**SPONSOR'S DECLARATION FOR TRANSFER OF LISTING CATEGORY**

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

To: The *FCA*

Date: \_\_\_\_\_\_\_\_\_\_20\_\_\_\_

Full name of sponsor: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

We request that you will allow\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (number) securities of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (denomination) each of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of issuer) to be transferred from a \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (current listing category) to a \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(proposed listing category) on \_\_\_\_\_\_\_\_\_\_\_\_\_ (date).

We, confirm that:

• we have acted with due care and skill in relation to the provision of *sponsor services*

• we have taken reasonable steps to satisfy ourselves that the director or directors of the *issuer* understand their responsibilities and obligations under the *listing rules*, the *disclosure requirements* and the *transparency rules*

• we have come to a reasonable opinion, after having made due and careful enquiry, that:

**1**. the *issuer* satisfies all eligibility requirements of the *listing rules* that are relevant to the new category to which it is seeking to transfer

**2**. the *issuer* has satisfied all requirements relevant to the production of the *circular* required under *UKLR* 21.5.6R(2)(a) or the announcement required under *UKLR* 21.5.7R(2) (whichever is relevant)

**3**. the *directors* of the *issuer* have established procedures which enable the *issuer* to comply with the *listing rules*, the *disclosure requirements* and the *transparency rules* on an ongoing basis\*

**4**. the *directors* of the *issuer* have established procedures which provide a reasonable basis for them to make proper judgements on an ongoing basis as to the financial position and prospects of the *issuer* and its *group*\*.

• we have maintained accessible records which are sufficient to be capable of demonstrating that the *sponsor* has provided *sponsor services* and otherwise complied with its obligations under *UKLR* 24, including the basis of each confirmation set out above

• all matters known to us which, in our reasonable opinion, should be taken into account by the *FCA* in considering the transfer between listing categories have been disclosed with sufficient prominence in the document referred to in *UKLR* 21.5.6R(2)(a) or *UKLR* 21.5.7R(2) or otherwise in writing to the *FCA*; and

• for so long as we provide a *sponsor service*, we will:

a) take such reasonable steps as are sufficient to ensure that any communication or information we provide to the *FCA* in carrying out the *sponsor service* is, to the best of our knowledge and belief, accurate and complete in all material respects; and

b) as soon as possible provide to the *FCA* any information of which we become aware that materially affects the accuracy or completeness of the information we have previously provided.

SIGNED BY: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ for and on behalf of

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of sponsor

\*Paragraphs 3 and 4 do not apply in relation to an issuer that was required to meet these requirements under its existing listing category.

Transfer to take place on: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_20\_\_\_

Name of contact at sponsor regarding application: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Telephone number: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_