.1 (other than ■ DTR 4.1.7R (4) which continues to apply);
- (2) half-yearly financial reports (■ DTR 4.2); and
- (3) reports on payments to governments (■ DTR 4.3A);

if the law of the *non-EEA State* in question lays down equivalent requirements or the *issuer* complies with requirements of the law of a *non-EEA State* 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*, for the purpose of article 23.1 of the *TD*, 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* are considered to be equivalent by the *FCA*. Such *issuers* remain subject to the following requirements of ■ DTR 6:

- (1) the filing of information with the *FCA*;
- (2) the language provisions; and
- (3) the dissemination of information provisions.