

**LISTING RULES (CORPORATE GOVERNANCE CODE) INSTRUMENT 2017**

**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 96 (Obligations of issuers of listed securities);
  - (3) section 137A (The FCA’s general rules);
  - (4) section 137T (General supplementary powers); and
  - (5) 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 13 September 2017.

**Amendments to the Handbook**

- D. The Glossary of definitions is amended in accordance with Annex A to this instrument.
- E. The Listing Rules sourcebook (LR) is amended in accordance with Annex B to this instrument.

**Citation**

- F. This instrument may be cited as the Listing Rules (Corporate Governance Code) Instrument 2017.

By order of the Board  
12 September 2017

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

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

Amend the following definition as shown.

*UK Corporate Governance Code* the UK Corporate Governance Code published in ~~September 2014~~  
April 2016 by the Financial Reporting Council, available at:  
~~<https://www.frc.org.uk/Our-Work/Codes-Standards/Corporate-governance/UK-Corporate-Governance-Code.aspx>~~  
<https://www.frc.org.uk/directors/corporate-governance-and-stewardship/uk-corporate-governance-code>.

## Annex B

### Amendments to the Listing Rules sourcebook (LR)

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

#### App 1.1 Relevant definitions

App 1.1.1 **Note:** The following definitions relevant to the *listing rules* are extracted from the *Glossary*.

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<i>UK Corporate Governance Code</i>	the UK Corporate Governance Code published in <del>September 2014</del> <u>April 2016</u> by the Financial Reporting Council, available at: <a href="https://www.frc.org.uk/directors/corporate-governance-and-stewardship/uk-corporate-governance-code">https://www.frc.org.uk/directors/corporate-governance-and-stewardship/uk-corporate-governance-code</a> .
...	

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## TR 13 Transitional Provisions for the UK Corporate Governance Code

(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
1.	LR 9.8.6R(3)	R	<p>In the case of an annual financial report of a <i>listed company</i> or a <i>closed-ended investment fund</i> incorporated in the <i>United Kingdom</i> for an accounting period ending between 31 May 2015 and 29 September 2015: (1) <i>LR 9.8.6R(3)</i> does not apply; and (2) its annual financial report must include a statement by the <i>directors</i> that the business is a going concern, together with supporting assumptions or qualifications as necessary, prepared in accordance with the <i>Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2009</i>, published by the Financial Reporting Council in October 2009.</p> <p>[expired]</p>	From 23 October 2015 to 31 January 2016	23 October 2015
2.	LR 9.8.6R(5), LR 9.8.6R(6) and LR 15.6.6R(2)	R	<p>In the case of an annual financial report of a <i>listed company</i> or a <i>closed-ended investment fund</i> incorporated in the <i>United Kingdom</i> for an accounting period ending between 31 May 2015 and 29 September 2015, a reference to a Main Principle, principle or provision in the <i>UK Corporate Governance Code</i> must be read as a reference to a Main Principle, principle or provision in the UK Corporate Governance Code published by the Financial Reporting Council in September 2012.</p> <p>[expired]</p>	From 23 October 2015 to 31 January 2016	23 October 2015

3.	LR 9.8.10R	R	<p>In the case of an annual financial report of a <i>listed company</i> or a <i>closed-ended investment fund</i> incorporated in the <i>United Kingdom</i> for an accounting period ending between 31 May 2015 and 29 September 2015: (1) <del>LR 9.8.10R</del> does not apply; and (2) the <i>listed company</i> or <i>closed-ended investment fund</i> must ensure that the auditors review the following before the annual report is published: (a) the statement by the <i>directors</i> in the annual financial report that the business is a going concern, together with supporting assumptions or qualifications as necessary, prepared in accordance with the Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2009, published by the Financial Reporting Council in October 2009; and (b) the parts of the statement required by <del>LR 9.8.6R(6)</del> (Comply or explain) that relate to C.1.1, C.2.1 and C.3.1 to C.3.7 of the UK Corporate Governance Code published by the Financial Reporting Council in September 2012. [expired]</p>	From 23 October 2015 to 31 January 2016	23 October 2015
4.	<p><u>LR 9.8.6R(3),</u>  <u>LR 9.8.6R(5),</u>  <u>LR 9.8.6R(6)</u>  <u>and LR</u>  <u>15.6.6R(2)</u></p>	R	<p>In the case of an annual financial report of a <i>listed company</i> or a <i>closed-ended investment fund</i> incorporated in the <i>United Kingdom</i> for an accounting period ending on or before 16 June 2017, a reference to a <u>Main Principle, principle or provision in the UK Corporate Governance Code</u> must be read as a reference to a <u>Main Principle, principle or provision in the UK Corporate Governance Code published by the Financial Reporting Council in September</u></p>	From 13 September 2017 to 31 December 2017	13 September 2017

			<u>2014.</u>		
<u>5.</u>	<u>LR 9.8.10R</u>	<u>R</u>	<p><u>In the case of an annual financial report of a <i>listed company</i> or a <i>closed-ended investment fund</i> incorporated in the <i>United Kingdom</i> for an accounting period ending on or before 16 June 2017:</u></p> <p><u>(1) LR 9.8.10R does not apply; and</u></p> <p><u>(2) the <i>listed company</i> or <i>closed-ended investment fund</i> must ensure that the auditors review the following before the annual report is published:</u></p> <p><u>(a) LR 9.8.6R(3) (statements by the directors regarding going concern and longer-term viability); and</u></p> <p><u>(b) the parts of the statement required by LR 9.8.6R(6) (comply or explain) that relate to C.1.1, C.2.1 and C.2.3, and C.3.1 to C.3.8 of the UK Corporate Governance Code published by the Financial Reporting Council in September 2014.</u></p>	<u>From 13 September 2017 to 31 December 2017</u>	<u>13 September 2017</u>