
STATUTORY INSTRUMENTS

2019 No. 707

The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019

PART 1

General

Citation and commencement

1.—(1) These Regulations may be cited as the Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019.

(2) These Regulations come into force on exit day.

Commencement Information

I1 Reg. 1 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Interpretation

2. In these Regulations—

“FSMA 2000” means the Financial Services and Markets Act 2000 ^{M1};

“the FCA” means the Financial Conduct Authority.

Commencement Information

I2 Reg. 2 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M1 [2008 c. 8.](#)

Status: This version of this Instrument contains provisions that are prospective.
Changes to legislation: The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

PART 2

Amendments of primary legislation

CHAPTER 1

The Financial Services and Markets Act 2000

Introduction

3. FSMA 2000 is amended as follows.

Commencement Information

I3 Reg. 3 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

PROSPECTIVE

Part 6 rules

^{F1}4.

F1 Reg. 4 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\)](#), [11](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

Applications for listing

5. In section 75 (applications for listing), in subsection (6), for “officially listed in another EEA State” substitute “listed in a country or territory outside the United Kingdom”.

Commencement Information

I4 Reg. 5 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

PROSPECTIVE

Matters which may be dealt with by prospectus rules

^{F2}6.

F2 Reg. 6 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\)](#), [12](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

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Prohibition of dealing etc in transferable securities without approved prospectus

7. In section 85 (prohibition of dealing etc in transferable securities without approved prospectus), in subsection (7), for the words from “competent authority” to the end substitute “FCA”.

Commencement Information

I5 Reg. 7 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Exempt offers to the public

8.—(1) Section 86 (exempt offers to the public) ^{M2} is amended as follows.

(2) In subsection (1)—

^{F3}(a)

(b) in paragraph (e), for “in the EEA States” substitute “in the United Kingdom”.

^{F4}(3)

^{F4}(4)

(5) In subsection (2), for “point (1) of Section I of Annex II to the markets in financial instruments directive” substitute “paragraph 3(a) of Schedule 1 to the markets in financial instruments regulation”^{M3}.

^{F5}(6)

^{F5}(7)

^{F5}(8)

^{F5}(9)

^{F5}(10)

F3 Reg. 8(2)(a) omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 13\(a\)](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F4 Reg. 8(3)(4) omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 13\(b\)](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F5 Reg. 8(6)-(10) omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 13\(b\)](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

Commencement Information

I6 Reg. 8 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M2 Section 86 was substituted by [S.I. 2005/1433](#) and subsequently amended, most recently by [S.I. 2018/786](#).

M3 Schedule 1 is inserted by [S.I. 2018/1403](#).

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PROSPECTIVE

Election to have prospectus

F69.

F6 Reg. 9 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 14](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

Criteria for approval of prospectus by FCA

10.—(1) Section 87A (criteria for approval of prospectus by FCA) ^{M4} is amended as follows.

(2) In subsection (1)—

(a) omit paragraph (a);

F7(b)

(3) In subsection (2A), omit “EEA”.

F8(4)

F8(5)

F7 Reg. 10(2)(b) omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 15\(a\)](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F8 Reg. 10(4)(5) omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 15\(b\)](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

Commencement Information

I7 Reg. 10 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M4 Sections 87A to 87R were inserted by [S.I. 2005/1433](#).

PROSPECTIVE

Procedure for decision on application for approval

F911.

F9 Reg. 11 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 16\(a\)](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

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PROSPECTIVE

Repeal of sections 87E and 87F

^{F10}**12.**

F10 Reg. 12 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), regs. 1(2), **16(b)** (with savings in S.I. 2019/680, **reg. 11** (as amended by S.I. 2019/1234, **reg. 29(2)**))

PROSPECTIVE

Repeal of section 87FB

^{F11}**13.**

F11 Reg. 13 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), regs. 1(2), **16(c)** (with savings in S.I. 2019/680, **reg. 11** (as amended by S.I. 2019/1234, **reg. 29(2)**))

PROSPECTIVE

Repeal of sections 87H and 87I

^{F12}**14.**

F12 Reg. 14 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), regs. 1(2), **16(d)** (with savings in S.I. 2019/680, **reg. 11** (as amended by S.I. 2019/1234, **reg. 29(2)**))

PROSPECTIVE

Power to suspend or prohibit offer to the public

^{F13}**15.**

F13 Reg. 15 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), regs. 1(2), **16(e)** (with savings in S.I. 2019/680, **reg. 11** (as amended by S.I. 2019/1234, **reg. 29(2)**))

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PROSPECTIVE

Power to suspend or prohibit admission to trading on a regulated market

^{F14}16.

F14 Reg. 16 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), regs. 1(2), **16(f)** (with savings in S.I. 2019/680, **reg. 11** (as amended by S.I. 2019/1234, **reg. 29(2)**))

PROSPECTIVE

Public censure of issuer

^{F15}17.

F15 Reg. 17 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), regs. 1(2), **16(g)** (with savings in S.I. 2019/680, **reg. 11** (as amended by S.I. 2019/1234, **reg. 29(2)**))

Repeal of section 87P

18. Omit section 87P (exercise of powers at request of competent authority of another EEA State).

Commencement Information

18 Reg. 18 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Transparency rules

19.—(1) Section 89A (transparency rules)^{M5} is amended as follows.

(2) For subsection (1) substitute—

“(1) The FCA may make rules—

(a) imposing requirements in relation to the disclosure of periodic or ongoing information about issuers whose securities are admitted to trading on a regulated market, and

(b) dealing with matters arising out of or relating to such requirements.”.

(3) In subsection (2), after “any matters” insert “ dealt with in the transparency obligations directive or with any matters that, when the United Kingdom was a member State, would have been matters ”.

(4) After subsection (4) insert—

“(4A) The provision that may be made by virtue of subsection (4)(g) includes (but is not limited to) provision, in the case of an issuer whose registered office is situated in a country

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or territory outside the United Kingdom, allowing exemption from specified provisions of rules under this section if—

- (a) the law of that country or territory is considered by the FCA to lay down equivalent requirements, or
- (b) the issuer complies with the requirements of the law of a country or territory that the FCA considers as equivalent.”.

Commencement Information

I9 Reg. 19 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M5 Sections 89A to 89G were inserted by the [Companies Act 2006 \(c. 46\)](#) section 1266(1).

Provision of voteholder information

20.—(1) Section 89B (provision of voteholder information) is amended as follows.

(2) In subsection (4), for the words from “person” to the end substitute “ person in accordance with the following provisions ”.

(3) In subsection (5), omit “under subsection (4)(b)”.

Commencement Information

I10 Reg. 20 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Provision of information by issuers of transferable securities

21.—(1) Section 89C (provision of information by issuers of transferable securities) is amended as follows.

(2) In subsection (2), for paragraphs (a) and (aa) (except the final “and”) substitute—

“(a) an annual financial report which complies with subsection (5) and with such other requirements as may be specified;

(aa) in the case of an issuer which is—

(i) a mining or quarrying undertaking, or

(ii) a logging undertaking,

reports complying with specified requirements on payments to governments;”.

(3) In subsections (3) and (4)(a), for “information required by Article 5 of the transparency obligations directive” substitute “ a half-yearly financial report which covers the first 6 months of the financial year and complies with subsection (6) and with such other requirements as may be specified ”.

(4) After subsection (4) insert—

“(5) An issuer's annual financial report must include—

(a) audited financial statements complying with specified requirements,

(b) a management report complying with specified requirements, and

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- (c) statements which—
 - (i) relate to the financial statements and the management report,
 - (ii) are made by the persons responsible within the issuer, and
 - (iii) comply with specified requirements.
- (6) An issuer's half-yearly financial report must include—
 - (a) a condensed set of financial statements complying with specified requirements,
 - (b) an interim management report complying with specified requirements, and
 - (c) statements which—
 - (i) relate to the condensed set of financial statements and the interim management report,
 - (ii) are made by the persons responsible within the issuer, and
 - (iii) comply with specified requirements.
- (7) In subsection (2)(aa), “mining or quarrying undertaking”, “logging undertaking”, “payment” and “government” have the same meanings as in the Reports on Payments to Governments Regulations 2014 ^{M6}.
- (8) In this section “specified” means specified in, or referred to in, transparency rules.”.

Commencement Information

I11 Reg. 21 in force at 31.12.2020 on IP completion day (in accordance with 2020 c. 1, [Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M6 [S.I. 2014/3209](#).

Notification of voting rights held by issuer

- 22.**—(1) Section 89D (notification of voting rights held by issuer) is amended as follows.
- (2) In subsection (1), for the words from “the issuer” to the end substitute “ the issuer in accordance with the following provisions ”.
- (3) In subsection (2), omit “under subsection (1)(b)”.

Commencement Information

I12 Reg. 22 in force at 31.12.2020 on IP completion day (in accordance with 2020 c. 1, [Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Transparency rules: interpretation etc

- 23.** In section 89F (transparency rules: interpretation etc), after subsection (1) insert—
- “(1A) The FCA must establish, publish and periodically update an indicative list of financial instruments that are subject to notification requirements by virtue of subsection (1) (b)(iii), taking into account developments on financial markets.
- (1B) Publication of the indicative list is to be in such manner as the FCA considers appropriate.”.

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Commencement Information

I13 Reg. 23 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Public censure of issuer

24.—(1) Section 89K (public censure of issuer)^{M7} is amended as follows.

(2) In subsection (5), for the words from “under” to the end substitute “ under qualifying transparency legislation ”.

(3) After subsection (5) insert—

“(5A) In this Part “qualifying transparency legislation” means—

- (a) transparency rules,
- (b) any EU regulation, originally made under the transparency obligations directive, that is retained direct EU legislation,
- (c) regulations made by the Treasury under regulation 71 of the Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 for a purpose specified in paragraphs 10 to 20 of Schedule 2 to those Regulations, or
- (d) technical standards made by the FCA under regulation 72 of those Regulations for a purpose specified in paragraphs 31 to 35 of that Schedule.”.

(4) Omit subsection (6).

Commencement Information

I14 Reg. 24 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M7 Sections 89K to 89N were inserted by the Companies Act 2006 section 1268.

Power to suspend or prohibit trading of securities

25.—(1) Section 89L (power to suspend or prohibit trading of securities) is amended as follows.

(2) In subsection (3), for the words from “a provision” to “directive” substitute “ an applicable transparency obligation ”.

(3) In subsection (5), for the words from “under” to the end substitute “ under qualifying transparency legislation ”.

(4) Omit subsection (6).

Commencement Information

I15 Reg. 25 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

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Voting rights suspension orders

26. In section 89NA (voting rights suspension orders)^{M8}, in subsection (11), in the definition of “relevant transparency provision”—

- (a) in paragraph (a), for “implements” substitute “implemented”;
- (b) omit the “or” at the end of paragraph (a);
- (c) for paragraph (b) substitute—
 - “(b) a provision, originally made under any of those Articles, that is retained direct EU legislation,
 - (c) a provision of regulations made by the Treasury under regulation 71 of the Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 for a purpose specified in paragraphs 13 to 16 of Schedule 2 to those Regulations, or
 - (d) a provision of technical standards made by the FCA under regulation 72 of those Regulations for a purpose specified in paragraphs 32 to 35 of that Schedule.”.

Commencement Information

I16 Reg. 26 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M8 Inserted by [S.I. 2015/1755](#).

Corporate governance rules

27.—(1) Section 89O (corporate governance rules)^{M9} is amended as follows.

- (2) For subsection (1) substitute—
 - “(1) The FCA may make rules (“corporate governance rules”) relating to the corporate governance of issuers who have requested or approved admission of their securities to trading on a regulated market.”.
- (3) Omit subsections (3) and (4).

Commencement Information

I17 Reg. 27 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M9 Inserted by the Companies Act 2006 section 1269.

Storage of regulated information

28.—(1) Section 89W (storage of regulated information)^{M10} is amended as follows.

- (2) In subsection (1), omit the words from “meeting” to the end.
- (3) After that subsection insert—

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“(1A) The mechanism must comply with minimum quality standards of security, certainty as to the information source, time recording and easy access by end users (see provision made under regulation 71 of the Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 for the purpose specified in paragraph 19(b) of Schedule 2 to those Regulations).

(1B) The mechanism must be aligned with the procedure for filing the regulated information with the FCA.”.

(4) For subsection (2) substitute—

“(2) In this section “regulated information” means information which an issuer, or a person who has applied for the admission of securities to trading on a regulated market without the issuer’s consent, is required to disclose under—

- (a) listing rules,
- (b) qualifying transparency legislation, or
- (c) Articles 17 to 19 of the market abuse regulation.”.

Commencement Information

I18 Reg. 28 in force at 31.12.2020 on IP completion day (in accordance with 2020 c. 1, **Sch. 5 para. 1(1)**), see **reg. 1(2)**

Marginal Citations

M10 Inserted by **S.I. 2015/1755**.

Liability for key investor information

29. In section 90ZA (liability for key investor information) ^{M11}, for “implementing” substitute “originally made in implementation of”.

Commencement Information

I19 Reg. 29 in force at 31.12.2020 on IP completion day (in accordance with 2020 c. 1, **Sch. 5 para. 1(1)**), see **reg. 1(2)**

Marginal Citations

M11 Inserted by **S.I. 2011/1613**.

Penalties for breach of Part 6 rules

30.—(1) Section 91 (penalties for breach of Part 6 rules) is amended as follows.

^{F16}(2)

(3) In subsection (1B)(a)(i) ^{M12}, for the words from “transparency rules” to “directive” substitute “qualifying transparency legislation”.

F16 Reg. 30(2) omitted (6.9.2019) by virtue of **The Prospectus (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/1234)**, **regs. 1(2), 17** (with savings in **S.I. 2019/680**, **reg. 11** (as amended by **S.I. 2019/1234**, **reg. 29(2)**))

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Commencement Information

I20 Reg. 30 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M12 Subsection (1B) was inserted by the Companies Act 2006 Schedule 15, paragraph 6, and was amended by the [Financial Services Act 2012 \(c. 21\)](#) section 16.

Appointment by FCA of persons to carry out investigations

- 31.** In section 97 (appointment by FCA of persons to carry out investigations), in subsection (1)—
- [^{F17}(a) in paragraph (a), for sub-paragraph (ii) (including the “or” at the end) substitute—
- “(ii) any other provision of qualifying transparency legislation, or”;
- (b) in paragraph (b), for sub-paragraph (ii) (including the “or” at the end) substitute—
- “(ii) any other provision of qualifying transparency legislation, or”];
- (c) in paragraph (ba) ^{M13}, for the words from “by that person of” to the end substitute “ by that person of qualifying transparency legislation; ”.

F17 Reg. 31(a)(b) substituted (31.12.2020 immediately before IP completion day) by [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), regs. 1(3), **18** (with savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, reg. 29(2))); [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Commencement Information

I21 Reg. 31 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M13 Paragraph (ba) was inserted by [S.I. 2015/1755](#).

Repeal of section 100A

- 32.** Omit section 100A (exercise of powers where UK is host member state) ^{M14}.

Commencement Information

I22 Reg. 32 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M14 Inserted by the Companies Act 2006 section 1271.

Meaning of “securities” etc.

- 33.—**(1) Section 102A (meaning of “securities” etc.) ^{M15} is amended as follows.
- (2) In subsection (3), for “directive”, in both places where it occurs, substitute “ regulation ”.
- (3) For subsection (3A) ^{M16} substitute—

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“(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.”.

(4) In subsection (4), for the words from “has” to the end substitute “ means those instruments specified in Part 1 of Schedule 2 to the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 ”^{M17} .

(5) For subsection (5) substitute—

“(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.”.

Commencement Information

I23 Reg. 33 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M15 Sections 102A to 102C were inserted by [S.I. 2005/1433](#).

M16 Inserted by the Companies Act 2006 Schedule 15, paragraph 10(2).

M17 [S.I. 2001/544](#). Part 1 of Schedule 2 was substituted by [S.I. 2006/3384](#) and amended by [S.I. 2017/488](#).

Meaning of “offer of transferable securities to the public” etc.

34.—(1) Section 102B (meaning of “offer of transferable securities to the public” etc.) is amended as follows.

(2) In subsection (5)(a), after “a regulated market” insert “ , as defined in Article 2(1)(13) of the markets in financial instruments regulation ^{M18} ”.

(3) For subsection (6) substitute—

“(6) “Multilateral trading facility” has the same meaning as in the markets in financial instruments regulation (see Article 2(1)(14) of that Regulation) ^{M19} ”.

Commencement Information

I24 Reg. 34 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Status: This version of this Instrument contains provisions that are prospective.

Changes to legislation: The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Marginal Citations

M18 Article 2(1)(13) is substituted by [S.I. 2018/1403](#).

M19 Article 2(1)(14) is inserted by [S.I. 2018/1403](#).

Repeal of section 102C

35. Omit section 102C (meaning of “home State” in relation to transferable securities).

Commencement Information

I25 Reg. 35 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Interpretation of Part 6 of FSMA 2000

36. In section 103 (interpretation of Part 6), in subsection (1)—

(a) after the definition of “prospectus rules” insert—

F18“ ...

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

(b) for the definition of “regulated market” substitute—

““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 M20.”

F18 Words in reg. 36(a) omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\)](#), [19](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

Commencement Information

I26 Reg. 36 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M20 Article 2(1)(13A) is substituted by [S.I. 2018/1403](#).

Liability of issuers in connection with published information

37.—(1) Schedule 10A (liability of issuers in connection with published information) ^{M21} is amended as follows.

(2) In paragraph 1, for sub-paragraph (3) substitute—

“(3) For the purposes of this Schedule the United Kingdom is the home State of an issuer if—

(a) the transparency rules impose requirements on the issuer in relation to the securities, or

(b) the issuer has its registered office (or, if it does not have a registered office, its head office) in the United Kingdom.”

(3) In paragraph 2(4)—

Status: This version of this Instrument contains provisions that are prospective.

Changes to legislation: The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- (a) in paragraph (a)—
 - (i) for “EEA” substitute “ United Kingdom ”;
 - (ii) for “Article 21 of the transparency obligations directive” substitute “ transparency rules ”;
- (b) in paragraph (b)—
 - (i) for “EEA” substitute “ United Kingdom ”;
 - (ii) for “that directive” substitute “ transparency rules ”.
- (4) In paragraph 8—
 - (a) in sub-paragraph (1)—
 - (i) for paragraph (a) substitute—
 - “(a) “securities” means transferable securities as defined in Article 2(1) (24) of the markets in financial instruments regulation, other than money market instruments as defined in Article 2(1)(25A) of that regulation that have a maturity of less than 12 months (and includes instruments outside the United Kingdom);”;

M22
 - (ii) in paragraph (b), for sub-paragraphs (i) to (iii) substitute—
 - “(i) a regulated market as defined in Article 2(1)(13) of the markets in financial instruments regulation, or
 - (ii) a multilateral trading facility as defined in Article 2(1)(14) of that regulation.”
 - (b) omit sub-paragraph (6)(b).

Commencement Information

I27 Reg. 37 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Marginal Citations

M21 Inserted by [S.I. 2010/1192](#).

M22 Articles 1(1)(24) and (25A) are substituted by [S.I. 2018/1403](#).

Transferable securities excluded from certain provisions of section 85 of FSMA 2000

38.—(1) Schedule 11A (transferable securities)^{M23} is amended as follows.

F19(2)

F19(3)

F19(4)

F19(5)

(6) In paragraph 7, omit sub-paragraph (2)(e).

F20(7)

F20(8)

Status: This version of this Instrument contains provisions that are prospective.
Changes to legislation: The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

<p>F19 Reg. 38(2)-(5) omitted (6.9.2019) by virtue of The Prospectus (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/1234), regs. 1(2), 20 (with savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, reg. 29(2)))</p> <p>F20 Reg. 38(7)(8) omitted (6.9.2019) by virtue of The Prospectus (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/1234), regs. 1(2), 20 (with savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, reg. 29(2)))</p> <hr/> <p>Commencement Information</p> <p>I28 Reg. 38 in force at 31.12.2020 on IP completion day (in accordance with 2020 c. 1, Sch. 5 para. 1(1)), see reg. 1(2)</p> <hr/> <p>Marginal Citations</p> <p>M23 Inserted by S.I. 2005/1433.</p>

CHAPTER 2

The Companies Act 2006

Repeal of section 1273 of the Companies Act 2006

39. Omit section 1273 of the Companies Act 2006 ^{M24} (corporate governance regulations).

<hr/> <p>Commencement Information</p> <p>I29 Reg. 39 in force at 31.12.2020 on IP completion day (in accordance with 2020 c. 1, Sch. 5 para. 1(1)), see reg. 1(2)</p> <hr/> <p>Marginal Citations</p> <p>M24 2006 c. 46.</p>
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PART 3

Amendments of EU Regulations and EU Decision

PROSPECTIVE
<p>CHAPTER 1</p> <p>Amendments of Commission Regulation (EC) No. 809/2004</p>
<p>F21 ...</p> <p>F21 40.</p> <hr/> <p>F21 Regs. 40-66 omitted (6.9.2019) by virtue of The Prospectus (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/1234), regs. 1(2), 21 (with savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, reg. 29(2)))</p>

Status: This version of this Instrument contains provisions that are prospective.

Changes to legislation: *The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023.*

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F21 **41.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\)](#), **21** (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F21 **42.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\)](#), **21** (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F21 **43.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\)](#), **21** (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F21 **44.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\)](#), **21** (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F21 **45.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\)](#), **21** (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F21 **46.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\)](#), **21** (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F21 **47.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\)](#), **21** (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

Status: This version of this Instrument contains provisions that are prospective.

Changes to legislation: *The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes*

F21 **48.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F21 **49.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F21 **50.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F21 **51.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F21 **52.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F21 **53.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F21 **54.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

Status: This version of this Instrument contains provisions that are prospective.

Changes to legislation: The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023.

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F2155.

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F2156.

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F2157.

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F2158.

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F2159.

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F2160.

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

F2161.

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

Status: This version of this Instrument contains provisions that are prospective.

Changes to legislation: The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

^{F21}**62.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

^{F21}**63.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

^{F21}**64.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

^{F21}**65.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

^{F21}**66.**

F21 Regs. 40-66 omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), [regs. 1\(2\), 21](#) (with savings in [S.I. 2019/680](#), [reg. 11](#) (as amended by [S.I. 2019/1234](#), [reg. 29\(2\)](#)))

CHAPTER 2

Amendments of other EU Regulations and of EU Decision

Commission Regulation (EC) No 1569/2007

67.—(1) Commission Regulation (EC) No 1569/2007 of 21 December 2007 establishing a mechanism for the determination of equivalence of accounting standards applied by third country issuers of securities pursuant to Directives 2003/71/EC and 2004/109/EC of the European Parliament and of the Council is amended as follows.

(2) In Article 1 (subject matter)—

- (a) after “considered” insert “ for the specified purposes as ”;
- (b) for the words from “International” to “IFRS)” substitute “ UK-adopted international accounting standards ”;

Status: This version of this Instrument contains provisions that are prospective.

Changes to legislation: The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

^{F22}(c)

- (3) In Article 2 (equivalence)—
- (a) after “considered” insert “ for the specified purposes as ”;
 - (b) for the words from “IFRS adopted” to “No 1606/2002” substitute “ UK-adopted international accounting standards ”;
 - (c) for “in accordance with IFRS” substitute “ in accordance with UK-adopted international accounting standards ”.
- (4) In Article 3 (equivalence mechanism)—
- (a) in the first paragraph—
 - (i) for “Commission” substitute “ Treasury ”;
 - (ii) for “competent authority of a Member State” substitute “ Financial Conduct Authority ”;
 - (b) for the second paragraph substitute—

“Before making a determination of equivalence, the Treasury must consult the Secretary of State.

A determination of equivalence is to be made by the Treasury by regulations made by statutory instrument.”.
- (5) After Article 3 insert—

“Article 3A

Treasury regulations under Article 3

1. Regulations made by the Treasury under Article 3 may—
- (a) contain incidental, supplemental, consequential and transitional provision,
 - (b) make different provision for different purposes, and
 - (c) amend or revoke Commission Decision (EC) No 2008/961 on the use by third countries' issuers of securities of certain third country's national accounting standards and International Financial Reporting Standards to prepare their consolidated financial statements.

2. A statutory instrument containing regulations made by the Treasury under Article 3 is subject to annulment in pursuance of a resolution of either House of Parliament.”.

(6) Omit Article 4 (conditions for the acceptance of third country accounting standards for a period ending no later than 31 March 2016).

(7) Omit Article 5 (entry into force and application).

F22 Reg. 67(2)(c) omitted (6.9.2019) by virtue of [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), regs. 1(2), **22** (with savings in S.I. 2019/680, [reg. 11](#) (as amended by S.I. 2019/1234, [reg. 29\(2\)](#)))

Commencement Information

I30 Reg. 67 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Status: This version of this Instrument contains provisions that are prospective.

Changes to legislation: The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023.

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Commission Decision (EC) No 2008/961

68.—(1) Commission Decision (EC) No 2008/961 of 12 December 2008 on the use by third countries' issuers of securities of certain third country's national accounting standards and International Financial Reporting Standards to prepare their consolidated financial statements is amended as follows.

(2) In Article 1—

(a) in the first paragraph—

(i) for the words from the beginning to “No 1606/2002:”, in the second place where it occurs, substitute “ From [^{F23}IP completion day], with regard to annual consolidated financial statements and half-yearly consolidated financial statements, the following standards are to be considered as equivalent to UK-adopted international accounting standards. ”;

(ii) after point (c) insert—

“(d) International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of International Accounting Standards, as it applies in the European Union.”;

(b) in the second paragraph, for the words from the beginning to “No 1606/2002:” substitute “ From [^{F24}IP completion day], with regard to annual consolidated financial statements and half-yearly consolidated financial statements, the following standards are to be considered as equivalent to UK-adopted international accounting standards. ”;

(c) omit the paragraph beginning “Third country issuers”;

(d) at the end insert—

“In this Decision “third country” means a country outside the United Kingdom.”.

(3) Omit Article 1a.

(4) Omit Articles 2 and 3.

F23 Words in reg. 68(2)(a)(i) substituted (30.12.2020) by [The Financial Services and Economic and Monetary Policy \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/1301\)](#), regs. 1, 3, [Sch. para. 42\(a\)](#)

F24 Words in reg. 68(2)(b) substituted (30.12.2020) by [The Financial Services and Economic and Monetary Policy \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/1301\)](#), regs. 1, 3, [Sch. para. 42\(a\)](#)

Commencement Information

I31 Reg. 68 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

European Parliament and Council Regulation (EU) 2017/1129

69. In Regulation (EU) 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](#)^[F25], omit Article 3(2).]

F25 Words in reg. 69 substituted (31.12.2020 immediately before IP completion day) by [The Financial Services \(Miscellaneous Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/628\)](#), regs. 1(3), 14

Status: This version of this Instrument contains provisions that are prospective.

Changes to legislation: The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023.

There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Commencement Information

I32 Reg. 69 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

PART 4

Transfer of directive functions to the Treasury or the FCA

Interpretation of Schedule 2

70. Part 1 of Schedule 2 contains interpretative provisions for the purposes of that Schedule.

Commencement Information

I33 Reg. 70 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Transfer of directive functions to the Treasury

71.—(1) The Treasury may make regulations for the purposes specified in Part 2 of Schedule 2.

(2) The power to make regulations conferred on the Treasury by this regulation is exercisable by statutory instrument.

(3) The regulations may—

- (a) contain incidental, supplemental, consequential and transitional provision, and
- (b) make different provision for different purposes.

(4) A statutory instrument containing regulations under this regulation is subject to annulment in pursuance of a resolution of either House of Parliament.

Commencement Information

I34 Reg. 71 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Transfer of directive functions to the FCA

72. The FCA may make technical standards for the purposes specified in Part 3 of Schedule 2.

Commencement Information

I35 Reg. 72 in force at 31.12.2020 on IP completion day (in accordance with [2020 c. 1, Sch. 5 para. 1\(1\)](#)), see [reg. 1\(2\)](#)

Status: This version of this Instrument contains provisions that are prospective.
Changes to legislation: The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

PART 5

Transitional provision

PROSPECTIVE

Prospectus approved before [^{F26}21st July 2019] by competent authority of other EEA state

^{F27}73.

- F26** Words in reg. 73 heading substituted (6.9.2019) by [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/1234\)](#), regs. 1(2), **23(a)** (with savings in S.I. 2019/680, [reg. 11](#) (as amended by S.I. 2019/1234, [reg. 29\(2\)](#)))
- F27** Reg. 73 omitted (31.12.2020 immediately before IP completion day) by virtue of [The Securities Financing Transactions, Securitisation and Miscellaneous Amendments \(EU Exit\) Regulations 2020 \(S.I. 2020/1385\)](#), regs. 1(4), **63**

Rebecca Harris
Craig Whittaker
Two of the Lords Commissioners of Her
Majesty's Treasury

Status:

This version of this Instrument contains provisions that are prospective.

Changes to legislation:

The Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019 is up to date with all changes known to be in force on or before 21 December 2023. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations.

[View outstanding changes](#)

Changes and effects yet to be applied to :

- Sch. 1 para. 1 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 2 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 3 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 4 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 5 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 6 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 7 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 8 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 9 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 10 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 11 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 12 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 13 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 14 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 15 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 1 para. 16 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 1 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 24)
- Sch. 2 para. 3 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 2 paras. 3-9 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(3))
- Sch. 2 para. 4 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 2 paras. 3-9 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(3))
- Sch. 2 para. 5 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 2 paras. 3-9 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(3))
- Sch. 2 para. 6 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 2 paras. 3-9 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(3))
- Sch. 2 para. 7 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 2 paras. 3-9 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(3))
- Sch. 2 para. 8 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, Sch. 2 paras. 3-9 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(3))

- reg. 48 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 49 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 50 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 51 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 52 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 53 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 54 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 55 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 56 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 57 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 58 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 59 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 60 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 61 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 62 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 63 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 64 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 65 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 66 coming into force by [S.I. 2019/707 reg. 1\(2\)](#) (S.I. 2019/707, regs. 40-66 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 21)
- reg. 69 words substituted by [S.I. 2019/1370 reg. 4](#) (This amendment not applied to [legislation.gov.uk](#). The affecting statutory instrument has no legal effect. It was made under a procedure which meant that it ceased to have effect 28 days after signing unless it was debated and approved in Parliament within that time. It was not debated and approved within 28 days, so it has expired with no effect.)