

**DISCLOSURE GUIDANCE AND TRANSPARENCY RULES SOURCEBOOK
(MISCELLANEOUS AMENDMENTS) INSTRUMENT 2016**

Powers exercised

- A. The Financial Conduct Authority makes this instrument in the exercise of the following powers and related provisions in the Financial Services and Markets Act 2000 (the “Act”):
- (1) section 73A (Part 6 Rules);
 - (2) section 89A (Transparency rules);
 - (3) section 89B (Provision of voteholder information);
 - (4) section 89C (Provision of information by issuers of transferable securities);
 - (5) section 89D (Notification of voting rights held by issuer);
 - (6) section 89O (Corporate governance rules);
 - (7) section 137A (The FCA’s general rules);
 - (8) section 137T (General supplementary powers); and
 - (9) section 139A (Power of the FCA to give guidance).
- B. The rule-making powers listed above are specified for the purpose of section 138G(2) (Rule-making instruments) of the Act.

Commencement

- C. This instrument comes into force on 4 November 2016.

Amendments to the Handbook

- D. The Glossary of definitions is amended in accordance with Annex A to this instrument.
- E. The Disclosure Guidance and Transparency Rules sourcebook (DTR) is amended in accordance with Annex B to this instrument.

Notes

- F. In Annex B to this instrument, the “notes” (indicated by “**Note:**”) are included for the convenience of readers but do not form part of the legislative text.

Citation

- G. This instrument may be cited as the Disclosure Guidance and Transparency Rules Sourcebook (Miscellaneous Amendments) Instrument 2016.

By order of the Board
3 November 2016

Annex A**Amendments to the Glossary of definitions**

Amend the following definition as shown.

- prescribed market*
- (1) (except in, and for the purpose of, DTR 5) a market which had been prescribed by the Treasury in the *Prescribed Markets and Qualifying Investments Order* as it was in force on 2 July 2016.
 - (2) (in, and for the purpose of, DTR 5) a market which is established under the rules of a UK RIE.

Annex B

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

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

1B Introduction (Corporate governance)

1B.1 Application and purpose (Corporate governance)

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Application: Corporate governance statements

1B.1.5 R Except as set out in *DTR 1B.1.6R* and *DTR 1B.1.7R*, *DTR 7.2* applies to an issuer:

- (1) whose *transferable securities* are admitted to trading; and
- (2) which is a company within the meaning of section 1(1) of the Companies Act 2006.

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~~Exemption~~ Exemptions

1B.1.6 R The rules in *DTR 7.2.2R*, *7.2.3R* and *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 MTF.

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

1B.1.7 R *DTR 7.2.8AR* does not apply to an issuer which:

- (1) qualifies as a small company under sections 382 to 383 of the Companies Act 2006; or
- (2) qualifies as a medium company under sections 465 to 466 of the Companies Act 2006,

in relation to the financial year to which the corporate governance statement relates.

[**Note:** article 20(5) of the *Accounting Directive*]

1B.1.8 G *DTR 7.2.8AR* does not apply to a listed company which:

- (1) is required to comply with *DTR 7.2* as if it were an issuer by *LR 9.8.7AR*, *LR 14.3.24R* or *LR 18.4.3R(2)*; and
- (2) would meet the criteria in *DTR 1B.1.7R* if it were a company

incorporated in the *United Kingdom*.

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7 Corporate governance

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7.2 Corporate governance statements

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7.2.8A R (1) The corporate governance statement must contain a description of:

(a) the diversity policy applied to the issuer's administrative, management and supervisory bodies with regard to aspects such as, for instance, age, gender, or educational and professional backgrounds;

(b) the objectives of the diversity policy in (a);

(c) how the diversity policy in (a) has been implemented; and

(d) the results in the reporting period.

(2) If no diversity policy is applied by the issuer, the corporate governance statement must contain an explanation as to why this is the case.

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

7.2.8B G DTR 7.2.8AR does not apply to an issuer which qualifies as a small or medium company under DTR 1B.1.7R.

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TP 1 Disclosure and transparency rules

DTR Sourcebook - 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
...					
<u>29</u>	<u>DTR 1B.1.7R and DTR 7.2.8AR</u>	<u>R</u>	<u>DTR 1B.1.7R and DTR 7.2.8AR apply for a financial year of an issuer beginning on or after 1 January 2017.</u>	<u>From 4 November 2016</u>	<u>4 November 2016</u>

<u>30</u>	<u>DTR 1B.1.8G</u> and <u>DTR</u> <u>7.2.8BG</u>	<u>G</u>	<u>DTR 1B.1.8G applies for a</u> <u>financial year of a listed</u> <u>company beginning on or</u> <u>after 1 January 2017.</u> <u>DTR 7.2.8BG applies for a</u> <u>financial year of an issuer</u> <u>beginning on or after 1</u> <u>January 2017.</u>	<u>From 4</u> <u>November 2016</u>	<u>4 November</u> <u>2016</u>
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