

Primary Market Bulletin

Newsletter from the FCA for primary market participants

About this edition

Welcome to the 20th edition of the Primary Market Bulletin (PMB).

We begin this edition as usual with general news and information, moving on to the latest changes we have made, or are proposing to make, to our [Knowledge Base](#).

In particular, this edition focuses on the use of the name UK Listing Authority, the results of the Debt Market Forum Survey, and the new online portal for submissions to the Issuer Management team. We discuss how to apply the Listing Rules if an issuer has previously had insufficient distributable reserves to pay dividends. And we look at the requirements for reports on payments to governments for certain issuers admitted to trading on a regulated market and whose home state is the UK. We also provide an overview of Brexit updates and updates on the Prospectus Regulation.

What's new

Introducing the FCA's Primary Market functions – retiring the UKLA name

You may have noticed we rarely use the name 'UK Listing Authority' or 'UKLA' to describe the FCA when we are acting as regulator of issuers of securities. We call ourselves the Financial Conduct Authority or FCA. Where we need to explain the capacity in which we are acting, we have been referring to our 'UKLA functions' or the 'FCA's UKLA functions'.

Over time, we will be phasing out the UKLA name entirely. We are gradually removing it from our website and other external communications and will instead refer to the FCA's 'primary market' functions.

The reason is clarity. Commentators and members of the public are confused about who (or what) the UKLA is, with some unsure if it is a separate body from the FCA. We need to be clear, given the global reach of our primary capital markets.

Internally, as we explained in [PMB 18](#), we have reorganised our former UKLA Department into 2 departments, the Primary Market Oversight and Listing Transactions Departments, which work closely alongside one another. Along with Secondary Market Oversight, the department responsible for the oversight and monitoring of secondary market transactions, these departments work together as

the FCA's Market Oversight directorate; responsible for overseeing the conduct of participants in primary and secondary markets. Existing arrangements for contacting and doing business with us are unchanged.

Action for issuers

You do not need to revise documents just to remove references to the UKLA and you do not have to do this for internal documents such as procedural manuals. But when you are updating templates/documents for other reasons, please phase out the terms UKLA or UK Listing Authority.

We are retiring the UKLA name to provide the market with a better understanding of our role and functions. But we do not wish anyone to incur unnecessary costs. We know the term UKLA is frequently used as a defined term in prospectuses and shareholder circulars. While we prefer to use the FCA, and ideally we would prefer others to do so, we think it would be disproportionate to use legal powers to insist on it, for example by refusing to approve a document containing the name UKLA.

So when reviewing draft documents our Listing Transactions Department will not comment on this and we do not wish issuers to incur the expense of revising documents just for these changes.

Debt Market Forum Survey - results

In [PMB 17](#), we announced a survey of market participants in debt capital markets. The survey was a commitment made in April 2016's [UK Debt Market Forum \(DMF\) Report](#) to follow up on the impact of the measures proposed to improve the effectiveness of UK primary listed debt markets. The survey would focus on the effectiveness of the changes set out in the DMF Report as well as our service to primary debt markets more generally.

In June 2017, we opened this survey to nearly 200 individuals who had interacted with us on debt capital markets matters over the previous 12 months. We also separately surveyed a number of our key senior stakeholders from industry, government and various trade associations.

Some highlights of the results of the survey include:

- All the responses said that the FCA had improved since the implementation of the DMF initiatives (50% answering 'a lot better' and 50% 'a little better'). The overall views given of the FCA were 100% positive (nearly 63% were very positive).
- The overall quality of the interactions with the FCA was 100% positive.
- 86% of the responses regarding our document submission process were positive.
- The availability and responsiveness of our reading teams to queries was 100% positive.

- 93% of people were positive about the review timetable and timeliness of our responses.
- 94% of people who have used our Same Day Supplement Service had a positive view of it.
- 86% of people who had experienced the Wholesale Debt Approach vetting methodology were positive about it.
- 93% of responses were positive towards our technical guidance on guarantor financial information.

Many positive comments were also given to the open-ended questions we asked in relation to our Debt Market Relationship Programme, our Early Engagement Team, our extended Wholesale Debt Approach vetting methodology, the extension to our Same Day Supplement service and our streamlined standard comments.

There was also some useful constructive criticism for us to consider. This included comments on the document submission process and the technology supporting it. Respondents also suggested we broaden the number of firms in the Debt Market Relationship Programme. We are giving this feedback full consideration.

We would like to thank everyone who took the time to respond to these surveys. We have analysed, considered and acted on all responses as appropriate. We will continue to interact with our stakeholders to garner views and feedback throughout the year and we remain open to running surveys in future.

New online portal for submissions to the Issuer Management team

We have introduced an online portal for submitting applications, requests and supporting documentation to our Issuer Management team.

This update on 24 September 2018 was the latest of a number of enhancements we are making to our systems. We have been transitioning from our old ELMS case management system to an upgraded Electronic Submission System (ESS) and this follows the submission portal for investor documents and prospectuses we introduced in September 2017.

The portal is a much easier way for you to interact with the Issuer Management team, providing more information on what is required and a streamlined process.

Its benefits include:

- a one-stop shop for your Transaction Review and Issuer Management interactions
- a safe and secure system - access is restricted to authenticated individuals within the submitter's company
- an easy-to-use interface
- the structure of the electronic forms on the portal provides information regarding what is required to be submitted

- in-built validations that give instant feedback if there is missing information or are errors
- an easy-to-use way of viewing the Official List and other related information in one location
- a way for users to upload supporting documentation and information
- downloadable and printable draft and final submissions
- removing the need for physical sign-off - advisers can confirm approval on behalf of issuers

If you have any questions please contact the Issuer Management team (listingapplications@fca.org.uk).

Discussion Paper on Climate Change and Green Finance

We published Discussion Paper [DP18/8](#) on Climate Change and Green Finance on 15 October 2018, setting out:

- how the different impacts of climate change could affect the FCA's long and short-term objectives
- some of the opportunities and risks the transition to a low carbon economy presents in the UK's financial services markets
- the specific action we will take in the near term to ensure that markets function well and deliver good outcomes for consumers

The Discussion Paper also addresses the potential consequences of climate change on capital markets, including in relation to the valuation of securities or the type of disclosure required to support asset buyers to make informed risk assessments on investments and asset allocation.

The deadline for views, including responses to the questions posed in the Discussion Paper was 31 January 2019.

Brexit updates

HM Treasury published a policy note [Draft Official Listing of Securities, Prospectus and Transparency \(Amendment\) \(EU Exit\) Regulations 2019: explanatory information](#) on 21 November 2018. The policy note is intended to provide Parliament and stakeholders with further details on the Treasury's approach to onshoring financial services legislation (that is, bringing current EU law into force in the UK).

The FCA has published a number of consultation papers setting out proposals to prepare for the possibility that the UK leaves the European Union on 29 March 2019 without an implementation period.

These include the following:

1. CP18/28 Brexit: proposed changes to the Handbook and Binding Technical Standards- first consultation published on 10 October 2018. The consultation closed on 7 December 2018. This CP set out the FCA's baseline approach for reviewing the FCA Handbook and the BTS.
2. CP18/36 Brexit: proposed changes to the Handbook and Binding Technical Standards- second consultation published on 23 November 2018. The consultation closed on 21 December 2018. This CP sets out the FCA's approach to the onshoring of the Listing Rules, the Prospectus Rules and the Disclosure Guidance and Transparency Rules, amongst others.

Reminder to issuers of their ongoing disclosure obligations under article 17 of the Market Abuse Regulation (MAR) – Withdrawal from the European Union

The withdrawal of the UK from the European Union is likely to affect issuers differently, depending on their sector and specific business model and operations. We would like to remind issuers that when considering the potential impact of the EU withdrawal they need to be aware of their ongoing disclosure obligations under Article 17 of MAR.

If issuers want to discuss their disclosure obligations, they should contact us using the [ESS](#).

European updates

Prospectus Regulation

The Prospectus Regulation (EU) 2017/1129 came into force on 20 July 2017. The FCA amended its Prospectus Rules in July 2017 to accommodate immediate application measures relating to exemptions from publishing a prospectus in relation to the admission of securities to trading on a regulated market.

A second set of early application measures applied from 21 July 2018. These include a provision to allow Member States to exempt offers of securities to the public from the obligation to publish a prospectus for offers up to €8 million.

In this respect, the Treasury has made and laid in Parliament the Financial Services and Markets Act 2000 (Prospectus and Markets in Financial Instruments) Regulations 2018 SI 2018/786. This statutory instrument gives effect to Articles 1(3) and 3(2) of the EU Prospectus Regulation by amending the Financial Services and Markets Act 2000 (FSMA 2000) as follows:

- The threshold for offers of securities to the public that are exempt from the obligation to publish a prospectus is increased from €100,000 to €8,000,000 in section 86(1)(e) of FSMA 2000.

- The threshold for an offer of securities to the public that is exempt from the regime is reduced from €5,000,000 to €1,000,000 in paragraph 9(1) of Schedule 11A of FSMA 2000.

The statutory instrument came into force on 21 July 2018 and is available at <http://www.legislation.gov.uk/id/uksi/2018/786>.

We have amended PR 1.2.1 UK of the Prospectus Rules (PR) sourcebook to align the FCA's reproduction of section 86(1)(e) of FSMA 2000 to the change made by the statutory instrument.

The EU Prospectus Regulation 2017 comes into force in full in the European Union on 21 July 2019. Implementation in the UK is dependent on the terms of the UK's exit from the EU. If a Withdrawal Agreement is approved with an implementation period extending beyond 21 July 2019, then firms may have to continue to comply with directly applicable EU legislation until the end of any implementation period. This may include the Prospectus Regulation.

On 28 January 2019 we published a consultation paper CP19/6 - "[Changes to align the FCA Handbook with the EU Prospectus Regulation](#)" proposing new rules in preparation for such a scenario. The consultation closes on Thursday, 28 March 2019.

The Government has also brought forward legislation that would enable it to implement the remainder of the Prospectus Regulation in the event that an implementation period is not agreed.

The FCA continues its work to ensure the UK's legal and regulatory framework functions in all scenarios.

Prospectus Q&A

The European Securities and Markets Authority (ESMA) published 2 updates to the Prospectus Questions and Answers (Q&A) document:

- The 27th update was published on 20 October 2017 reflecting changes resulting from the Prospectus Regulation coming into force on 20 July 2017.
- The 28th [update](#) was published on 28 March 2018 to include a new Q&A on the definition of profit forecasts.
- ESMA no longer provide separate links to the individual update versions. See the latest version of the Q&A ([28th update](#)).

ESMA consultation on RTS

ESMA has consulted on regulatory technical standards (RTS) under the Prospectus Regulation: [Consultation on draft RTS under the new Prospectus Regulation](#). The consultation ran from 15 December 2017 to 9 March 2018 and addressed RTS on:

- key financial information for the summary
- data and machine readability

- advertisements
- supplements
- publication

ESMA published its Final Report on draft RTS, ESMA31-62-1002, on 17 July 2018.

ESMA consultation on risk factors

ESMA published a Consultation Paper on guidelines on risk factors, ESMA31-62-996, dated 13 July 2018. The consultation closed on 5 October 2018.

ESMA consultation on exemptions for takeovers, mergers and divisions

ESMA published a Consultation Paper on draft technical advice on minimum information content for prospectus exemption, ESMA31-62-962, dated 13 July 2018. The consultation closed on 5 October 2018.

Prospectus Regulation - ESMA mandate

The European Commission published its mandate to ESMA, Request to ESMA for technical advice on possible delegated acts concerning the regulation on prospectus, on 28 February 2017. The mandate was updated on 1 June, 26 July 2017 and 26 January 2018 with revised dates.

Following its three consultation papers published in July 2017, ESMA published its Final Report on Technical Advice under the Prospectus Regulation in March 2018. It sets out the bulk of the advice on the delegated acts which the Commission has to adopt for the new regime which starts on 21 July 2019.

Omnibus III

The European Commission published its Review of the European Supervisory Authorities; Proposal for a regulation; COM(2017)536; (Omnibus III) on 20 September 2017, two months after the new Prospectus Regulation came into force. It published an updated proposal on 12 September 2018. Changes to the Prospectus Regulation proposed in Omnibus III include requiring ESMA to scrutinise and approve prospectuses relating to:

- wholesale debt
- asset-backed securities
- specialist issuers
- third country issuers

Shareholder Rights Directive

On 30 January 2019 we published a consultation paper, CP19/7 – “[Consultation on proposals to improve shareholder engagement](#)” -, which sets out the FCA’s proposed regulatory measures to implement the provisions of the amended Shareholder Rights Directive (SRD II) for FCA-regulated life insurers and asset managers, as well as for issuers of shares in respect of related party transactions. These proposals aim to improve shareholder engagement. Alongside the consultation paper, we published a jointly authored discussion paper (DP19/1 – “[Building a regulatory framework for effective stewardship](#)”) with the Financial Reporting Council on the importance of effective stewardship.

Insufficient distributable reserves for paying dividends

In the last few years we have seen resolutions put to shareholders in general meetings seeking to rectify situations where dividends have been paid in a manner that has infringed relevant company law. We would like to draw issuers’ attention to this and remind premium listed issuers to consider how to apply LR 11 when this occurs.

In the cases we have seen, issuers have neglected to file their interim accounts for a certain period at Companies House so the distributable reserves shown in the last annual accounts have not been enough to allow for the amount of dividends paid.

Upon discovering the oversight, issuers have tried to put the company, its shareholders, directors and former directors in the position they would otherwise have been in had the accounts been filed. This has included seeking shareholder approval to release any liabilities that may attach to the shareholders and any directors or former directors. Given that significant shareholders, directors and, in some instances, former directors are classified as related parties under LR 11, premium listed companies are required to consider the application of these rules when such an approach is proposed. Please also see [UKLA/TN/204.2](#) on this.

Clearly, issuers should ensure that the relevant filing occurs in the first place so this consideration is unnecessary. We are reminding issuers of this, particularly since this issue occurs reasonably frequently and is entirely avoidable.

Payments to governments

For financial years beginning on or after 1 January 2015, issuers trading on a regulated market who are active in the extractive or logging of primary forest industries, and whose home state is the UK, have had to prepare a report annually on payments made to governments for each financial year.

After consulting in [CP16/8](#), we introduced new rules prescribing the format of these reports. So for financial years beginning on or after 1 August 2016, issuers who must prepare a Transparency Directive report on payments to governments must:

- file the report on payments to governments with the FCA (in line with DTR 4.3A.10R(1))
- file the report by uploading it to the national storage mechanism (in accordance with DTR 4.3A.10R(2)) and
- ensure the report is filed in XML (extensible markup language) format (in accordance with DTR 4.3A.10R(3))

We are reminding issuers that the above filing requirements are **in addition to (and not instead of)** the requirements for the disclosure, dissemination and filing of regulated information in DTR 6. As reports on payments to government are regulated information for the purposes of DTR 6, issuers must file the report in XML format and in human readable format.

Issuers must also classify regulated information using the classes and sub-classes in DTR 6 Annex 1R (in this case, sub-class 1.3).

FCA review of disclosures and areas of concern

The FCA has conducted a series of reviews of disclosures made under DTR4.3A to assess whether relevant issuers were complying with its requirements. While we have intervened directly in several cases, particularly where no report appeared to have been produced, there were a number of common concerns that we would like to bring to issuers' attention:

1. **Payments at government level:** Some issuers did not appear to provide the required level of granularity regarding payments made to governments. In particular, some companies failed to provide the amount of payments made to each government entity (such as national, regional or local governments and governmental agencies).

Under Chapter 10 of the Accounting Directive a government is defined as "any national, regional or local authority of a Member State or of a third country. It includes a department, agency or undertaking controlled by that authority". Some issuers appeared to have only provided the payments made by country which is not detailed enough to comply with Chapter 10 of the Accounting Directive. The policy intention is that stakeholders should be able to assess to which precise government entity a payment has been made.

2. **Format:** Rather than uploading their reports in XML format, some issuers are using only HTML and/or PDF format. As required by DTR4.3A.10R, an issuer must also file its payments to governments report in XML (extensible markup language) format.
3. **Filing with the NSM:** Some issuers are uploading their reports without the correct Headline Type (PGR – Report on Payments to Governments) or Classification (1.3 Payments to Governments).

We propose doing a further review in due course. If we are still concerned, then we will consider whether to take action on this.

Consultation feedback and changes to the Knowledge Base

Published guidance following PS17/22

On 1 January 2018, we made the following changes to the Knowledge Base as a result of [Policy Statement PS17/22](#), 'Review of the Effectiveness of Primary Markets: Enhancements to the Listing Regime' (October 2017):

- the addition of 4 new technical notes
- the amendment of 4 existing technical notes

The new and amended technical notes are listed below:

- [UKLA/TN/102.1](#) – Eligibility for premium listing – financial information and the track record requirement
- [UKLA/TN/103.1](#) - The independent business requirements for companies applying for premium listing interpretation of LR 6.4, LR 6.5 and LR 6.6
- [UKLA/TN/426.1](#) – Property companies
- [UKLA/TN/427.1](#) – Mineral companies
- [UKLA/TN/209.3](#) – Listing Principle 2- Dealing with the FCA in an open and co-operative manner
- [UKLA/TN/302.2](#) – Classification tests
- [UKLA/TN/420.2](#) – Cash shells and special purpose acquisition companies (SPACs)
- [UKLA/TN/422.3](#) – Scientific research based companies

Outcome of guidance consultations in previous PMBs

We have also made the following changes to the Knowledge Base following consultation in [PMB No. 12](#), [PMB No. 16](#) and [PMB No. 18](#):

- the addition of 5 new technical notes
- the amendment of 5 existing technical notes

Here, we summarise key feedback received on our proposals, and our response to that feedback.

Technical notes

Category: Governance and conduct

FCA/TN/202.2 – Share buy-backs with mix and match facilities (Amendment)

In response to feedback received, we have clarified that not all buyback programmes fall within the exemption provided under Article 5 of MAR. So issuers should satisfy the criteria set out in MAR and in the Commission Delegated Regulation (EU) 2016/1052 to rely on the exemption when trading in own shares.

Category: Transactions

FCA/TN/315.1 – Quantified Financial Benefits Statements (New)

We have considered feedback received outlining differing views to our proposed approach in this proposed technical note and the reasons underlying such views; however, we have decided to proceed with the proposed guidance unchanged.

Category: Transactions

FCA/TN/340.2 – Profit forecasts and estimates (Amendment)

In response to feedback received, we have clarified certain points in this note to the extent possible. We remind readers that the analysis of profit forecasts and estimates is fact intensive and we will ultimately consider it on a case-by-case basis, which does not enable us to set out in the note all the potential obstacles which may present themselves to issuers in this context.

Category: Disclosure of positions held by issuers, investors and management

FCA/TN/541.2 - Scope and application of vote holder and issuer notification rules (Amendment)

In November 2015, following Policy Statement PS15/26 Implementation of the Transparency Directive Amending Directive (2013/50/EU) (TDAD) and other Disclosure Rule and Transparency Rule (DTR) changes, we consulted in PMB No.12 on amendments to 13 technical notes to reflect the updated DTR. Following the amendment made to the definition of 'issuer' by the TDAD, we received feedback on Technical Note 541.2 suggesting the revised definition of issuer in the TDAD had the effect of changing the scope of the vote holder notification regime, to apply to all GDR issuers.

We disagree, and in the absence of a formal decision at European level, we continue to be of the view that GDR issuers are not within the scope of DTR 5 unless the issuer's shares are admitted to trading on a regulated market. This is because Article 9 (1) of the Transparency Directive states that the scope of the major shareholder notifications regime is issuers whose shares are admitted to trading on a regulated market and to which voting rights are attached. As a GDR is not a share, the fact that it may be admitted to trading on a regulated market does not itself bring the GDR issuer within the scope of DTR 5. As a result, we are finalising TN 541.2 as consulted on in PMB No. 12 on that basis.

Category: Public offers, admission to trading and the marketing of securities

FCA/TN/602.2 – Exemptions from the requirement to prepare a prospectus (Amendment)

We have received feedback requesting further guidance about applying this technical note to the inclusion of a 'mix and match' in the scheme of arrangement context. We will consider this request further as a separate piece of guidance. So we have finalised this note with no additional changes.

Category: Prospectus content

FCA/TN/635.1 – FRS 102 Cash Flow Statement Exemptions (New)

We have considered feedback requesting more specific guidance on the criteria that would need to be met in order for the omission of information to be agreed; however, we have not made revisions to this effect. Analysis of guidance requests is fact intensive and we will ultimately consider it on a case-by-case basis.

Category: Sponsors

FCA/TN/708.3 – Sponsors' obligations on financial position and prospects procedures (Amendment)

In response to feedback, we have set out some factors a sponsor could consider when reviewing and challenging the work done by the applicant and its advisers. We have clarified that we expect to see records to demonstrate a sponsor's own enquiries, challenge and action throughout the engagement to reflect that there will be times when the sponsor's focus will be on areas other than those relating to the obligation under LR 8.4.2R(4). We have amended wording to clarify that the primary responsibility for establishing procedures, systems and controls rests with the directors of the applicant. We have also included wording to explain that a sponsor must maintain an appropriate level of oversight and challenge should a third party adviser, such as a reporting accountant, be engaged to assess the appropriateness of the procedures, systems and controls.

FCA/TN/718.1 – Sponsors' duty regarding directors of listed companies (New)

In response to feedback, we have amended the timing of a sponsor's assessment of the actions to take to satisfy itself that the director or directors of the listed company understand their responsibilities and obligations to explain it should take place at an appropriate stage of the sponsor service. This may not necessarily be at an early stage. We have included the characteristics of the listed company or applicant as a relevant factor which a sponsor should consider when determining the reasonable steps to take, as well as detailing the wider factors a sponsor could consider when confirming under LR 8.3.4R.

FCA/TN/719.1 – Sponsors' obligations on established procedures (New)

In response to feedback, we have clarified that the primary responsibility for establishing procedures, systems and controls rests with the directors of the applicant. We have detailed the factors a sponsor could consider when reviewing and challenging the work done by the applicant and its advisers. We have clarified that we

expect to see records to demonstrate a sponsor's own enquiries, challenge and action throughout the engagement to reflect the fact that there will be periods of time where the sponsor's focus will be on areas other than those relating to the obligation under LR 8.4.2R(3). We have also included wording to explain that a sponsor must maintain an appropriate level of oversight and challenge if they engage a third-party adviser, such as a reporting accountant, to assess the appropriateness of the procedures, systems and controls.

FCA/TN/720.1 – Sponsors' obligations on no adverse impact (New)

In response to feedback, we have detailed the factors we expect a sponsor to consider when reviewing and challenging the work done by the applicant and its advisers. We have clarified that we expect to see records to demonstrate a sponsor's own enquiries, challenge and action throughout the engagement to reflect the fact that there will be periods of time where the sponsor's focus will be on areas other than those relating to the obligation under LR 8.4.12R(2). We have explained that in assessing the impact of the transaction on the listed company's ability to comply with the Listing Rules or the Disclosure Requirements and Transparency Rules, the sponsor should also consider the listed company's experience of undertaking transactions of a similar nature. We have also clarified that in gaining an understanding of existing procedures, systems and controls of the listed company and the subject of the transaction, a sponsor may not be required to carry out the same degree of enquiry as would be necessary to fulfil its obligations under LR 8.4.2R(3) and LR 8.4.2R(4). In relation to this work, we have explained that a sponsor should be mindful of its obligations under LR 8.3.5AR.

Consultation feedback and changes to the Knowledge Base

We are consulting on the following further proposed changes to the Knowledge Base:

- the addition of 2 new procedural notes
- the amendment of 1 existing technical note
- the deletion of 1 existing procedural note
- the amendment of 1 existing procedural note

Technical notes

Category: Governance and conduct

FCA/TN/203.4 – Compliance with the Listing Principles and Premium Listing Principles (Amendment)

We have amended this technical note in light of our guidance for sponsors contained in technical notes 708.3, 718.1, 719.1 and 720.1 to remind issuers that we expect them to cooperate with their sponsor(s) by providing all information the sponsor(s) reasonably requests to carry out the sponsor service in line with LR 8.

Procedural notes

FCA/PN/906.2 – UKLA standard comments (Deletion)

We propose to delete this note as we no longer use comment sheets and now handle the comment process via our Electronic Submission System.

FCA/PN/908.2 – Primary Market Oversight and Listing Transactions - decision making and individual guidance process (Amendment)

This note summarises how FCA decision-making powers in relation to our responsibilities under Part VI of FSMA are delegated to FCA staff and exercised by them. This note has been updated to reflect FCA organisational changes and new procedures for individual guidance, appeals and complaints. Due to the extent of drafting amendments, we have presented the procedural note as a new, clean version rather than showing the changes we propose in blackline.

FCA/PN/912.1 – Sponsor Service Enquiry Line (New)

Following the abolition of the UKLA Helpline in 2012, we established the Sponsor Service Enquiry Line (SSEL) to enable sponsors to obtain oral guidance on a named basis on technical matters that have arisen in the context of a sponsor service. Only a sponsor's 'Nominated Callers' are currently permitted to use the SSEL and these individuals are required to sign up to terms of use relating to the SSEL. We continue to monitor the type and volume of calls to the SSEL.

In February 2015 we introduced into LR8 a requirement for sponsors, to meet the competence criteria in LR 8.6.7R, to appoint 'Key Contacts'. At the time we indicated that, having introduced Key Contacts, we would review whether sponsors should also need to appoint Nominated Callers. We are now consulting on a new procedural note about using the SSEL which will replace the private letters and terms of use we issued to sponsors in 2012. For the avoidance of doubt, the proposed approach would remove the Nominated Caller concept and sponsors would no longer need to contact the FCA to update their list of Nominated Callers. The procedural note generally replicates the SSEL terms of use and clarifies our expectations around its use by Key Contacts or individuals under their supervision.

FCA/PN/913.1 – Schemes of Arrangement (New)

This procedural note sets out potential approaches for issuers implementing transactions under a scheme of arrangement when listing and cancelling securities from the Official List.

Ongoing guidance review

Aside from the new guidance consultations set out above, we have one other guidance consultation still outstanding. In PMB No. 13, we explained we were consulting on amendments to UKLA/TN/604.2 – PD Advertisement regime as a result of the

Commission Delegated Regulation (EU) No. 2016/301 regarding the approval and publication of prospectuses and advertisements (the OD2 RTS Regulation) and changes made to the Prospectus Rules. We postponed the amendment of this note given it is likely to be impacted by our work on the availability of information in IPO processes and we will return to this topic in due course.

We want to hear what you think

Please send your comments on our latest proposals by 22 March 2019 to primarymarketbulletin@fca.org.uk

Legislative and Regulatory Reform Act 2006 (LRR)

We consider that the proposals here have regard to the 5 LRR principles – that regulatory activities should be carried out in a way which is transparent, accountable, proportionate, consistent and targeted only at cases in which action is needed. We have also had regard to the Regulators' Code, in particular the requirement for proportionate and targeted regulatory activity. The amendments to the Knowledge Base explained in this PMB seek to provide and update guidance to primary market practitioners on specific technical and procedural aspects of the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules.

Equality and diversity

We are confident that our proposals do not give rise to equality and diversity implications, but we welcome comments should you have any concerns.

Useful links

To access the guidance referred to in this edition of the PMB, see our website: [PMB No. 20 guidance consultation](#).