

Primary Market Technical Note

Co-investment between closed-ended funds and their investment managers' employees

The information in this note is designed to help issuers and practitioners interpret our UK Listing Rules, Prospectus Regulation Rules, Disclosure Guidance and Transparency Rules, 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

UKLR 8; UKLR 11

We are aware of a practice among some Venture Capital Trusts (VCTs), but which could equally happen in other investment companies, where key employees of the investment manager are permitted or obliged by their employer, the investment manager, to co-invest in the equity of the investee company alongside the VCT. Many view these arrangements as a good way of incentivising employees by creating an alignment of interest between the employees making the investment on the VCT's behalf and the fund itself. However, others argue the VCT loses out to the manager's employees as the VCT cannot invest its full 'quota'.

Regardless of the commercial rationale, investors must be able to form a view on these arrangements based on clear and adequate disclosure. Accordingly, when a VCT (or indeed any other listed fund) producing a

prospectus has these arrangements in place, we will seek to ensure full and balanced coverage of the arrangements.

Listed VCTs or any other listed fund that considers introducing these arrangements should bear in mind that in most cases key employees of the investment manager will be treated by the FCA as 'person(s) exercising significant influence' for the purpose of UKLR 8. Unless an exemption is available, establishing these arrangements will be a classifiable related party transaction. Where co-investment actually occurs and the arrangements are such that employees have no discretion whether to invest, and must invest on the same terms as the VCT, then we may deem the investment not to be a related party transaction. In other cases, each time an investment is made, class tests will need to be run to establish what action the listed fund should take.