

Primary Market Technical Note

Working capital statement – basis of preparation

The information in this note is designed to help issuers and practitioners interpret our UK 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

Rules and Guidance

FCA Guidelines, PR Regulation Annexes

FCA Guideline 29 states where an issuer finds it necessary to include qualifying wording, such as assumptions, in a clean working capital statement, this implies that it cannot firmly state that it has sufficient working capital to meet its present requirements, and therefore a qualified working capital statement should be provided (para 132).

However, Guideline 29 also states that in a clean working capital statement issuers should disclose whether the proceeds of an offer have been included in the calculation. We would therefore expect that where net proceeds have been counted in the calculation of working capital, that the working capital statement will reflect this. Such disclosure is not considered a qualification or a caveat, but constitutes information on the basis of preparation of the working capital

statement that is necessary for an investor to make an informed assessment (para 133).

Similarly, we consider that a statement such as “taking into account existing bank facilities”, which we also see included in working capital statements, also relates to the basis of the statement being prepared rather than underlying assumptions. In merger situations reference may also be made to new facilities available to the issuer’s enlarged group where the only condition is merger completion.

Reverse takeovers

Where issuers are undertaking a transaction that is classified as a reverse takeover, a requirement for a prospectus will generally be triggered by the admission of the shares of the enlarged group to the Official List (or more specifically by their admission to trading on a regulated market). Additionally, the requirement for a prospectus may be triggered by a share issue in connection with the transaction if this involves a public offer. In circumstances where this prospectus is required only to admit the new group (often referred to as the Enlarged Group) it would appear reasonable that the working capital statement should refer to this new group. This is because if the transaction were to fall away, the new group would not be admitted to listing and therefore no prospectus would be required. This would not be the case, however, where the reverse takeover was accompanied by a fundraising which would proceed even if the acquisition did not complete, or which constituted a public offer. In this situation the working capital statement must be provided on a ‘Group’ basis to ensure that all possible scenarios faced by the issuer are covered.