

# Annual Report

2024/25



FCA

Listing Authority  
Advisory Panel

# Chair's foreword

I am pleased to present the Listing Authority Advisory Panel's Annual Report for the period 1 April 2024 to 31 March 2025. This year's marked another significant phase in the development of the UK's primary markets, and the Panel has continued to play a key role in advising the FCA on emerging policy priorities and market developments.

Our work during this period was shaped by the implementation of the UK Listing Rules reforms, which took effect in July 2024. The panel engaged extensively with the FCA in supporting the delivery of these reforms, and we have since provided feedback on early market reactions and the implications of these changes for issuers and investors. Against the backdrop of heightened geopolitical uncertainty, the Panel has remained focused on ensuring the UK's capital markets remain competitive, efficient and resilient.

We also contributed to the FCA's development of its proposed Public Offers and Admissions to Trading Regime (POATR), which seeks to replace the existing Prospectus Regulation. In our view, the POATR proposals represent a strategic opportunity to improve the efficiency of capital raising by listed companies, without compromising the UK's reputation for high regulatory standards. We similarly welcomed the development of the Private Intermittent Securities and Exchange System (PISCES), recognising its potential to maintain the flexibility of private markets while introducing appropriate investor protections.

The Panel has provided detailed input across the broad range of topics including the future strategy of the FCA, the integration of sustainability standards into listing obligations and the review of the UK Stewardship Code. Our contributions were also informed by regular dialogue with the FCA's leadership and market-facing staff including constructive exchanges with the FCA Chair, CEO and its Executive Directors.

As Chair of the Panel, I would like to extend my sincere thanks to all panel members for their commitment, expertise and open engagement. I am also grateful to the FCA for the open and collaborative way in which it continues to work with the Panel. We particularly value the opportunity to contribute to the development of regulation in a forum that supports technical depth, diversity of perspective and constructive challenge.

I would also like to thank the members of the MPP who we have collaborated with on several areas of joint interest.

**Mandy Gradden**  
Chair, FCA Listing  
Authority Advisory Panel

# 1

## Introduction

The Listing Authority Advisory Panel is a statutory independent panel that advises the FCA on technical issues and regulatory proposals affecting equity and debt primary markets. The Panel represents a wide range of perspectives from issuers, investors and corporate advisory communities.

The Panel met formally four times during the year and held four informal sessions. In addition to these regular meetings, Panel members participated in several workshops and subgroup discussions with FCA staff, particularly in relation to the development of POATR and workstreams relating to artificial intelligence. One member of the Panel also serves as an ex-officio member of the FCA's Markets Practitioner Panel (MPP) and our collaboration with MPP has deepened over the year through joint consultation responses and coordinated policy engagement.

During the year, the Panel welcomed the opportunity to engage with the FCA Chair, CEO and members of the Executive Committee, particularly in relation to the development of the FCA's five-year strategy for 2025 to 2030. We have also continued to work with FCA staff in the Markets Policy teams and have engaged more widely across the FCA to support policy development and technical refinement.

# 2

## Strengthening UK Capital Markets

Much of the Panel's work during the year focused on strengthening UK capital markets by enhancing their competitiveness and accessibility. The implementation of the UK Listing Rules in July 2024 was a milestone event, with the Panel providing feedback on the reforms both during their development and following implementation. We welcomed the clarity and simplification that the reforms introduced, which should help more companies to consider listing in the UK.

The Panel also discussed a range of geopolitical and macroeconomic factors affecting UK markets, including the potential impact of negative media narratives and misinformation on investor confidence. We encouraged the FCA to proactively address misleading information about its regulatory approach and to continue promoting the UK's reputation as a high standard and a reliable jurisdiction for listing and investment.

Throughout the year, the Panel provided input on the importance of investment research coverage, particularly for small and mid-cap companies. We observed the challenges posed by capital being drawn away from mid-cap stocks and urged the FCA to explore the implications for price formation and market structure. We also supported the FCA's efforts to maintain close alignment with international standards and to coordinate with global partners on key policy initiatives, including sustainability reporting and digitalisation.

The Panel agrees that a clear and consistent communication strategy from the FCA is essential to support investor understanding and confidence. We welcomed the FCA's approach to setting out its long-term objectives, including through the development of metrics under its Secondary International Competitiveness and Growth Objective.

Access to capital markets, particularly for retail investors, was another theme that featured in our discussions. The Panel raised concerns about the treatment of investment trusts under cost disclosure rules and the potential impact on retail access to these vehicles. We welcomed the FCA's ongoing engagement with the industry and highlighted the need for reforms that maintain consumer protections without undermining the competitiveness of UK-listed products.

# 3

## Removing frictions in UK Capital Markets

Following the implementation of the Listing Rules, the Panel turned its attention to the next phase of reform, including the proposed POATR and the development of PISCES. We participated in numerous POATR workshops with the FCA offering detailed technical feedback on the draft proposals and their likely operational implications. Our views were also reflected in three joint consultation responses with the MPP.

The Panel supported the FCA's ambitions to reduce regulatory frictions and improve the efficiency of capital raising. We recognised that implementation of new regimes can present transitional challenges but commended the FCA for its commitment to listening to industry concerns and providing clearer guidance to support adaptation.

We raised specific concerns around cost and complexity in relation to sponsor obligations and processes in relation to producing working capital statements as part of a prospectus. We encouraged the FCA to clarify expectations and work with relevant bodies, including accounting firms and bodies, to address areas of potential friction.

The Panel also welcomed the FCA's review of the transaction reporting regime and recommended that the FCA consider reducing reporting obligations for buy side firms to be in line with international practise.

In our discussions on investment trusts, we again highlighted the challenges arising from the inclusion of closed-ended investment companies in the Consumer Composite Investments regime. We urged the FCA to reconsider this approach and to take into account the unique characteristics of listed investment companies when designing cost disclosure frameworks.

# 4

## Reform of Corporate Governance and Stewardship Frameworks

The Panel reviewed the FRC's work in relation to corporate governance and stewardship, particularly in the context of the ongoing review of the UK Stewardship Code. While we acknowledge the progress driven by the Code since its inception, we expressed concerns that its scope had become overly broad, with reporting obligations often exceeding what is materially useful for investment decision-making.

We encouraged the greater focus on the quality of dialogue between company boards and investors, and on better aligning the views of governance teams and fund managers at investing firms. We also raised the issue of the growing role of proxy advisors and the implications for effective stewardship, especially as passive investment continues to grow in scale.

The Panel welcomed the collaboration between the FCA and the FRC on this review and stressed the need for any updates to reflect the volume of existing regulation already applying to asset owners and managers. We also questioned the intended audience for lengthy stewardship reports and encouraged simplification and clarity in both the principles and reporting expectations.

# 5

## Artificial Intelligence Integration in Financial Markets

The Panel participated in discussions with the FCA and industry stakeholders on the growing role of Artificial Intelligence (AI) in financial markets. We welcomed the 2024 findings of the joint FCA and Bank of England survey on AI, which showed that a large majority of firms were already using or planning to use AI technologies in their operations.

In two cross panel workshops, the Panel contributed views on the risks and opportunities associated with AI adoption. We emphasised the importance of maintaining the UK's status as a centre for innovation while ensuring the appropriate safeguards and regulatory frameworks are in place. We also supported the FCA's engagement with stakeholders on tokenisation and the broader digital transformation of capital markets.

# 6

## Sustainable Finance

The Panel continued to advise the FCA on sustainable finance, with a particular focus on the integration of the ISSB climate-related disclosure standards into UK regulation. We supported the FCA's plans to reference these standards once they are endorsed by the UK government to encourage cross-jurisdiction alignment and encouraged the proportionate approach that avoids adding unnecessary cost and complexity including from mandatory assurance.

We noted the growing differences between UK and international assurance standards and encouraged the FCA to work with relevant bodies to help resolve any conflicts. We also discussed the challenges associated with ESG ratings and data providers, particularly in light of the UK government's recent statutory instrument expanding the regulatory perimeter.

The Panel welcomed the FCA's international engagement and supported efforts to align UK taxonomies and reporting frameworks with global standards. We considered that these initiatives will contribute to a more consistent and effective approach to sustainability disclosure, supporting investor confidence and market integrity.

# 7

## Panel Diversity Statement

The FCA has agreed to adopt diversity targets for all the FCA's Independent Panels. These targets reflect those introduced by the FCA in April 2022 for the board and executive management of listed companies:

- At least 40% of each Panel are women
- At least one of the senior positions (Chair, Deputy Chair or equivalent) across the Panels is held by a woman
- At least one member of each Panel is from an ethnic minority background

To monitor our progress against these targets diversity monitoring information is collected from Panel members on a voluntary basis. Based on the data collected, against these targets, we can report that as of 31 March 2025:

- 37% of the Listing Authority Advisory Panel are women
- Across all the Independent Panels, the target for at least one senior position to be held by a woman is exceeded
- Four out of six Independent Panels meet the target that at least one member is from an ethnic minority background

The Panel supports the FCA in its objective of improving diversity in the appointments it makes to all the independent Panels.

# Members of FCA Listing Authority Advisory Panel

(1 April 2024 – 31 March 2025)

## **Mandy Gradden Chair**

(from 01/08/2023; former Deputy Chair from 01/08/2020 to 31/07/2023)

Non-Executive Director, Spectris plc, former Chief Financial Officer, Ascential plc

## **Virginia Khoo Deputy Chair**

(from 01/08/2023)

Head of UK & Ireland Equity Advisory, BNP Paribas

## **Amanda Thomas Deputy Chair**

(from 01/08/2023)

Partner and Head of the London International Capital Markets Group and Know-How and Training Team, Allen & Overy LLP

## **Gary Admans**

Head of Liquidity and Capital Markets, BP plc

## **Mark Austin**

(term ended 30/11/2024; former Chair from 01/08/2020 to 31/07/2023)

Corporate Partner, Latham & Watkin  
Member of the FCA's Markets Practitioner Panel.

## **Hans-Christoph Hirt**

Professional trustee with Pi Partnership, Non-Executive Director and trustee of the Hermes Group Pension Scheme, Advisory Partner at Fidelio and Senior Consultant at Arkadiko

## **Kimberley Lewis**

(from 16/09/2024)

Head of Active Ownership, Schroders

## **Kathryn McLeland**

(term ended 31/12/2024)

Chief Financial Officer, M&G

## **Giles Reaney**

(from 01/06/2024)

Managing Director, Advent International Ltd

## **Aileen Taylor**

(term ended 28/02/2025)

Group Company Secretary and Chief Governance Officer, HSBC Holdings Plc

## **James Taylor**

Head of Investment Banking, Deutsche Numis  
Member of the FCA's Markets Practitioner Panel.

## **Charlie Walker**

Deputy CEO, London Stock Exchange plc

## **Caroline Ward**

(from 01/07/2024)

Partner, Equity Capital Markets, Deloitte

## **Sam Ward**

Head of European Equity Capital Markets, Capital Group

## **James Wootton**

(from 01/02/2025)

Corporate Partner and Global Co-Head of Equity Capital Markets, Linklaters LLP

## **Listing Authority Advisory Panel**

Financial Conduct Authority

12 Endeavour Square

London E20 1JN

Website: [www.fca.org.uk/panels/listing-authority-advisory-panel](http://www.fca.org.uk/panels/listing-authority-advisory-panel)

**FCA**

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