

DRAFT FOR CONSULTATION

[Month Year] / Primary Market / TN / 610.1

Primary Market Technical Note

Public offers and prospectus publication

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), 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

Prospectus Rules: Admission to Trading on a Regulated Market (PRM)

PRM 2.1.1R, 9.5.1R, 9.5.2R

Public offers and the publication of a prospectus

When issuers and their advisers are considering the timetable of a transaction involving a public offer and admission of transferable securities to a regulated market, careful consideration needs to be given to the financial promotion regimes together with the timing of the publication of any prospectus and prospectus disclosure.

Regulation 12 of The Public Offers and Admissions to Trading Regulations 2024 (POATR), prohibits the public offers of relevant securities in the UK unless it is an offer of the kind specified in Part 1 of Schedule 1 of POATR or a combination of such offer. The exemption contained in paragraph 6(a) of Part 1 of Schedule 1 of POATR is for an offer of transferable securities where the offer is conditional on the admission of the transferable securities to trading on a regulated market.

Under PRM 9.5.1R(1), issuers that are seeking to rely on paragraph 6(a) of Part 1 of Schedule 1 of POATR will need to publish their prospectus in accordance with the rules in PRM 9.5R and PRM 9.6R before the end of the offer period of the transferable securities. Further, under PRM 9.5.2R, in the case of an initial offer of a class of shares admitted to trading for the first time, the prospectus must be made available to the public at least 3 working days before the end of the offer period. Under PRM 9.5.1R(2), where final terms are not included in a base prospectus or supplementary prospectus, only the base prospectus is required to be made available to the public in accordance with the rules in PRM 9.5R and PRM 9.6R before the end of the offer period.

Prospectus content

In any draft prospectus submitted for review where an issuer is seeking to rely on paragraph 6(a) of Part 1 of Schedule 1, we expect clear and prominent disclosure that the offer is conditional on admission to a regulated market, the timing and actions that need to occur before any admission and consequences of admission not proceeding. In the case of a base prospectus, we would expect this information to be included in the base prospectus to the extent known at the time of approval of that base prospectus; otherwise in the final terms. We are of the view that this is necessary information that is required under PRM 2.1.1R.

Financial promotion regime

If there are any communications about an offer or issuance prior to publication of a prospectus, the issuer of the securities together with any person communicating an invitation or inducement to engage in investment activity, will need to consider the application of the financial promotion regime together with the application of the prospectus advertisement regime set out in PRM 8.