# **Eligibility for listing**

# **Equity shares (shell companies)**

|  |  |
| --- | --- |
| *Name of Company:* |  |
| *Nature of Transaction:* |  |
| *Name of Sponsor:* |  |
| *Date Submitted:* |  |

| **Rule** |  | **Page** | **Proof Number** | **Comment (where applicable)** |
| --- | --- | --- | --- | --- |
| **UKLR 3** | | | | |
| 3.2.1 (1) | Duly incorporated |  |  |  |
| 3.2.1 (2) | Operating in conformity with constitution |  |  |  |
| 3.2.2 (1) | Conforms with law of place of constitution |  |  |  |
| 3.2.2 (2) | Duly authorised |  |  |  |
| 3.2.2 (3) | Statutory and other consents |  |  |  |
| 3.2.3 | Admitted on regulated market or RIE (as applicable) |  |  |  |
| 3.2.4 (1) | Freely transferable |  |  |  |
| 3.2.4 (2) | Fully paid |  |  |  |
| 3.2.7 (1)(a) | Minimum market capitalisation[[1]](#footnote-1) |  |  |  |
| 3.2.9 (1) | Whole class to be listed |  |  |  |
| 3.2.10 (2) | Prospectus approved by FCA and published |  |  |  |
| **UKLR 13** | | | | |
| 13.2.1 (1) | Constitution provides for operations ceasing 24 months from admission |  |  |  |
| 13.2.1 (2) | Constitutions provides for extensions to UKLR 13.2.1R (1), where applicable |  |  |  |
| 13.2.4 (1) | Shares in public hands |  |  |  |
| 13.2.4 (2)(a) | 10% of shares in public hands |  |  |  |
| 13.2.4 (2)(b) | Treasury shares not included in shares in public hands |  |  |  |
| 13.2.4 (3) | Shares not in public hands not taken into account |  |  |  |
| 13.2.7/ 13.2.8 | Prospectus contains disclosure in relation to the expected length of time to complete an initial transaction |  |  |  |
| 13.2.10 (2) | Letter to FCA in relation to UKLR 13.4.17G, where applicable |  |  |  |
|  |  |  |  |  |
| Where the issuer is a shell company which falls within UKLR 13.1.2R(2) and, following admission to listing, is seeking to avail itself of the provisions in UKLR 13.4.17G in relation to suspension, please also complete the further checklist items below.  Where this does not apply, issuers may mark this section as N/A. | | | | |
|  |  |  |  |  |
| 13.1.2R(2) | Shell company objective to undertake and acquisition or merger |  |  |  |
| 13.4.17 (1) | Minimum aggregate cash proceeds of £100m |  |  |  |
| 13.4.17 (2) | Arrangements to ensure use of cash proceeds is limited to the uses set out in the rule |  |  |  |
| 13.4.17 (3) | Constitution provides for the matters set out in UKLR 13.2.1R |  |  |  |
| 13.4.17 (4) | Board approval for initial transaction |  |  |  |
| 13.4.17 (5) | Shareholder approval for initial transaction |  |  |  |
| 13.4.17 (6) | Conflicts of interest |  |  |  |
| 13.4.17 (6) | Redemption rights |  |  |  |
| 13.4.17 (8) | Matters set out in UKLR 13.4.17G (2) to (7) disclosed in admission prospectus |  |  |  |

**Non-applicability Confirmation**

We inform you that items marked “N/A” in the Page column of the above checklist are considered not applicable and no equivalent information is available in relation to the enclosed document.

|  |  |
| --- | --- |
| *Signed by:* |  |
| *On behalf of[[2]](#footnote-2):* |  |

1. Please include the estimated market cap and provide further information in the comments if UKLR TP 10 (Transitional provisions in relation to market capitalisation under UKLR 3.2.7R(1)) applies. [↑](#footnote-ref-1)
2. *The signatory should be properly authorised to do so on behalf of the sponsor* [↑](#footnote-ref-2)