
STATUTORY INSTRUMENTS

2001 No. 2956

The Financial Services and Markets Act 2000 (Official Listing of Securities) Regulations 2001

PART 3

PERSONS RESPONSIBLE FOR LISTING PARTICULARS, PROSPECTUSES AND NON-LISTING PROSPECTUSES

Securities issued in connection with takeovers and mergers

7.—(1) This regulation applies where—

- (a) listing particulars relate to securities which are to be issued in connection with—
 - (i) an offer by the issuer (or by a wholly-owned subsidiary of the issuer) for securities issued by another person (“A”);
 - (ii) an agreement for the acquisition by the issuer (or by a wholly-owned subsidiary of the issuer) of securities issued by another person (“A”); or
 - (iii) any arrangement whereby the whole of the undertaking of another person (“A”) is to become the undertaking of the issuer (or of a wholly-owned subsidiary of the issuer, or of a body corporate which will become such a subsidiary by virtue of the arrangement); and
- (b) each of the specified persons is responsible by virtue of regulation 6(1)(d) above for any part (“the relevant part”) of the particulars relating to A or to the securities or undertaking to which the offer, agreement or arrangement relates.

(2) In paragraph (1)(b) above the “specified persons” are—

- (a) A; and
- (b) where A is a body corporate—
 - (i) each person who is a director of A at the time when the particulars are submitted to the competent authority; and
 - (ii) each other person who has authorised himself to be named, and is named, in the particulars as a director of A.

(3) Where this regulation applies, no person is to be treated as responsible for the relevant part of the particulars under regulation 6(1)(a), (b) or (c) above but without prejudice to his being responsible under regulation 6(1)(d).

(4) In this regulation—

- (a) “listing particulars” includes supplementary listing particulars; and
- (b) “wholly-owned subsidiary” is to be construed in accordance with section 736 of the Companies Act 1985 ^{F1} (and, in relation to an issuer which is not a body corporate, means a body corporate which would be a wholly-owned subsidiary of the issuer within the meaning of that section if the issuer were a body corporate).

Changes to legislation: There are outstanding changes not yet made by the [legislation.gov.uk](#) editorial team to The Financial Services and Markets Act 2000 (Official Listing of Securities) Regulations 2001. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

F1 1985 c. 6. Section 736 was substituted by the [Companies Act 1989 \(c. 40\)](#), [section 144\(1\)](#).

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Changes and effects yet to be applied to :

- Regulations power to modify conferred by [2023 c. 29 s. 3Sch. 1 Pt. 2](#)
- Regulations revoked by [2023 c. 29 Sch. 1 Pt. 2](#)
- reg. 7(2)(b)(i) word substituted by [S.I. 2013/472 Sch. 2 para. 55\(b\)](#)
- reg. 7(4)(b) words substituted by [S.I. 2011/1265 art. 19\(3\)](#)