

## Chapter 3

# Listing applications: All securities

## 3.3 Shares

### Application

- 3.3.1 **R** ■ LR 3.3.2 R to ■ LR 3.3.7 R apply to an *applicant* which is applying for a *listing* of its *shares* except for *preference shares* that are *specialist securities*.

### 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:
- (1) a completed Application for Admission of Securities to the Official List;
  - (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) any *circular* that has been published in connection with the application, if applicable;
  - (4) any approved *supplementary prospectus* or approved *supplementary listing particulars*, if applicable;
  - (5) written confirmation of the number of *shares* to be allotted (pursuant to a board resolution allotting the *shares*); and [**Note:** If this is not possible, see ■ LR 3.3.4 R]
  - (6) if a *prospectus* or *listing particulars* have not been produced, a copy of the *RIS* announcement detailing the number and type of *shares* that are the subject of the application and the circumstances of their issue.

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

- 3.3.2A **R** If a *prospectus* or *listing particulars* have not been produced then the Application for Admission of Securities to the Official List must contain

confirmation that a *prospectus* or *listing particulars* are not required and details of the reasons why they are not required.

**Documents to be provided on the day**

**3.3.3** **R** The following documents signed by a *sponsor* (if a *sponsor* is required under ■ LR 8) or by a duly authorised officer of the *applicant* (if a *sponsor* is not required under ■ LR 8) must be submitted, in final form, to the *FCA* before 9 a.m. on the day the *FCA* is to consider the application:

- (1) a completed Shareholder Statement, in the case of an *applicant* that is applying for a *listing* of a class of *shares* for the first time; or [**Note:** see ■ LR 8.4.3 R and ■ LR 8.4.9 R];
- (2) a completed Pricing Statement, in the case of a *placing*, *open offer*, *vendor consideration placing*, *offer for subscription* of *equity shares* or an issue out of treasury of *equity shares* of a class already *listed*. [**Note:** see ■ LR 8.4.3 R and ■ LR 8.4.9 R].

**Note:** The Shareholder Statement and the Pricing Statement forms can be found on the UKLA section of the *FCA* website.

**3.3.4** **R** If written confirmation of the number of *shares* to be allotted pursuant to a board resolution cannot be submitted to the *FCA* by the deadline set out in ■ LR 3.3.2 R or the number of *shares* to be *admitted* is lower than the number notified under ■ LR 3.3.2 R, written confirmation of the number of *shares* to be allotted or *admitted* must be provided to the *FCA* by the *applicant* or its *sponsor* at least one hour before the *admission* to *listing* is to become effective.

**3.3.4A** **R** If the *FCA* has considered an application for *listing* and the *shares* the subject of the application are not all allotted and *admitted* following the initial allotment of the *shares* (for example, under an *offer for subscription*), further allotments of *shares* may be *admitted* if before 4pm on the day before *admission* is sought the *FCA* has been provided with:

- (1) written confirmation of the number of *shares* allotted pursuant to a board resolution; and
- (2) a copy of the *RIS* announcement detailing the number and type of *shares* and the circumstances of their issue.

**Other documents to be submitted**

**3.3.5** **R** Written confirmation of the number of *shares* that were allotted (pursuant to a board resolution allotting the *shares*) must be submitted to the *FCA* as soon as practicable after *admission* if the number is lower than the number that was announced under ■ LR 3.2.7 G as being *admitted to listing*.

**Documents to be kept**

**3.3.6** **R** An *applicant* must keep copies of the following for six years after the *admission to listing*:

- (1) any agreement to acquire any assets, business or *shares* in consideration for or in relation to which the company's *shares* are being issued;
- (2) any letter, report, valuation, contract or other documents referred to in the *prospectus*, *listing particulars*, *circular* or other document issued in connection with those *shares*;
- (3) the *applicant's constitution* as at the date of *admission*;
- (4) the annual report and accounts of the *applicant* and of any guarantor, for each of the periods which form part of the *applicant's* financial record contained in the *prospectus* or *listing particulars*;
- (5) any interim accounts made up since the date to which the last annual report and accounts were made up and prior to the date of *admission*;
- (6) any temporary and definitive documents of title;
- (7) in the case of an application in respect of *shares* issued pursuant to an *employees' share scheme*, the scheme document;
- (8) where *listing particulars* or another document are published in connection with any scheme requiring court approval, any court order and the certificate of registration issued by the Registrar of Companies; and
- (9) copies of board resolutions of the *applicant* allotting or issuing the *shares*.

3.3.7

**R** An *applicant* must provide to the FCA the documents set out in ■ LR 3.3.6 R, if requested to do so.