

SPONSOR'S DECLARATION FOR THE PRODUCTION OF A CIRCULAR

(Note: Italicised terms have the meaning given in the *listing rules*)

To: The FCA

Date: _____ 20____

Full name of *sponsor*: _____

Full name of *listed company*: _____

Transaction being undertaken: _____

I, _____, an officer duly authorised to give this declaration, confirm that:

- we have acted with due care and skill in relation to the provision of *sponsor services*;
- we have taken reasonable steps to satisfy ourselves that the *director* or *directors* of the *listed company* understand their responsibilities and obligations under the *listing rules*, the *disclosure requirements* and the *transparency rules*;
- we have come to a reasonable opinion, after having made due and careful enquiry, that:
 1. the *listed company* has satisfied all requirements of the *listing rules* relevant to the production of a *class 1 circular* or other *circular*;
 2. the transaction will not have an adverse impact on the *listed company's* ability to comply with the *listing rules*, the *disclosure requirements* and the *transparency rules*; and
 3. the *directors* of the *listed company* have a reasonable basis on which to make the working capital statement required by to *LR 9.5.12R*, *LR 13.4.1R* or *LR 13.7.1R*;
- we have maintained accessible records which are sufficient to be capable of demonstrating that the *sponsor* has provided *sponsor services* and otherwise complied with its obligations under *LR 8* in accordance with the *listing rules*, including the basis of each confirmation set out above;
- all matters known to us which, in our reasonable opinion, should be taken into account by the *FCA* in considering this transaction have been disclosed with sufficient prominence in the documentation or otherwise in writing to the *FCA*; and
- for so long as we provide a *sponsor service*, we will:
 - a) take such reasonable steps as are sufficient to ensure that any communication or information we provide to the *FCA* in carrying out the *sponsor service* is, to the best of our knowledge and belief, accurate and complete in all material respects; and

b) as soon as possible provide to the *FCA* any information of which we become aware that materially affects the accuracy or completeness of the information we have previously provided.

SIGNED BY: _____

Duly authorised officer

Name of *sponsor*

If you knowingly or recklessly give false or misleading information you may be liable to prosecution.

*Paragraph 3 should be deleted where the *listed company* is a *closed-ended investment fund*.