



# Financial Services and Markets Act 2000

## 2000 CHAPTER 8

### PART VI

#### OFFICIAL LISTING

#### *[<sup>F1</sup>Interpretative provisions*

#### Textual Amendments

- F1** Ss. 102A-103 substituted for s. 103 (1.7.2005) by [The Prospectus Regulations 2005 \(S.I. 2005/1433\)](#), reg. 2(1), [Sch. 1 para. 11](#)

#### **102A** Meaning of “securities” etc.

- (1) This section applies for the purposes of this Part.
  - (2) “Securities” means (except in section 74(2) and the expression “transferable securities”) anything which has been, or may be, admitted to the official list.
  - (3) “Transferable securities” means anything which is a transferable security for the purposes of [<sup>F2</sup>the markets in financial instruments [<sup>F3</sup>regulation]], other than money-market instruments for the purposes of that [<sup>F3</sup>regulation] which have a maturity of less than 12 months.
- [<sup>F4</sup>(3A) “Debt securities” means bonds or other forms of transferable securitised debts, with the exception of—
- (a) transferable securities which are equivalent to shares, and
  - (b) transferable securities which, if converted or if the rights conferred by them are exercised, give rise to a right to acquire—
    - (i) shares, or
    - (ii) transferable securities equivalent to shares.]

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- [<sup>F5</sup>(4) “Financial instrument” [<sup>F6</sup>means those instruments specified in Part 1 of Schedule 2 to the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001].]
- [<sup>F7</sup>(5) “Non-equity transferable securities” means all transferable securities that are not equity securities; and for this purpose the following are “equity securities”—
- (a) shares,
  - (b) other transferable securities which are equivalent to shares, and
  - (c) transferable securities which—
    - (i) are within neither of paragraphs (a) and (b),
    - (ii) give the right to acquire securities within paragraph (a) or (b) if converted or if the rights conferred by them are exercised, and
    - (iii) are issued by the issuer of the underlying shares or by an entity belonging to the group of that issuer.]
- (6) “Issuer”—
- (a) [<sup>F8</sup>in relation to an offer of transferable securities to the public or admission of transferable securities to trading on a regulated market for which an approved prospectus is required [<sup>F9</sup>under the prospectus regulation], means a legal person who issues or proposes to issue the transferable securities in question,]
  - [<sup>F10</sup>(aa) in relation to transparency rules, means a [<sup>F11</sup>... person whose securities are admitted to trading on a regulated market or whose voting shares are admitted to trading on a UK market other than a regulated market, and in the case of depository receipts [<sup>F12</sup>admitted to trading on a regulated market, the issuer is the issuer of the securities represented by the depository receipt, whether or not those securities are admitted to trading on a regulated market].]
  - (b) in relation to anything else which is or may be admitted to the official list, has such meaning as may be prescribed by the Treasury, and
  - (c) in any other case, means a person who issues financial instruments.

### Textual Amendments

- F2** Words in s. 102A(3) substituted (29.6.2017 for specified purposes, 3.7.2017 for specified purposes, 31.7.2017 for specified purposes, 3.1.2018 in so far as not already in force) by [The Financial Services and Markets Act 2000 \(Markets in Financial Instruments\) Regulations 2017 \(S.I. 2017/701\)](#), reg. 1(2)(3)(4)(6), [Sch. 2 para. 7\(2\)](#) (with reg. 7)
- F3** Word in s. 102A(3) substituted (31.12.2020) by [The Official Listing of Securities, Prospectus and Transparency \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/707\)](#), regs. 1(2), [33\(2\)](#) (with savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, regs. 1(3), 29(2))); 2020 c. 1, Sch. 5 para. 1(1)
- F4** S. 102A(3A) substituted (31.12.2020) by [The Official Listing of Securities, Prospectus and Transparency \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/707\)](#), regs. 1(2), [33\(3\)](#) (with savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, regs. 1(3), 29(2))); 2020 c. 1, Sch. 5 para. 1(1)
- F5** S. 102A(4) substituted (3.7.2016) by [The Financial Services and Markets Act 2000 \(Market Abuse\) Regulations 2016 \(S.I. 2016/680\)](#), reg. 1, [8\(6\)](#)
- F6** Words in s. 102A(4) substituted (31.12.2020) by [The Official Listing of Securities, Prospectus and Transparency \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/707\)](#), regs. 1(2), [33\(4\)](#) (with savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, regs. 1(3), 29(2))); 2020 c. 1, Sch. 5 para. 1(1)
- F7** S. 102A(5) substituted (31.12.2020) by [The Official Listing of Securities, Prospectus and Transparency \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/707\)](#), regs. 1(2), [33\(5\)](#) (with

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- savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, regs. 1(3), 29(2))); 2020 c. 1, Sch. 5 para. 1(1)
- F8** S. 102A(6)(a) omitted (30.1.2024 for specified purposes) by virtue of [The Public Offers and Admissions to Trading Regulations 2024 \(S.I. 2024/105\)](#), reg. 2(2)(3), **Sch. 3 para. 12** (with regs. 48-50)
- F9** Words in s. 102A(6)(a) substituted (21.7.2019) by [The Financial Services and Markets Act 2000 \(Prospectus\) Regulations 2019 \(S.I. 2019/1043\)](#), regs. 1(1), **30(3)** (with reg. 40)
- F10** S. 102A(6)(aa) inserted (8.11.2006) by [Companies Act 2006 \(c. 46\)](#), ss. 1272, 1300(1)(a), **Sch. 15 para. 10(4)**
- F11** Word in s. 102A(6)(aa) omitted (1.11.2015 for specified purposes, 26.11.2015 in so far as not already in force) by virtue of [The Transparency Regulations 2015 \(S.I. 2015/1755\)](#), regs. 1(2)(3), **5(1)(a)**
- F12** Words in s. 102A(6)(aa) substituted (1.11.2015 for specified purposes, 26.11.2015 in so far as not already in force) by [The Transparency Regulations 2015 \(S.I. 2015/1755\)](#), regs. 1(2)(3), **5(1)(b)**

### [<sup>F13</sup>102B Meaning of “offer of transferable securities to the public” etc.

- (1) For the purposes of this Part there is an offer of transferable securities to the public if there is a communication to any person which presents sufficient information on—
    - (a) the transferable securities to be offered, and
    - (b) the terms on which they are offered,to enable an investor to decide to buy or subscribe for the securities in question.
  - (2) For the purposes of this Part, to the extent that an offer of transferable securities is made to a person in the United Kingdom it is an offer of transferable securities to the public in the United Kingdom.
  - (3) The communication may be made—
    - (a) in any form;
    - (b) by any means.
  - (4) Subsection (1) includes the placing of securities through a financial intermediary.
  - (5) Subsection (1) does not include a communication in connection with trading on—
    - (a) a regulated market [<sup>F14</sup>, as defined in Article 2(1)(13) of the markets in financial instruments regulation];
    - (b) a multilateral trading facility; or
    - [<sup>F15</sup>(c) a prescribed market.]
- [<sup>F16</sup>(5A) The Treasury may make regulations to specify (whether by name or description) the markets which are prescribed markets for the purposes of subsection (5)(c).]
- [<sup>F17</sup>(6) “Multilateral trading facility” has the same meaning as in the markets in financial instruments regulation (see Article 2(1)(14) of that Regulation).]

#### Textual Amendments

- F13** S. 102B omitted (30.1.2024 for specified purposes) by virtue of [The Public Offers and Admissions to Trading Regulations 2024 \(S.I. 2024/105\)](#), reg. 2(2)(3), **Sch. 3 para. 13** (with regs. 48-50)
- F14** Words in s. 102B(5)(a) inserted (31.12.2020) by [The Official Listing of Securities, Prospectus and Transparency \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/707\)](#), regs. 1(2), **34(2)** (with

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savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, regs. 1(3), 29(2))); 2020 c. 1, Sch. 5 para. 1(1)

**F15** S. 102B(5)(c) substituted (3.7.2016) by The Financial Services and Markets Act 2000 (Market Abuse) Regulations 2016 (S.I. 2016/680), regs. 1, **8(7)(a)**

**F16** S. 102B(5A) inserted (3.7.2016) by The Financial Services and Markets Act 2000 (Market Abuse) Regulations 2016 (S.I. 2016/680), regs. 1, **8(7)(b)**

**F17** S. 102B(6) substituted (31.12.2020) by The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/707), regs. 1(2), **34(3)** (with savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, regs. 1(3), 29(2))); 2020 c. 1, Sch. 5 para. 1(1)

### **F18 102C Meaning of “home State” in relation to transferable securities**

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#### **Textual Amendments**

**F18** S. 102C omitted (31.12.2020) by virtue of The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/707), regs. 1(2), **35** (with savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, regs. 1(3), 29(2))); 2020 c. 1, Sch. 5 para. 1(1)

### **X1 103 Interpretation of this Part**

(1) In this Part, save where the context otherwise requires—

**F19**  
...  
**F19**  
...

“listed securities” means anything which has been admitted to the official list;

“listing” has the meaning given in section 74(5);

“listing particulars” has the meaning given in section 79(2);

“listing rules” has the meaning given in section 73A;

“market operator” means a person who manages or operates the business of a regulated market;

[**F20** “offer of transferable securities to the public” has the meaning given in section 102B; ]

“the official list” means the list maintained by the [**F21**FCA] as that list has effect for the time being;

“Part 6 rules” has the meaning given in section 73A;

**F22**  
...

[**F20** [**F23** “the prospectus regulation” means Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing [Directive 2003/71/EC](#);]]

[**F20** “prospectus rules” has the meaning given in section 73A; ]

[**F24** “qualifying transparency legislation” has the meaning given in section 89K(5A);]

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[<sup>F25</sup>“regulated market” (except in section 102B and Schedule 10A) means a UK regulated market, as defined in Article 2(1)(13A) of the markets in financial instruments regulation;]

[<sup>F20</sup>[<sup>F26</sup>“supplementary prospectus” means a supplement to a prospectus (and here “supplement” has the same meaning as in Article 23 of the prospectus regulation);]]

[<sup>F27</sup>“the transparency obligations directive” means Directive 2004/109/EC of the European Parliament and of the Council relating to the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market [<sup>F28</sup> as amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010 and by Directive 2010/78/EU of the European Parliament and of the Council of 24 November 2010][<sup>F29</sup>and by Directive 2013/50/EU of the European Parliament and of the Council of 22 October 2013];]

[<sup>F30</sup>“transparency rules” has the meaning given by section 89A(5);

“votesholder information” has the meaning given by section 89B(3);]

[<sup>F20</sup>“working day” means any day other than a Saturday, a Sunday, Christmas Day, Good Friday or a day which is a bank holiday under the Banking and Financial Dealings Act 1971 (c. 80) in any part of the United Kingdom.]

<sup>F31</sup>(1A) . . . . .

<sup>F32</sup>(2) . . . . .

<sup>F32</sup>(3) . . . . .]

#### Editorial Information

**X1** The insertion of the new heading "Interpretative provisions" in Pt. VI on 1.7.2005 gives rise to a change in the structure of this legislation on SLD which breaks the continuity of historical versions of the existing provisions which are now brought under that new heading.

#### Textual Amendments

- F19** Words in s. 103(1) omitted (3.7.2016) by virtue of [The Financial Services and Markets Act 2000 \(Market Abuse\) Regulations 2016 \(S.I. 2016/680\)](#), regs. 1, **8(9)**
- F20** Words in s. 103(1) omitted (30.1.2024 for specified purposes) by virtue of [The Public Offers and Admissions to Trading Regulations 2024 \(S.I. 2024/105\)](#), reg. 2(2)(3), **Sch. 3 para. 14** (with regs. 48-50)
- F21** Words in s. 103(1) substituted (24.1.2013 for specified purposes, 1.4.2013 in so far as not already in force) by [Financial Services Act 2012 \(c. 21\)](#), **ss.16(2)(3)(i)**, 122(3) (with Sch. 20); S.I. 2013/113, art. 2(1)(c), Sch. Pt. 3; S.I. 2013/423, art. 3, Sch.
- F22** Words in s. 103(1) omitted (21.7.2019) by virtue of [The Financial Services and Markets Act 2000 \(Prospectus\) Regulations 2019 \(S.I. 2019/1043\)](#), regs. 1(1), **32(a)** (with reg. 40)
- F23** Words in s. 103(1) inserted (21.7.2019) by [The Financial Services and Markets Act 2000 \(Prospectus\) Regulations 2019 \(S.I. 2019/1043\)](#), regs. 1(1), **32(a)** (with reg. 40)
- F24** Words in s. 103(1) inserted (31.12.2020) by [The Official Listing of Securities, Prospectus and Transparency \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/707\)](#), regs. 1(2), **36(a)** (as amended by virtue of S.I. 2019/1234, regs. 1(2), **19**) (with savings in S.I. 2019/680, **reg. 11** (as amended by S.I. 2019/1234, regs. 1(3), **29(2)**)); 2020 c. 1, **Sch. 5 para. 1(1)**
- F25** Words in s. 103(1) substituted (31.12.2020) by [The Official Listing of Securities, Prospectus and Transparency \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/707\)](#), regs. 1(2), **36(b)** (with

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savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, regs. 1(3), 29(2))); 2020 c. 1, Sch. 5 para. 1(1)

- F26** Words in s. 103(1) substituted (21.7.2019) by [The Financial Services and Markets Act 2000 \(Prospectus\) Regulations 2019 \(S.I. 2019/1043\)](#), regs. 1(1), **32(b)** (with reg. 40)
- F27** S. 103(1): entry inserted (8.11.2006) by [Companies Act 2006 \(c. 46\)](#), **ss. 1265**, 1300(1)(a)
- F28** Words in s. 103 inserted (1.7.2012) by [The Prospectus Regulations 2012 \(S.I. 2012/1538\)](#), regs. 1(1), **9(b)**
- F29** Words in s. 103(1) inserted (1.11.2015 for specified purposes, 26.11.2015 in so far as not already in force) by [The Transparency Regulations 2015 \(S.I. 2015/1755\)](#), regs. 1(2)(3), **5(3)(a)(ii)**
- F30** S. 103(1): entries inserted (8.11.2006) by [Companies Act 2006 \(c. 46\)](#), ss. 1272, 1300(1)(a), **Sch. 15 para. 11(3)**
- F31** S. 103(1A) omitted (1.11.2015 for specified purposes, 26.11.2015 in so far as not already in force) by virtue of [The Transparency Regulations 2015 \(S.I. 2015/1755\)](#), regs. 1(2)(3), **5(3)(b)**
- F32** S. 103(2)(3) omitted (24.1.2013 for specified purposes, 1.4.2013 in so far as not already in force) by virtue of [Financial Services Act 2012 \(c. 21\)](#), **ss. 16(14)(g)**, 122(3) (with Sch. 20); S.I. 2013/113, art. 2(1)(c), Sch. Pt. 3; S.I. 2013/423, art. 3, Sch.

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**Modifications etc. (not altering text)**

- C1** S. 103(1) modified (6.6.2014) by [The Financial Services and Markets Act 2000 \(Transparency\) Regulations 2014 \(S.I. 2014/1261\)](#), regs. 1(1), **2**

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### Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Act applied (with modifications) by [S.I. 2023/1347 reg. 8](#)
- Act power to apply conferred (temp. until 15.5.2039) by [2014 c. 21 s. 79\(4\)](#)
- Act power to apply conferred (temp. until 15.5.2039) by [2014 c. 21 s. 81\(10\)](#)

### Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- Pt. 17 Ch. 3B inserted by [2023 c. 29 s. 64\(3\)](#)
- Pt. 20C inserted by [2016 c. 14 s. 30\(3\)](#)
- s. 31(1)(aa) inserted by [2021 c. 22 s. 22\(2\)](#)
- s. 32A inserted by [2021 c. 22 s. 22\(3\)](#)
- s. 32A power to apply (with modifications) conferred by [2021 c. 22 s. 23\(10\)](#)
- s. 36A and cross-heading inserted by [2021 c. 22 s. 22\(4\)](#)
- s. 71J and cross-heading inserted by [2021 c. 22 Sch. 8 para. 4](#)
- s. 86(9A) inserted by [S.I. 2019/707 reg. 8\(9\)](#) (This amendment not applied to legislation.gov.uk. Reg. 8(6)-(10) omitted (6.9.2019) by virtue of S.I. 2019/1234, regs. 1(2), 13(c))
- s. 87A(11) inserted by [S.I. 2019/707 reg. 10\(5\)](#) (This amendment not applied to legislation.gov.uk. Reg. 10(4)(5) omitted (6.9.2019) by virtue of S.I. 2019/1234, regs. 1(2), 15(b))
- s. 124(10)(c)(i) word omitted by [S.I. 2019/310 reg. 5\(11\)\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 5(11)(b) omitted immediately before IP completion day by virtue of S.I. 2020/1385, regs. 1(4), 51(2)(e))
- s. 129(7)(a) word inserted by [S.I. 2019/310 reg. 5\(12\)\(a\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 5(12)(a)(b) omitted immediately before IP completion day by virtue of S.I. 2020/1385, regs. 1(4), 51(2)(f))
- s. 129(7)(c) omitted and word by [S.I. 2019/310 reg. 5\(12\)\(a\)\(ii\)](#) (This amendment not applied to legislation.gov.uk. Reg. 5(12)(a)(b) omitted immediately before IP completion day by virtue of S.I. 2020/1385, regs. 1(4), 51(2)(f))
- s. 214(5A) inserted by [2021 c. 22 Sch. 8 para. 8](#)
- s. 261E(A1) inserted by [2023 c. 29 s. 64\(2\)\(a\)](#)
- s. 367A inserted by [2021 c. 22 Sch. 8 para. 10](#)
- s. 395(13)(h)(i) inserted by [2021 c. 22 Sch. 8 para. 12\(2\)\(c\)](#)
- s. 395(13)(bc)-(be) word inserted by [2021 c. 22 Sch. 8 para. 12\(2\)\(b\)](#)
- s. 395(14) inserted by [2021 c. 22 Sch. 8 para. 12\(3\)](#)
- s. 427A(3) words substituted by [2002 c. 40 Sch. 17 para. 59](#) (This amendment not applied to legislation.gov.uk. The Financial Services and Markets Act 2000 does not contain a section 427A.)
- Sch. 1ZA para. 32(c) and word inserted by [2021 c. 22 Sch. 8 para. 18](#)
- Sch. 2A para. 19(2)(b)(iia) inserted by [2023 c. 29 Sch. 10 para. 19\(a\)](#)
- Sch. 2A2B power to apply (with modifications) conferred by [2021 c. 22 s. 23\(10\)](#)
- Sch. 2A power to apply (with modifications) conferred by [2021 c. 22 s. 23\(10\)](#)
- Sch. 2B inserted by [2021 c. 22 Sch. 7](#)
- Sch. 2B power to apply (with modifications) conferred by [2021 c. 22 s. 23\(10\)](#)
- Sch. 11A para. 5(3) inserted by [S.I. 2019/707 reg. 38\(5\)\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 38(2)-(5)(7)(8) omitted (6.9.2019) by virtue of S.I. 2019/1234, regs. 1(2), 20)

- Sch. 17A para. 12 words substituted by [S.I. 2019/662 reg. 13\(1\)](#) (This amendment not applied to [legislation.gov.uk](#). Reg. 13(1) substituted (25.6.2020) by S.I. 2020/646, regs. 1(2)(c), 11(3))