

## Chapter 9

# Continuing obligations



9.6 Notifications

Copies of documents

- 9.6.1
- R
- A *listed company* must forward to the *FCA* for publication a copy of all *circulars*, notices, reports or other documents to which the *listing rules* apply at the same time as they are issued, by uploading it to the *national storage mechanism*.
- 9.6.2
- R
- A *listed company* must forward to the *FCA* for publication a copy of all resolutions passed by the *listed company* other than resolutions concerning ordinary business at an annual general meeting as soon as possible after the relevant general meeting, by uploading it to the *national storage mechanism*.
- 9.6.3
- R
- (1) A *listed company* must notify a *RIS* as soon as possible when a document has been forwarded to the *FCA* under ■ LR 9.6.1 R or ■ LR 9.6.2 R unless the full text of the document is provided to the *RIS*.

(2) A notification made under paragraph (1) must set out where copies of the relevant document can be obtained.

Notifications relating to capital

- 9.6.4
- R
- A *listed company* must notify a *RIS* as soon as possible (unless otherwise indicated in this rule) of the following information relating to its capital:
- (1) any proposed change in its capital structure including the structure of its *listed debt securities*, save that an announcement of a new issue may be delayed while marketing or underwriting is in progress;

(2) [deleted]

(3) any redemption of *listed shares* including details of the number of *shares* redeemed and the number of *shares* of that class outstanding following the redemption;

(4) any extension of time granted for the currency of temporary documents of title; and

(5) [deleted]

(6) (except in relation to a block listing of *securities*) the results of any new issue of *equity securities* or a public offering of existing *equity securities*.

9.6.5	<b>R</b>	[deleted]
9.6.6	<b>R</b>	Where the <i>securities</i> are subject to an underwriting agreement a <i>listed company</i> may, at its discretion and subject to the obligations in article 17 of the <i>Market Abuse Regulation</i> , delay notifying a <i>RIS</i> as required by ■ LR 9.6.4R (6) for up to two <i>business days</i> until the obligation by the underwriter to take or procure others to take <i>securities</i> is finally determined or lapses. In the case of an issue or offer of <i>securities</i> which is not underwritten, notification of the result must be made as soon as it is known.
9.6.7	<b>R</b>	[deleted]
9.6.8	<b>R</b>	[deleted]
9.6.9	<b>G</b>	[deleted]
9.6.10	<b>G</b>	[deleted]
<b>Notification of board changes and directors' details</b> .....		
9.6.11	<b>R</b>	<p>A <i>listed company</i> must notify a <i>RIS</i> of any change to the board including:</p> <ol style="list-style-type: none"> <li>(1) the appointment of a new <i>director</i> stating the appointees name and whether the position is executive, non-executive or chair and the nature of any specific function or responsibility of the position;</li> <li>(2) the resignation, removal or retirement of a <i>director</i> (unless the <i>director</i> retires by rotation and is re-appointed at a general meeting of the <i>listed company's</i> shareholders);</li> <li>(3) important changes to the role, functions or responsibilities of a <i>director</i>; and</li> <li>(4) the effective date of the change if it is not with immediate effect;</li> </ol> <p>as soon as possible and in any event by the end of the <i>business day</i> following the decision or receipt of notice about the change by the <i>company</i>.</p>
9.6.12	<b>R</b>	If the effective date of the board change is not yet known, the notification required by ■ LR 9.6.11 R should state this fact and the <i>listed company</i> should notify a <i>RIS</i> as soon as the effective date has been decided.
9.6.13	<b>R</b>	A <i>listed company</i> must notify a <i>RIS</i> of the following information in respect of any new <i>director</i> appointed to the board as soon as possible following the decision to appoint the <i>director</i> and in any event within five <i>business days</i> of the decision:

- (1) details of all directorships held by the *director* in any other publicly quoted *company* at any time in the previous five years, indicating whether or not he is still a *director*;

(2) any unspent convictions in relation to indictable offences;

(3) details of any receiverships, compulsory liquidations, creditors voluntary liquidations, administrations, company voluntary arrangements or any composition or arrangement with its creditors generally or any class of its creditors of any company where the *director* was an executive *director* at the time of, or within the 12 months preceding, such events;

(4) details of any compulsory liquidations, administrations or partnership voluntary arrangements of any partnerships where the *director* was a partner at the time of, or within the 12 months preceding, such events;

(5) details of receiverships of any asset of such *person* or of a partnership of which the *director* was a partner at the time of, or within the 12 months preceding, such event; and

(6) details of any public criticisms of the *director* by statutory or regulatory authorities (including *designated professional bodies*) and whether the *director* has ever been disqualified by a court from acting as a *director* of a *company* or from acting in the management or conduct of the affairs of any *company*.

9.6.14

R

A *listed company* must, in respect of any current *director*, notify a *RIS* as soon as possible of:

(1) any changes in the information set out in ■ LR 9.6.13R (2) to ■ LR 9.6.13R (6); and

(2) any new directorships held by the *director* in any other publicly quoted *company*.

9.6.15

G

If no information is required to be disclosed pursuant to ■ LR 9.6.13 R, the notification required by ■ LR 9.6.13 R should state this fact.

Notification of lock-up arrangements

9.6.16

R

A *listed company* must notify a *RIS* as soon as possible of information relating to the disposal of *equity shares* under an exemption allowed in the lock-up arrangements disclosed in accordance with the *PR Regulation*.

9.6.17

R

A *listed company* must notify a *RIS* as soon as possible of the details of any variation in the lock-up arrangements disclosed in accordance with the *PR Regulation* or any subsequent announcement.

		<b>Notification of shareholder resolutions</b>
9.6.18	R	A <i>listed company</i> must notify a <i>RIS</i> as soon as possible after a general meeting of all resolutions passed by the <i>company</i> other than resolutions concerning ordinary business passed at an annual general meeting.
		<b>Change of name</b>
9.6.19	R	A <i>listed company</i> which changes its name must, as soon as possible:  (1) notify a <i>RIS</i> of the change, stating the date on which it has taken effect;  (2) inform the <i>FCA</i> in writing of the change; and  (3) where the <i>listed company</i> is incorporated in the <i>United Kingdom</i> , send the <i>FCA</i> a copy of the revised certificate of incorporation issued by the Registrar of Companies.
		<b>Change of accounting date</b>
9.6.20	R	A <i>listed company</i> must notify a <i>RIS</i> as soon as possible of:  (1) any change in its accounting reference date; and  (2) the new accounting reference date.
9.6.21	R	A <i>listed company</i> must prepare and publish a second interim report in accordance with ■ <b>DTR 4.2</b> if the effect of the change in the accounting reference date is to extend the accounting period to more than 14 months.
9.6.22	G	The second interim report must be prepared and published in respect of either:  (1) the period up to the old accounting reference date; or  (2) the period up to a date not more than six months prior to the new accounting reference date.