



Changes to the UK listing regime

The FCA has delivered on its revolutionary restructuring of the UK listing framework. The final rules were published on 11 July 2024 and are in force from 29 July 2024. This snapshot provides an overview of what will change for previously premium listed companies.

Significant transactions

- Announcement of a Class 1 (25%+ on class tests) transaction in a new disclosure-based regime, with “enhanced” announcement content
- No prior shareholder vote or shareholder circular required
- Class 2 announcements abolished (continuous disclosure under UK MAR continues to apply)
- No requirement to obtain sponsor guidance to assess if a transaction “may” be a significant transaction – sponsor only required to be appointed where seeking guidance/waiver from the FCA
- “Ordinary course” exception widened to include non-day-to-day business activities
- Profits test no longer used to classify transactions (assets, consideration and capital remain)
- Reverse takeovers to remain subject to existing regime – market announcement, shareholder approval and FCA-approved circular, sponsor appointed to assess whether there is a reverse takeover and for any admission prospectus for new enlarged issuer

Related party transactions

- Related party transactions of 5%+ or more on class tests, no longer require shareholder vote, but market announcement including fair and reasonable statement by the board (supported by sponsor), exclusion of conflicted directors from board decision-making

- Smaller related party transactions (≥0.25% but <5% based on class tests) – no market announcement required (continuous disclosure under UK MAR continues to apply)
- Related party shareholding threshold to rise from 10% to 20%
- No requirement to obtain sponsor guidance to assess if a transaction “may” be a related party transaction, but sponsor must be appointed to provide a fair and reasonable opinion (and where guidance/waivers sought from the FCA)

Listing Principles and procedures, systems and controls

- Companies will be expected to be able to explain to the FCA where information is held and how it can be accessed, including information held outside the UK
- On admission, board to declare that company has appropriate systems and controls

Corporate governance and annual reporting

- No substantive changes now
- Comply or explain concept retained in respect of the UK Corporate Governance Code
- Key annual reporting disclosures retained, including comply or explain requirements based on TCFD and around diversity
- FCA to consult on implementing broader ISSB sustainability reporting in 2025

Sponsor role

- Role focused on significant increases in share capital requiring a prospectus, related party fair and reasonable opinions, reverse takeovers and transfers between listing categories
- Certain confirmations to FCA after having made due and careful enquiry

Companies with a controlling (30%+) shareholder

- Relationship agreement not mandatory
- Must still be able to demonstrate independence from controlling shareholder

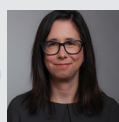
DESTINATION TABLE

	OLD LR	NEW UKLR
Listing Principles	LR 7	UKLR 2
Sponsors	LR 8	UKLR 4 & 24
Corporate governance and annual reporting	LR 9	UKLR 6
Significant transactions	LR 10	UKLR 7
Related party transactions	LR 11	UKLR 8

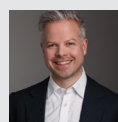
Key contacts



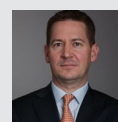
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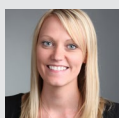
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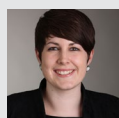
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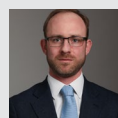
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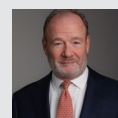
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