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 07 January 2024. 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

STATUTORY INSTRUMENTS

2019 No. 707

EXITING THE EUROPEAN UNION FINANCIAL SERVICES AND MARKETS

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

> Made - - - 27th March 2019 Coming into force in accordance with regulation 1(2)

THE OFFICIAL LISTING OF SECURITIES, PROSPECTUS AND TRANSPARENCY (AMENDMENT ETC.) (EU EXIT) REGULATIONS 2019

PART 1

General

1. Citation and commencement

2. Interpretation

PART 2

Amendments of primary legislation

CHAPTER 1

The Financial Services and Markets Act 2000

- 3. Introduction
- 4. Part 6 rules
- 5. Applications for listing
- 6. Matters which may be dealt with by prospectus rules
- 7. Prohibition of dealing etc in transferable securities without approved prospectus
- 8. Exempt offers to the public
- 9. Election to have prospectus
- 10. Criteria for approval of prospectus by FCA
- 11. Procedure for decision on application for approval

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 07 January 2024. 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

- 12. Repeal of sections 87E and 87F
- 13. Repeal of section 87FB
- 14. Repeal of sections 87H and 87I
- 15. Power to suspend or prohibit offer to the public
- 16. Power to suspend or prohibit admission to trading on a regulated market
- 17. Public censure of issuer
- 18. Repeal of section 87P
- 19. Transparency rules
- 20. Provision of voteholder information
- 21. Provision of information by issuers of transferable securities
- 22. Notification of voting rights held by issuer
- 23. Transparency rules: interpretation etc
- 24. Public censure of issuer
- 25. Power to suspend or prohibit trading of securities
- 26. Voting rights suspension orders
- 27. Corporate governance rules
- 28. Storage of regulated information
- 29. Liability for key investor information
- 30. Penalties for breach of Part 6 rules
- 31. Appointment by FCA of persons to carry out investigations
- 32. Repeal of section 100A
- 33. Meaning of "securities" etc.
- 34. Meaning of "offer of transferable securities to the public" etc.
- 35. Repeal of section 102C
- 36. Interpretation of Part 6 of FSMA 2000
- 37. Liability of issuers in connection with published information
- Transferable securities excluded from certain provisions of section 85 of FSMA 2000

CHAPTER 2

The Companies Act 2006

39. Repeal of section 1273 of the Companies Act 2006

PART 3

Amendments of EU Regulations and EU Decision

CHAPTER 1

Amendments of Commission Regulation (EC) No. 809/2004

- 40.
- 41. Subject-matter of Regulation
- 42. Definitions
- 43. Categories of information in the base prospectus and the final terms
- 44. Minimum information to be included in a prospectus
- 45. Share registration document schedule
- 46. Share registration document in cases of complex financial history or significant financial commitment
- 47. Securities note schedule for certain debt securities
- 48. Guarantees building block
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- 50. Securities note schedule for certain debt securities
- 51. Additional information building block on the underlying share
- 52. Registration document schedule for collective investment undertakings of closed-end type
- 53. Registration document schedule for States and regional and local authorities
- 54. Additional building block for consent given in accordance with Article 3(2) of Directive 2003/71/EC
- 55. Minimum information to be included in a base prospectus and its related final terms
- 56. Adaptations to minimum information given in prospectuses and base prospectuses
- 57. Content of the summary etc.
- 58. Format of the prospectus
- 59. Format of base prospectus and its related final terms
- 60. Proportionate schedule for rights issues
- 61. Proportionate schedules for small and medium-sized enterprises etc.
- 62. Proportionate requirements for issues by certain credit institutions
- 63. Arrangements for incorporation by reference
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- 65. Omission of Article 36
- 66. Amendments of Annexes

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- 67. Commission Regulation (EC) No 1569/2007
- 68. Commission Decision (EC) No 2008/961
- 69. European Parliament and Council Regulation (EU) 2017/1129

PART 4

Transfer of directive functions to the Treasury or the FCA

- 70. Interpretation of Schedule 2
- 71. Transfer of directive functions to the Treasury
- 72. Transfer of directive functions to the FCA

PART 5

Transitional provision

 Prospectus approved before 21st July 2019 by competent authority of other EEA state Signature

SCHEDULE 1 — Amendments of Annexes to Commission Regulation (EC) No 809/2004

- 1. (1) Annex 1 is amended as follows.
- 2. In Annex 4, in item 13.1—(a) in the first...
- 3. (1) Annex 7 is amended as follows.
- 4. In Annex 9, in item 11.1—(a) in the first...
- 5. (1) Annex 10 is amended as follows.

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 07 January 2024. 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

- 6. In Annex 11, in item 11.1 (a) in the first...
- 7. In Annex 15, in item 2.9, omit "Member", in the first...
- 8. In Annex 16, in the heading, for "Member States, third...
- 9. In Annex 21, for "as referred to in recital 18...
- 10. (1) Annex 22 is amended as follows.
- 11. (1) Annex 23 is amended as follows.
- 12. (1) Annex 25 is amended as follows.
- 13. In Annex 26, in item 13.1—(a) in the first...
- 14. In Annex 27, in item 11.1— (a) in the first...
- 15. (1) Annex 28 is amended as follows.
- 16. (1) Annex 29 is amended as follows.

SCHEDULE 2 — Transfer of functions to the Treasury and the FCA PART 1 — Interpretation

- In this Schedule— "the Disclosure Guidance and Transparency... PART 2 — Directive functions transferred to the Treasury
- 2. The following purposes are specified for the purposes of regulation...
- 3. In order to take account of developments on financial markets,...
- 4. In order to take account of developments on financial markets,...
- 5. In order to take account of developments on financial markets,...
- 6. In order to take account of developments on financial markets,...
- 7. In order to take account of developments on financial markets,...
- 8. In order to take account of developments on financial markets,...
- 9. In order to take account of developments on financial markets,...
- 10. To establish for the purposes of transparency rules an indicative...
- 11. In order to take account of developments on financial markets,...
- 12. In order to take account of developments on financial markets,...
- 13. In order to take account of developments on financial markets,...
- 14. In order to take account of developments on financial markets,...
- 15. To clarify the conditions of independence to be complied with...
- 16. To specify the contents of the notification to be made,...
- 17. In order to take account of developments on financial markets,...
- 18. In order to take account of developments on financial markets...
- 19. To specify the minimum standards for— (a) the dissemination of...
- 20. To establish general criteria for the purposes of section 89A(4A)...

PART 3 — Directive functions transferred to FCA

- 21. The following purposes are specified for the purposes of regulation...
- 22. To make provision about the exemptions from the obligation to...
- 23. To make provision about the exemptions from the obligation to...
- 24. To make provision about the exemptions from the obligation to...
- 25. To make provision about the exemptions from the obligation to...
- 26. To make provision about the exemptions from the obligation to...
- 27. To make provision about the exemptions from the obligation to...
- 28. To make provision about the exemptions from the obligation to...
- 29. To make provision about the exemptions from the obligation to...
- 30. To make provision about the exemptions from the obligation to...
- 31. To specify the electronic reporting format for annual financial reports...
- 32. To specify the method of calculating any percentage threshold applying...
- 33. To establish standard forms, templates and procedures to be used...
- 34. To specify for the purposes of rule 5.3.3A of the...
- 35. To specify the cases in which the exemptions laid down...

Explanatory Note

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 07 January 2024. 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))

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))
Sch. 2 para. 9 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. 2019/707, reg. 1(2) (S.I. 2019/707, Sch. 2 paras. 3-9 omitted before 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. 2019/707 reg. 1(2) (S.I. 2019/707, Sch. 2 paras. 3-9 omitted before 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. 9 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. 22 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, Sch. 2 paras. 22-30 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(4))

1		
	-	Sch. 2 para. 23 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, Sch. 2
		paras. 22-30 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(4))
	_	Sch. 2 para. 24 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, Sch. 2
		paras. 22-30 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(4))
		Sch. 2 para. 25 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, Sch. 2
	_	
		paras. 22-30 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(4))
	-	Sch. 2 para. 26 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, Sch. 2
		paras. 22-30 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(4))
	_	Sch. 2 para. 27 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, Sch. 2
		paras. 22-30 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(4))
	_	Sch. 2 para. 28 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, Sch. 2
		paras. 22-30 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(4))
		Sch. 2 para. 29 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, Sch. 2
		paras. 22-30 omitted before coming into force by S.I. 2019/10/10234, regs. 1(2), 25(4))
	-	Sch. 2 para. 30 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, Sch. 2
		paras. 22-30 omitted before coming into force by S.I. 2019/1234, regs. 1(2), 25(4))
	-	Regulations revoked by 2023 c. 29 Sch. 1 Pt. 2
	_	reg. 4 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, reg. 4 omitted
		before coming into force by S.I. 2019/1234, regs. 1(2), 11)
	_	reg. 6 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, reg. 6 omitted
		before coming into force by S.I. 2019/1234, regs. 1(2), 12)
	_	reg. 9 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, reg. 9 omitted
		before coming into force by S.I. 2019/101 (c). 1(2) (c). 2019/107, (c). 9 office d before coming into force by S.I. 2019/1234, regs. 1(2), (14)
		reg. 11 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, reg. 11 omitted
	-	
		before coming into force by S.I. 2019/1234, regs. 1(2), 16(a))
	-	reg. 12 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, reg. 12 omitted
		before coming into force by S.I. 2019/1234, regs. 1(2), 16(b))
	-	reg. 13 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, reg. 13 omitted
		before coming into force by S.I. 2019/1234, regs. 1(2), 16(c))
	_	reg. 14 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, reg. 14 omitted
		before coming into force by S.I. 2019/1234, regs. 1(2), 16(d))
	_	reg. 15 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, reg. 15 omitted
		before coming into force by S.I. 2019/1234, regs. 1(2), 16(e))
	_	reg. 16 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, reg. 16 omitted
		before coming into force by S.I. 2019/1234, regs. 1(2) (CH. 2019/107, reg. 10 office and before coming into force by S.I. 2019/1234, regs. 1(2), 16(f))
		reg. 17 coming into force by S.I. 2019/707 reg. 1(2) (S.I. 2019/707, reg. 17 omitted
	-	
		before coming into force by S.I. 2019/1234, regs. 1(2), 16(g))
	-	reg. 40 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. 41 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. 42 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. 43 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. 44 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, 2019/104, regs. 1(2), 21)
		reg. 45 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. 46 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. 47 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. 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.)