*(Note: Italicised terms have the meaning given in the UK Listing Rules sourcebook)*

# Guidance in relation to our sponsor competence requirements (*UKLR* 24.4.12R (2)), including advice on completing the relevant sections of the annual notification form, can be found in Primary Market Technical Note [TN 714](https://www.fca.org.uk/publication/primary-market/fca-tn-714-5.pdf) and [TN 715](https://www.fca.org.uk/publication/primary-market/fca-tn-715-4-final.pdf)

**A. Sponsor Confirmation**

**Name of Sponsor Trading Name (if different)**

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**Address**

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|  | **Postcode** |
|  | **Telephone Number** |

**The undersigned officers of [INSERT NAME OF SPONSOR] confirm, as required by *UKLR* 24.5.10R (1), that [INSERT NAME OF SPONSOR] continues to satisfy the criteria for approval as a *sponsor* as set out in *UKLR* 24.4.5R.**

**We confirm that the information in this form is complete and correct to the best of our knowledge and belief as at the date hereof. We understand that we may be subject to disciplinary action should we be found to have given false or misleading information, either knowingly or recklessly.**

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| **(a) Person(s) with management responsibility for *sponsor services***  | **(b) Person(s) with responsibility for compliance with *UKLR 24***  |
| **Name**  | **Name**  |
| **Position**  | **Position**  |
| **Telephone** | **Telephone**  |
| **Email** | **Email** |
| **Signature** | **Signature** |
| **Date** | **Date** |

**Data Protection**

The *FCA* processes personal data in line with the requirements of the General Data Protection Regulation (EU) 2016/679 as it applies in the UK (GDPR) and the Data Protection Act 2018 (DPA). For further information about the way we use the personal data collected in this form, please read our [privacy notice available on our website](https://www.fca.org.uk/privacy) <https://www.fca.org.uk/privacy>. Please note that any personal information provided to the *FCA* may be disclosed to third parties for the purposes of complying with the GDPR and the DPA. In compliance with the GDPR and the DPA, we will use any personal data to discharge our statutory responsibilities and will not keep that information for longer than 25 years.

**B. Evidence to Support Part A Confirmation**

**Pursuant to *UKLR* 24.5.10(2) we set out in paragraphs 1-3 below evidence of the basis upon which [INSERT NAME OF SPONSOR] considers it meets each of the criteria for approval as a *sponsor*:**

1. ***UKLR* 24.4.5R(1): [INSERT NAME OF SPONSOR] is an *authorised person* or a *member* of a *designated professional body*:**

*(Details provided should be for the corporate person approved as sponsor only and should include full name of authorised person, authorisation number and nature of authorisation(s) granted. Where a sponsor is seeking to rely on the membership of a designated professional body to satisfy UKLR* 24.4.5R(1)*, please provide details of the body of which the sponsor is a member and provide brief details in relation to the corporate person’s membership).*

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1. ***UKLR* 24.4.5R(2): [INSERT NAME OF SPONSOR] is competent to provide *sponsor services* in accordance with *UKLR24*:**

The following paragraphs set out the requirements of *UKLR* 24.4.12R as applied by the *FCA* pursuant to guidance set out in *UKLR* 24.4.17G to *UKLR 24.4.20G*. Should any *sponsor* wish to evidence its ability to comply with *UKLR* **24.4.5**R(2) otherwise, please provide any relevant additional information on a separate sheet to be submitted with this form.

1. ***Sponsor services carried out in the previous 12 months preceding the date of this form*.**

In the excel template accessed with the following [link](https://www.fca.org.uk/publication/ukla/annual-notification-transaction-log.xlsx) please provide details of all *sponsor services* carried out by the firm within the last 12 months preceding the date of this form. This should include transactions where the firm has submitted a *sponsor declaration* as required under *UKLR* 24.3.3 R (New applicants), *UKLR* 24.3.7 R (Further issues), *UKLR* 24.3.11 R (Circulars) or *UKLR* 24.3.12 R (Transfer between listing categories). If the firm has submitted only one or two sponsor declarations, then please provide a list of such transactions relating to the previous five years. Should details of transactions carried out by an employee at a previous employer be included for the purposes of *UKLR* 24.4.14G, please identify these transactions by including the details in **bold text**.

1. To the extent the firm wishes to rely on relevant corporate finance advisory services under *UKLR* 24.4.12R(1)(b), please include details of this work in the second table, having regard to *UKLR* 24.4.16G.

**c) Please provide an assessment of [INSERT NAME OF SPONSOR]’s ability to meet the requirements of each element of the approval criteria in accordance with *UKLR* 24.4.12R(2)(a) and *UKLR* 24.4.12R(2)(b)**

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| ***UKLR* 24.4.12R(2)(a)** | ***Sufficient number of employees with the skills and knowledge necessary for the firm to provide sponsor services in accordance with UKLR 24.2***Please provide an overview of how your sponsor function is resourced, including details of staff and areas of the business utilised in carrying out the role of a *sponsor*. In particular please consider the following:* whether the number of staff within the organisation allocated to the provision of *sponsor services* is sufficient resource for the expected pipeline of transactions to be conducted to a professional standard of care;
* whether staff have sufficient expertise to identify and communicate the *listing rules*, the prospectus rules, the *disclosure requirements* and the *transparency rules* obligations to *directors* of listed *issuers*;
* whether the structure of the function allows staff to conduct an open and co-operative relationship with the *FCA*; and
* whether the staffing model for the sponsor function allows the *sponsor* to identify and manage any potential conflicts of interest in order to allow them to act for current and potential clients.

Cross references to other parts of this form are permitted.)*To support this section please also include:* *i. an up to date organisational chart showing employees who will be carrying out sponsor services in the next 12 months.**ii. details of any changes to key employees providing sponsor services since your last annual notification, including leavers, joiners and promotions. For new joiners who are likely to be materially involved in providing sponsor services, please* *provide their full name, date of birth and a brief career summary to include sponsor experience for each employee.*  |  |
| ***UKLR* 24.4.12R(2)(b)** | **Sufficient number of employees with the skills and knowledge necessary for it to understand:**the *rules* and *guidance* directly relevant to *sponsor services.**[N.B. this is likely to include transactions on which the firm, or those individuals comprising the sponsor function, acted as sponsor; transactions completed for AIM-quoted companies which required consideration of the listing rules, the prospectus rules, the disclosure requirements and the transparency rules; non-transactional advice to listed companies]* the procedural requirements and processes of the *FCA**[N.B. sponsors may wish to rely on transactions on which the firm, or those individuals comprising the sponsor function, acted for listed companies, or AIM-quoted companies which required submissions to the FCA Listing Transactions Department outside of the role of sponsor, including matters which required consideration of the listing rules, the prospectus rules, the disclosure requirements and the transparency rules resulting in the submission of requests for individual guidance, other documentation requiring vetting or sponsor services conducted by the firm which required liaison with the FCA Listing Transactions Department.]* the due diligence process required in order to provide *sponsor services* in accordance with *UKLR* 24.2 and *UKLR* 24.3*[N.B. sponsors may wish to rely on experience gained not only on sponsor services but also transactions carried out for clients which required similar processes to be carried out in order to meet equivalent regulatory or other legal requirements.]*the responsibilities and obligations of a sponsor in *UKLR* 24*[N.B. sponsors may also wish to cite relevant use of dedicated resources or organisational arrangements or procedures put in place in order to meet these requirements.]*specialist industry sectors, if relevant to the *sponsor services* it provides or intends to provide*[N.B. Please identify any relevant specialist industry sectors in which the firm provides, or intends to provide, sponsor services. If not relevant, please state.]**(For all sections, please provide details of the area of the business or identified staff which the sponsor relies on to demonstrate compliance with this requirement and an indication of how the sponsor is able to demonstrate the skills, knowledge and expertise required, including transactional and advisory experience as well as any relevant training or other resource).*  |  |

1. **Sufficient number of *employees* with the skills and knowledge for the firm to be able to comply with the key contact requirements in *UKLR 24.4.28R.*** [N.B. The *FCA* expects a *sponsor* to have at least two *employees* who are able to satisfy the requirements of *UKLR 24.4.28R (UKLR 24.4.19G).*  Sponsors are also expected to consider the *guidance* set out in *UKLR 24.4.18G* when considering whether they have sufficient numbers of employees to meet these requirements. Therefore, *sponsors* should include all *employees* they expect to be able to act as a key contact in the next 12 months in this section of the form.]

| **Employee Name** | **Title/Position/Role** | **Basis on which *employee* meets requirements in *UKLR* 24.4.28R(2) (c) to (e)** |  |
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1. ***UKLR* 24.4.5R(3): [INSERT NAME OF SPONSOR] has appropriate systems and controls in place to carry out its role as a *sponsor* in accordance with *UKLR 24*.**

*Where detail has not been provided in response to Section 2 b) above, please provide a brief overview of the systems and controls which apply to the provision of sponsor services with reference to the requirements set out in UKLR 24.4.21R. In particular, details of the following should be provided (cross references to other parts of this form are permitted):*

* *Use of reporting lines and allocation of management responsibility on an on-going and transactional/client basis;*
* *Provisions enabling management to comply with UKLR 24.4.21(2);*
* *Arrangements for appropriate supervision of employees providing sponsor services;*
* *Procedures in place to enable compliance with applicable listing rules at all times;*
* *Applicable staffing arrangements for sponsor services;*
* *Provisions for training staff providing sponsor services;*
* *Arrangements to allow employees providing sponsor services to receive guidance;*
* *Systems and controls in place to identify and manage conflicts of interest in relation to sponsor services;*
* *Arrangements in place to enable the sponsor to demonstrate compliance with UKLR 24.4.12R(2);*
* *Records management procedures in place in relation to sponsor services; and*
* *Details of any internal reviews conducted in relation to your firm’s provision of sponsor services.*

*Where there have been material changes to applicable systems and controls in the last 12 months, please provide details of those changes and, where relevant, provide copies of any revisions to relevant manuals or procedures, highlighting changes to the text on the face of the submission through blacklining or otherwise.*

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4. **Please confirm that [INSERT NAME OF SPONSOR]’s *sponsor* policies and procedures are up to date and reflect the FCA’s most recent rules and guidance relating to the provision of sponsor services.**

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**C. Additional information**

This section requests information to support the FCA’s ongoing supervisory functions in relation to you as a *sponsor.*

1. **Please provide details of any communications from the FCA (other than from the Primary Market Oversight and the Listing Transactions Departments), whether written or verbal received in the previous 12 months which may be relevant to the business areas and/or employees providing sponsor services. Please note, where relevant, what action has been taken as a response to any such communication or where any action is intended to be taken as a consequence.**

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1. **Please provide details of any notifications required to be given to the FCA under *UKLR* 24.5.12R which have not been previously submitted to the Primary Market Specialist Supervision Team, in particular details of any regulatory intervention, criticism or disciplinary action as contemplated in *UKLR* 24.5.12R(4).**

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1. **Please provide details of any anticipated significant changes to of [INSERT NAME OF SPONSOR]’s corporate business model in the 12 months following the date of this annual notification (e.g., details of changes in business strategy, organisational structure, geographical markets and product lines).**

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1. **Please describe of [INSERT NAME OF SPONSOR]’s target market sector(s) and target size of issuer(s) for the provision of sponsor services in the next 12 months. Please provide details of any business development strategies adopted by the firm which may impact on its provision of sponsor services during this period.**

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1. **Please provide a list of *listed companies* who are existing clients of [INSERT NAME OF SPONSOR]. Please include details of the nature of the relationship with each client (e.g. corporate broker, financial adviser). In the Excel template accessed with the following** [link](https://eur01.safelinks.protection.outlook.com/?url=https%3A%2F%2Fwww.fca.org.uk%2Fpublication%2Fukla%2Fsponsor-contacts-corporate-broking-clients.xlsx&data=05%7C02%7CRaj.Gopal%40fca.org.uk%7Cefcc6cbc33e149bcad7408dcff55f44a%7C551f9db3821c44578551b43423dce661%7C1%7C0%7C638665991860129331%7CUnknown%7CTWFpbGZsb3d8eyJFbXB0eU1hcGkiOnRydWUsIlYiOiIwLjAuMDAwMCIsIlAiOiJXaW4zMiIsIkFOIjoiTWFpbCIsIldUIjoyfQ%3D%3D%7C0%7C%7C%7C&sdata=fFzTeB0iwkShBoJEaIwqeiQlnktyoyXUrD8ZKtT7mEE%3D&reserved=0) **please also provide a list of all [INSERT NAME OF SPONSOR]’s corporate broking clients listed on the Official List, including the name of the relevant client and the sponsor’s contact details for that client.**

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**End of form**