

## UKLA Technical Note

# Sponsors: Joint Sponsors – communications with the FCA

Ref: UKLA / TN / 716.1

LR 8.3.5R,  
LR 8.3.14R,  
LR 8.3.15G  
and LR 8.5.3R

*Joint sponsors – one sponsor firm to have responsibility for contact with the FCA in respect of administrative arrangements and joint sponsors' participation in calls and meetings with the FCA*

This TN sets out guidance in relation to communications between the FCA and joint sponsors.

### Appointment of joint sponsors

Where a sponsor is required to be appointed by a listed company or applicant pursuant to LR 8.2.1R, the Listing Rules (LRs) currently permit a listed company or applicant, should it so wish, to appoint more than one sponsor to provide a sponsor service. Where more than one sponsor is appointed, this joint sponsor arrangement is governed by LR8.3.14R which states:

*"If a listed company or applicant appoints more than one sponsor to provide a sponsor service then:*

1. the appointment does not relieve either of the appointed *sponsors* of their obligations under LR 8; and
2. the *sponsors* are each responsible for complying with the obligations under LR 8."

The guidance contained in LR8.3.15G sets out the FCA's expectation that joint sponsors co-operate with each other in relation to the provision of sponsor services. This states:

*"If a listed company or applicant appoints more than one sponsor to provide a sponsor service, the FCA expects the sponsors to co-operate with each other in relation to the sponsor service, including by establishing arrangements for the sharing of information as appropriate having regard to the sponsor service."*

### Contact with the FCA in respect of administrative arrangements

LR8.5.3R requires that, where more than one sponsor is appointed, the listed company or applicant must ensure that one of the joint sponsors takes responsibility for contact with the FCA in respect of administrative arrangements for the sponsor service. In practice, therefore, where there are joint sponsors, the FCA will communicate on administrative matters with only one of the appointed sponsors, including sending comments sheets and other correspondence. We expect the sponsor which is taking responsibility for administrative contact to (amongst other things):

- arrange calls/meetings with the FCA as may be appropriate;
- submit draft documentation and completed comments sheets to the FCA; and
- circulate comments sheets and any other correspondence received from the FCA to the other appointed sponsors under the arrangements put in place pursuant to LR 8.3.15G.

### **Non-administrative calls/meetings with the FCA**

By virtue of LR 8.5.3R, it is open to one or all of the appointed sponsors to participate in calls or meetings with the FCA where non-administrative matters will be discussed. However, multi-participant calls or meetings can raise a number of practical issues for the FCA. In order to ensure communications are effective and efficient, we would therefore expect each sponsor to consider the following:

- whether it will participate in the call or meeting;
- whether the nature of the call requires a key contact to be present;
- the number of representatives from a sponsor who will participate in the call or meeting; and
- whether its representatives will actively participate in the call or meeting or be in 'listening mode' only.

The FCA will arrange calls or meetings with joint sponsors through the sponsor which is responsible for the administrative arrangements. Where practical, the FCA will give an indication of calls or meetings where we consider it may be desirable for all joint sponsors to participate.