

SPONSOR'S DECLARATION FOR THE PRODUCTION OF A CIRCULAR

(Note: Italicised terms have the meaning given in the *listing rules*)

To: The FCA

Date: _____ 20____

Full name of *sponsor*: _____

Full name of *listed company*: _____

Transaction being undertaken: _____

I, _____, an officer duly authorised to give this declaration, confirm that:

- we have acted with due care and skill in relation to the provision of *sponsor services*;
- we have taken reasonable steps to satisfy ourselves that the *director* or *directors* of the *listed company* understand their responsibilities and obligations under the *listing rules*, the *disclosure requirements* and the *transparency rules*;
- we have come to a reasonable opinion, after having made due and careful enquiry, that:
 1. the *listed company* has satisfied all requirements of the *listing rules* relevant to the production of a *class 1 circular* or other *circular*;
 2. the transaction will not have an adverse impact on the *listed company's* ability to comply with the *listing rules*, the *disclosure requirements* and the *transparency rules*; and
 3. the *directors* of the *listed company* have a reasonable basis on which to make the working capital statement required by LR 9.5.12R, LR 13.4.1R or LR 13.7.1R;*
- we have maintained accessible records which are sufficient to be capable of demonstrating that the *sponsor* has provided *sponsor services* and otherwise complied with its obligations under LR 8 in accordance with the *listing rules*, including the basis of each confirmation set out above;
- all matters known to us which, in our reasonable opinion, should be taken into account by the FCA in considering this transaction have been disclosed with sufficient prominence in the documentation or otherwise in writing to the FCA; and
- for so long as we provide a *sponsor service*, we will:
 - a) take such reasonable steps as are sufficient to ensure that any communication or information we provide to the FCA in carrying out the *sponsor service* is, to the best of our knowledge and belief, accurate and complete in all material respects; and

b) as soon as possible provide to the *FCA* any information of which we become aware that materially affects the accuracy or completeness of the information we have previously provided.

SIGNED BY: _____
Duly authorised officer

Name of *sponsor*

If you knowingly or recklessly give false or misleading information you may be liable to prosecution.

*Paragraph 3 should be deleted where the *listed company* is a *closed-ended investment fund*.