

DRAFT FOR CONSULTATION

April 2025 [Month Year] / Primary Market / TN / 315.32

Primary Market Technical Note

Quantified financial benefits statements

The information in this note is designed to help issuers and practitioners interpret our UK Listing Rules (UKLR), Prospectus Rules: Admission to Trading on a Regulated Market (PRM) Prospectus Regulation Rules, Disclosure Guidance and Transparency Rules (DTR), and related legislation. The guidance notes provide answers to the most common queries we receive and represent FCA guidance as defined in section 139A FSMA

Rules

~~PRR Appendix 2 Annex I item 1.3~~PRM App 2 Annex 1.1R Item 1.3;
~~PRR Appendix 2 Annex I item 1.2~~PRM App 2 Annex 1.1R Item 1.2;
~~PRR 5.3.2R(2)(f)~~PRM 3.1.4R(2)(f); UKLR 10.4.1R(7)

Reports on quantified financial benefits statements and confirmatory statements included in prospectuses

Some prospectuses and supplementary prospectuses contain reports from reporting accountants and financial advisers on quantified financial benefits statements prepared for the purposes of Rule 28.1(a) of the City Code on Takeovers and Mergers (the Code), or confirmatory statements from reporting accountants and financial

advisers relating to previous reports on quantified financial benefits statements given for the purposes of Rule 27.2(d)(ii) of the Code.

We consider such reports and confirmatory statements to fall within ~~item 1.3 of PRR Appendix 2 Annex 1~~PRM App 2 Annex 1.1R Item 1.3 (and ~~similar the equivalent Annex items in other relevant Annexes~~) as expert reports and statements produced at the issuer's request. As such, if a report, statement based on a report or a confirmatory statement is included in a prospectus or a supplementary prospectus, a consent and authorisation statement covering the report or statement must also be included. In addition, the reporting accountants and financial advisers will need to accept responsibility for the report or statement as part of the prospectus or supplementary prospectus in accordance with ~~PRR 5.3.2R(2)(f)~~PRM 3.1.4R(2)(f), and include a statement to this effect in the document in accordance with ~~item 1.2 of PRR Appendix 2 Annex 1~~PRM App 2 Annex 1.1R Item 1.2 (and the equivalent items in other relevant Annexes).

In addition, if a report or confirmatory statement is included in a reverse takeover circular, an appropriate consent statement under UKLR 10.4.1R(7) must also be included.