

Primary Market Procedural Note

Passporting

The information in this note is designed to help issuers and practitioners interpret our Listing Rules, Prospectus Regulation Rules, Disclosure Guidance and Transparency Rules, and related legislation. The guidance notes provide answers to the most common queries we receive and represent FCA guidance as defined in section 139A FSMA.

Why are we issuing this note?

Articles 25 and 26 of the Regulation (EU) 2017/1129 of the European Parliament and of the Council (P Reg) offer a 'passporting' facility for issuers wishing to publicly offer securities or admit securities to trading on a regulated market in a Member State other than their Home Member State.

An issuer can request that, following approval of a prospectus (or a supplementary prospectus, registration document or supplementary registration document), the home Member State notifies a host Member State of the approved document by sending a certificate of approval to the host Member State. The home Member State must notify ESMA of the certificate of approval at the same time as it notifies the host Member State. The host Member State does not undertake any approval process in relation to the prospectus.

The home Member State shall issue this certificate of approval within one working day following receipt of that request, or when the request is submitted together with the draft prospectus, within one working day following the approval of the prospectus

This note gives details about the passporting in and passporting out processes we have adopted.

Passporting out a prospectus (or supplementary prospectus) approved by the FCA

How do I get my prospectus passported out of the UK into an overseas jurisdiction?

You, the issuer, should submit a written request for a certificate of approval to us by email, at: LTadmin@fca.org.uk

Please attach the following documents to your email.

1. REQUEST LETTER from the issuer

A template for this request letter is available at: www.fca.org.uk/static/documents/ukla/forms/passporting-template-request-letter.doc

The letter should include:

- the name and date of the document to be passported;
- the jurisdiction(s) to which the passport should be sent;
- The relevant Prospectus Regulation annexes used in the document;
- The issuer's LEI number;
- contact details for the person we should correspond with regarding the passport; and
- confirmation that 'no significant new factor, material mistake or inaccuracy has come to light' since the date the prospectus was approved – include this confirmation if the prospectus is not passported on the same day it is approved.

2. PROSPECTUS (or SUPPLEMENTARY PROSPECTUS) to be passported

Following the implementation of the P Reg, a Registration Document can now be passported on its own. A supplementary prospectus can only be passported if the prospectus it relates to has previously been passported out.

3. TRANSLATIONS OF THE SUMMARY

You must attach this if you ask us to passport an equity prospectus or a retail debt prospectus. See below for details of which host Member States do not require translations.

What happens once I have submitted the passport request and how long does it take?

We will passport the prospectus, together with a certificate of approval and any relevant summary translations to the host Member State within one working day following receipt of the request, or when the request is submitted together with the draft prospectus, within one working day following the approval of the prospectus:

How do I check the host has received and accepted the passported documents?

The passporting process occurs between Member State competent authorities and issuers/ advisers will not have access to any passporting correspondence sent between the competent authorities. The host Member State should confirm to us it has received the 'passport documents' as soon as possible and, if you have asked us to, we will pass on this confirmation. Note that both the host Member State and ESMA must also publish on their respective websites a list of certificates of approval.

Which jurisdictions require a translation of the summary in a prospectus?

Member States require translations of retail prospectus summaries with the following exceptions:

- Luxembourg;
- Austria; and
- The Netherlands.

These Member States all accept prospectuses in English without a summary translation.

When is the passport valid?

The approved prospectus will be valid for the public offer or the admission to trading in the host Member State once it has received all the appropriate documents. However, accepting a passported prospectus may not automatically authorise an issuer to undertake a public offer or admit securities to trading on a regulated market in the relevant jurisdiction. Issuers should contact the relevant host Member State for further information.

Do documents incorporated by reference into a prospectus also need to be passported?

There is no need for us to send these documents to the host Member State when passporting out a prospectus.

Passporting in a prospectus (or supplementary prospectus) approved by a member state other than the UK

How do I passport my approved prospectus into the UK?

You, the issuer, should contact the home competent authority that approved the prospectus. You will be asked to submit to the host competent authority an email containing electronic versions of the approved prospectus and translations of the summary if required.

The request to the host competent authority should make it clear whether you require the passport for the purposes of admission to trading on a regulated market in the UK or for a public offer or both.

The home competent authority will then email us at Prospectus.Passport@fca.org.uk attaching the approved prospectus and a certificate of approval. Our Issuer Management team will deal with the submission and provide a confirmation of receipt e-mail to the overseas competent authority within 24 hours. You can view a list of all documents passported into the UK on our website at <https://marketsecurities.fca.org.uk/passportedIn>.

Who should I contact if I have problems when passporting a prospectus into the UK?

Please send queries about passport requests to the relevant home competent authority dealing with that request. If you have a query after we have confirmed that we have received your passported prospectus, the Issuer Management team may be able to help.

What should I do if I want to passport a prospectus to seek admission to listing and/or trading in the UK?

Passporting the document into the UK does not automatically result in the admission to listing and/or trading of the securities relating to the prospectus. If you wish to list and/or trade securities in the UK using the passported prospectus, please contact our Issuer Management team.