**SPONSOR'S WRITTEN CONFIRMATION FOR AN INITIAL TRANSACTION ANNOUNCEMENT UNDER UKLR 13.4.11R**

**(for confirmations pursuant to UKLR 13.4.15R or UKLR 13.4.19R (2), see below)**

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

To: The FCA

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

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

Full name of *listed shell company*: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Proposed *initial transaction* which is the subject of the announcement: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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 *listed* *shell company* 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 the disclosure requirements in relation to financial information and *inside information* of the investment exchange or trading platform on which the *target’s securities* are admitted are not materially different from the disclosure requirements under *DTR* and the *disclosure requirements*;
* 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 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 For and on behalf of:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of sponsor

**SPONSOR'S WRITTEN CONFIRMATION FOR AN INITIAL TRANSACTION ANNOUNCEMENT UNDER UKLR 13.4.15R**

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

To: The FCA

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

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

Full name of *listed shell company*: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Proposed *initial transaction* which is the subject of the announcement: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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 *listed* *shell company* 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 *listed* *shell company* has satisfied the requirements of *UKLR* 13.4.13G(3) and (4) in relation to the announcement of the proposed *initial transaction*; and

**2**. it is reasonable for the *listed* *shell company* to provide the declarations described in *UKLR* 13.4.13G(3) and (4).

* 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

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 For and on behalf of:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of sponsor

**SPONSOR'S WRITTEN CONFIRMATION FOR AN INITIAL TRANSACTION ANNOUNCEMENT UNDER UKLR 13.4.19R (2)**

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

To: The FCA

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

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

Full name of *listed* shell company: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Proposed *initial transaction* which is the subject of the announcement: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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 *listed shell company* 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 it is reasonable for the *listed shell company* to provide the confirmations set out in UKLR 13.4.19R (1) that:
	1. the conditions set out in *UKLR* 13.4.17G have been met;
	2. *the listed shell company* has complied with the requirements in *UKLR* 13.2.1R and will continue to comply with *UKLR* 13.3.2R to *UKLR* 13.3.3R until an *initial transaction* is completed; and
	3. the conditions set out in *UKLR* 13.4.17G(2) to (7) will continue to be met until an *initial transaction* is completed*; and*

* 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 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 For and on behalf of:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of sponsor