

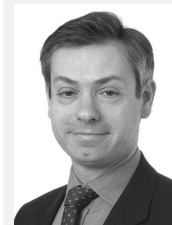


Comparison of eligibility criteria and key continuing obligations on the Main Market and on AIM

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**PREMIUM SEGMENT, STANDARD SEGMENT AND HIGH GROWTH SEGMENT OF MAIN MARKET AND AIM
– COMPARISON OF ELIGIBILITY CRITERIA AND KEY CONTINUING OBLIGATIONS**

ELIGIBILITY CRITERIA FOR EQUITY SHARES ISSUED BY A COMMERCIAL COMPANY

	Premium segment of Main Market (Official List)	Standard segment of Main Market	High Growth segment of Main Market	AIM
Main types of issuer	Largest commercial and investment companies from UK and elsewhere	Investment companies; smaller commercial companies wanting prestige of Main Market but with less rigorous regulation	High growth UK and EEA commercial companies that intend to move up to the premium segment in the future	Smaller and developing commercial companies from UK and elsewhere; cash shells
Legal status of market	Regulated market (rules set by European Commission) plus additional “super-equivalent” rules imposed by FCA mainly in LR 6-13	Regulated market (rules set by European Commission) with no additional rules	Regulated market (rules set by European Commission) plus additional rules set by London Stock Exchange in HGS Rules (which apply instead of FCA’s Listing Rules)	Exchange-regulated market: rules set by London Stock Exchange in AIM Rules for Companies Not a regulated market
Country of incorporation	Any	Any	EEA state	Any
Type of business	Any Some special rules for mineral companies and scientific research companies	Any	Commercial company (not investment entity) and must be “trading” (not, for example, mineral resource company at exploration stage)	Any Some special rules for resource companies
Type of shares	Equity	Any	Equity	Any, but in practice usually equity
Prospectus or admission document	Prospectus	Prospectus	Prospectus	AIM admission document (or prospectus if there is an offer to the public)
Minimum free float	25% (LR 6.1.19)	25% (LR 14.2.2) (but the UKLA is consulting on allowing a lower level)	10% (if sufficient number of shareholders to provide an orderly market) with a value on admission of at least £30 million, the majority of which must be raised at admission (HGS Rules 2.4-2.6)	No minimum, except for investing companies which must raise at least £3 million Nomad must confirm that issuer is suitable for admission

	Premium segment of Main Market (Official List)	Standard segment of Main Market	High Growth segment of Main Market	AIM
Minimum market cap	<p>£700,000 (LR 2.2.7)</p> <p>Scientific research-based companies must have a pre-marketing capitalisation of at least £20 million and intend to raise at least £10 million pursuant to a marketing at the time of listing (LR 6.1.12)</p>	£700,000 (LR 2.2.7)	No minimum, but see <i>Minimum free float</i>	None, but Nomad must confirm that issuer is suitable for admission
Track record	<p>(Except for mineral companies and scientific research-based companies) must have at least three years' financial information, with a latest balance sheet date that is not more than six months before the date of the prospectus and not more than nine months before the date the shares are admitted to listing (LR 6.1.3)</p> <p>The financial information must represent at least 75% of the issuer's business (LR 6.1.3B)</p>	No track record requirement	Revenue growth on a CAGR basis of at least 20% over the three full financial years prior to admission (HGS Rule 2.3)	No track record requirement
Audited historical financial information in prospectus or admission document	<p>If issuer is EEA-incorporated, consolidated accounts for group must be presented under Commission-adopted IFRS (IAS Regulation and PR Annex I)</p> <p>Non-EEA issuers must present their group accounts under Commission-adopted IFRS or a GAAP considered equivalent by the European Commission</p> <p>(PR Annex I item 20.1)</p>	Same as premium segment	Same as premium segment	EEA issuers must prepare their consolidated group accounts under Commission-adopted IFRS. Non-EEA issuers can use Commission-adopted IFRS or the GAAP of the US, Canada, Australia or Japan. However, all AIM issuers are encouraged to report under IFRS (paragraph (b)(ii) of Schedule 2 and Rules 18-19 of the AIM Rules)

	Premium segment of Main Market (Official List)	Standard segment of Main Market	High Growth segment of Main Market	AIM
Control over majority of assets and independence	<p>Must control the majority of its assets and have done so for at least three years, and be carrying on an independent business as its main activity (LR 6.1.4)</p> <p>Different rules apply to mineral companies (LR 6.1.8-10) and scientific research companies (LR 6.1.11-12)</p>	No	Must control the majority of its assets on admission and subsequently (HGS Rule 2.2)	No, but if issuer's business has not been independent and revenue-earning for at least two years, the directors and substantial shareholders and certain employees must enter into a one-year lock up (Rule 7, AIM Rules).
Working capital for next 12 months	Yes (LR 6.1.16 and PR Annex III)	Not required by LR but prospectus must include working capital statement (PR Annex III item 3.1)	Same as standard segment	Yes – in AIM admission document (Sched 2, para (c), AIM Rules)
Sponsor or similar adviser required	Yes - sponsor (LR 8.2.1)	No	Yes – Key adviser	Yes - Nomad
Liability for false statements in marketing documents	<p>Issuer, its directors and other persons responsible for all or part of the prospectus are personally liable under s.90 FSMA to pay compensation to any person who acquires shares at the time of IPO or in the after-market</p> <p>FCA can fine issuer and directors for breach of PR or LR</p> <p>Criminal liability for directors under s.397 FSMA</p> <p>Criminal and civil liability under common law for fraudulent or negligent misstatement etc</p>	Same as premium segment	Same as premium segment, except that London Stock Exchange can fine issuer (but not directors) for breach of HGS Rules or ADS (instead of LR).	<p>London Stock Exchange can fine issuer (but not directors) for breach of AIM Rules or ADS</p> <p>Criminal liability for directors under s.397 FSMA</p> <p>Criminal and civil liability under common law for fraudulent or negligent misstatement etc</p>

CONTINUING OBLIGATIONS FOR COMMERCIAL COMPANIES WITH EQUITY SHARES

	Premium segment of Main Market	Standard segment of Main Market	High Growth segment of Main Market	AIM
Annual financial results	<p>Except for non-EEA issuers whose domestic regime is considered by the UKLA to be “equivalent” to DTR 4, issuers whose home member state is the UK must publish their annual financial results within four months of financial year end (DTR 4.1)</p> <p>(EEA issuers will be subject to domestic rules that are similar to DTR 4)</p> <p>Preliminary statement of results not required, but if published must comply with certain requirements (LR 9.7A)</p>	Same as premium segment	Same as premium segment	To be published within six months of the end of the financial year (Rule 19, AIM Rules)
Half-yearly financial results	<p>Except for non-EEA issuers whose domestic regime is considered by the UKLA to be “equivalent” to DTR 4, issuers whose home member state is the UK must publish their half-yearly financial results within two months of half-year end (DTR 4.2)</p> <p>(EEA issuers will be subject to domestic rules that are similar to DTR 4)</p>	Same as premium segment	Same as premium segment	To be published within three months of the end of the relevant period (Rule 18, AIM Rules)

	Premium segment of Main Market	Standard segment of Main Market	High Growth segment of Main Market	AIM
Interim or quarterly financial results	<p>Except for non-EEA issuers whose domestic regime is considered by the UKLA to be “equivalent” to DTR 4, issuers whose home member state is the UK must publish an IMS during each half-year period (DTR 4.3)</p> <p>(EEA issuers will be subject to domestic rules that are similar to DTR 4)</p>	Same as premium segment	Same as premium segment	Not required
Commission-adopted IFRS or equivalent	<p>If issuer is EEA-incorporated, consolidated accounts for group must be prepared under Commission-adopted IFRS (IAS Regulation)</p> <p>Non-EEA issuers usually prepare their group accounts under IFRS or a GAAP considered equivalent by the European Commission</p>	Consolidated accounts for group must be prepared under IFRS (IAS Regulation)	Consolidated accounts for group must be prepared under IFRS (IAS Regulation)	EEA issuers must prepare their consolidated group accounts under Commission-adopted IFRS. Non-EEA issuers can use Commission-adopted IFRS or the GAAP of the US, Canada, Australia or Japan. However, all AIM issuers are encouraged to report under IFRS (AIM Rules 18-19)
Publication of inside information as soon as possible	Yes (DTR 2)	Yes (DTR 2)	Yes (Introduction to ADS and DTR 2)	Yes (AIM Rule 11) (DTR 2 does not apply)
Insider lists	Yes (DTR 2)	Yes (DTR 2)	Yes (DTR 2)	Not required, but good practice to keep them

	Premium segment of Main Market	Standard segment of Main Market	High Growth segment of Main Market	AIM
Major shareholder notification regime	<p>Yes (DTR 5):</p> <p>For UK issuers, shareholder to notify issuer, and issuer to announce to market, if holding goes through 3% or any whole percentage above that</p> <p>For non-EEA issuers whose home member state is the UK the thresholds are 5%, 10%, 15%, 20%, 25%, 30%, 50% and 75%</p> <p>But if issuer is from a non-EEA state whose rules are considered equivalent by FCA, shareholders must comply with those domestic rules instead (LR 5.11.6)</p> <p>(EEA issuers and their shareholders will be subject to domestic rules that are similar to DTR 5)</p>	<p>Yes (DTR 5): same as for premium segment</p>	<p>Yes (DTR 5): same as for premium segment</p>	<p>Yes (AIM Rule 17):</p> <ul style="list-style-type: none"> UK issuers and their shareholders to comply with DTR 5 (i.e. same rules as premium segment of Main Market) <p>non-UK issuers are subject to similar provisions in AIM Rule 17 and are encouraged to include provisions in their articles of association requiring significant shareholders to notify the issuer of relevant changes in their shareholdings in similar terms to DTR 5</p>
Notification of dealings by directors and connected persons	<p>Yes (DTR 3):</p> <ul style="list-style-type: none"> for UK issuers and non-EEA state issuers whose home state is the UK, directors to notify issuer of their dealings, and company to announce details to market other companies must notify equivalent information to that required under DTR 3 as soon as possible after they become aware of it <p>(EEA issuers and their directors will be subject to domestic rules that are similar to DTR 3)</p>	<p>Yes (DTR 3): same as premium segment</p>	<p>Yes (DTR 3): same as premium segment</p>	<p>Yes (AIM Rule 17): similar to premium segment of Main Market</p>

	Premium segment of Main Market	Standard segment of Main Market	High Growth segment of Main Market	AIM
Restrictions on when directors can deal (beyond the general legal prohibitions on dealing on the basis of inside information etc)	Yes (LR 9.2.8 and Model Code annexed to LR 9)	No	No	Yes (AIM Rule 21): similar to LR 9.2.8 and Model Code for premium segment issuers
Corporate governance	All issuers must comply or explain against UK Corporate Governance Code (LR 9.8.6(5) and (6) and DTR 7.2) Must have an audit committee that performs certain functions (DTR 7.1)	No regulatory obligation to comply or explain against any particular code, but issuer must disclose details of any code to which it voluntarily complies, and the extent to which it departs from that code. In practice, some issuers comply or explain against the NAPF Guidelines for Investment Companies, the AIC's Code of Corporate Governance for investment trusts and closed-end funds or their own national corporate governance code	No particular code specified. Issuer must comply or explain against its national code (if so required by its domestic law) or against a chosen code	No specific requirements, but some issuers choose to comply or explain against UK Corporate Governance Code to the extent appropriate to their size and nature, or against QCA Guidelines for Smaller Quoted Companies or their own national corporate governance code
Pre-emption rights on issue of new shares for cash	Yes (LR 6.1.25 and 9.3.11)	Not required by LR or PR, but may be required by issuer's domestic company law	Not required by HGS Rules, but will be required by issuer's domestic company law (though there may be some technical differences from UK company law)	Not required by AIM Rules, but may be required by issuer's domestic company law. If not, on IPO investors may demand that issuer provides rights equivalent to UK company law
Maximum discount to market price at which new shares can be issued	10% in an open offer, placing, vendor consideration placing, offer for subscription of equity shares or an issue out of treasury (other than in respect of an employees' share scheme) (LR 9.5.10)	No maximum stipulated	No maximum stipulated	No maximum stipulated

	Premium segment of Main Market	Standard segment of Main Market	High Growth segment of Main Market	AIM
Regulation of major transactions	<p>Yes (LR 10):</p> <ul style="list-style-type: none"> Announcement and shareholder approval if any percentage ratio in class tests is 25% or more, and for certain indemnities and break fees (Class 1) announcement of key terms if any percentage ratio in class tests is 5% or more but each is less than 25% (Class 2) 	No	<p>Yes (HGS Rules 15-20):</p> <ul style="list-style-type: none"> Announcement of key terms if any percentage ratio in class tests is 25% or more (a “notifiable transaction”) 	<p>Yes (AIM Rules 12 and 15):</p> <ul style="list-style-type: none"> Announcement of key terms if any percentage ratio in class tests exceeds 10% Announcement and shareholder approval if makes any disposal which exceeds 75% in any of the class tests
Reverse takeover	<p>Shares usually suspended from trading pending publication of prospectus relating to enlarged group and approval of application for re-admission</p> <p>Shareholder approval required (LR 5.6)</p>	<p>Shares usually suspended from trading pending publication of prospectus relating to enlarged group and approval of application for re-admission (LR 5.6)</p>	<p>Shares usually suspended from trading pending publication of prospectus relating to enlarged group and approval of application for re-admission</p> <p>Shareholder approval required (HGS Rules 26-29)</p>	<p>Shares usually suspended from trading pending publication of admission document relating to enlarged group and approval of application for re-admission</p> <p>Shareholder approval required (AIM Rule 14)</p>
Regulation of transactions with related parties	<p>Yes (LR 11):</p> <ul style="list-style-type: none"> Announcement and shareholder approval unless transaction is “small” or “smaller” or falls into an exemption Independent adviser to confirm that terms of transaction are fair and reasonable (LR 13.6.1(6)) 	No	<p>Yes (HGS Rules 21-25):</p> <p>Announcement of key terms if any percentage ratio in class tests is 5% or more</p>	<p>Yes (AIM Rule 13):</p> <ul style="list-style-type: none"> Announcement of key terms if any percentage ratio in class tests exceeds 5% Nomad must confirm that terms of transaction are fair and reasonable

	Premium segment of Main Market	Standard segment of Main Market	High Growth segment of Main Market	AIM
Regulation of buybacks of issuer's own shares	Yes – e.g. general prohibition on buybacks when there is unpublished inside information; tender offer generally required if 15% or more to be bought back (LR 12.4)	No	No	No
Regulation of share schemes	For UK issuers, shareholder approval required for certain share schemes, long-term incentive schemes For all issuers, shareholder approval required for certain discounted option arrangements	No	No	No
Specific information required to be included in shareholder circulars	Yes, for certain major transactions (LR 13) Most circulars require FCA approval (LR 13.2.1-2)	No	No	No

	Premium segment of Main Market	Standard segment of Main Market	High Growth segment of Main Market	AIM
Sponsor or similar required for certain transactions	<p>Yes (LR 8.2), including:</p> <ul style="list-style-type: none"> • Publication of prospectus, class 1 circular, related party circular, or (in some circumstances) a circular in connection with a purchase of own shares • Entry into transaction that may be a reverse takeover, class 1 or with a related party • Transfer between listing categories 	No	<p>Yes (HGS Rule 14):</p> <ul style="list-style-type: none"> • any major transaction • related party transaction • reverse takeover • further issue of shares • purchase of own shares • severe financial difficulty • cancellation of admission 	Yes (AIM Rule 1): Nomad must be retained at all times and issuer must seek guidance from Nomad on application of AIM Rules in all circumstances where relevant
Website publication of key documents	No	No	Yes (HSG Rule 31)	Yes (AIM Rule 26)
Prospectus or similar document required for further issues	Usually yes, unless shares not offered to the public and represent less than 10% of issuer's existing issued share capital	Usually yes, unless shares not offered to the public and represent less than 10% of issuer's existing issued share capital	Usually yes, unless shares not offered to the public and represent less than 10% of issuer's existing issued share capital	Only if shares are offered to the public

	Premium segment of Main Market	Standard segment of Main Market	High Growth segment of Main Market	AIM
Key events requiring announcement	<ul style="list-style-type: none"> Any proposed change in issuer's capital structure, and the results of any new issue of equity securities any redemption of listed shares appointment, resignation, removal, and any important change of role, of a director all shareholder resolutions except those relating to ordinary business at an AGM change of company name or accounting reference date proposed change to issuer's constitution any change in the rights attached to a class of shares details about shareholder meetings 	<ul style="list-style-type: none"> Any proposed change in issuer's capital structure, and the results of any new issue of listed equity securities any redemption of listed shares proposed change to issuer's constitution 	<ul style="list-style-type: none"> Appointment, resignation, or removal of a director any change in accounting reference date, registered office address or legal name any decision to pay a dividend admission or cancellation of any of the issuer's securities details of any securities taken into or out of treasury any proposed or actual change in the issuer's capital structure and the results of any new issue of securities all resolutions passed at a general meeting of the issuer other than resolutions concerning ordinary business passed at an AGM proposed change to issuer's constitution 	<ul style="list-style-type: none"> Appointment, resignation, or removal of a director change of company name, accounting reference date or registered office any material change between its actual trading performance or financial condition and any profit forecast, estimate or projection included in the admission document or otherwise published by the issuer any decision to pay a dividend the reason for the application for admission or cancellation of any AIM shares details of any shares taken into and out of treasury the resignation, removal or appointment of its nomad or broker proposed change to issuer's constitution

	Premium segment of Main Market	Standard segment of Main Market	High Growth segment of Main Market	AIM
Cancellation of admission	<p>Except following a takeover or certain other restructuring transactions (LR 5.2):</p> <ul style="list-style-type: none"> Announcement of intention to cancel listing 75% shareholder approval required Cancellation cannot occur until at least 20 business days after shareholder approval 	Announcement giving at least 20 business days' notice of intention to cancel listing (LR 5.2.8)	Same as premium segment (HGS Rules 33-35)	Similar to premium segment of Main Market (AIM Rule 41)
Sponsor or similar adviser required	Sponsor required for certain transactions	None	Key adviser required for certain transactions	Nomad
Liability for false statements in circulars, announcements etc	<p>Issuer is liable under s.90A and Schedule 10A FSMA to pay compensation to any person who suffers loss as a result of relying on an announcement or document published for the benefit of the market that is misleading or delayed if he can show that the announcement or document was misleading due to deliberate or reckless behaviour by one or more of the issuer's directors, or that one or more directors acted dishonestly in delaying publication</p> <p>FCA can fine issuer and directors for breach of PR, LR or DTR</p> <p>Criminal liability for directors under s.397 FSMA</p> <p>Criminal and civil liability under common law for fraudulent or negligent misstatement etc</p>	Same as for premium segment	Same as for premium segment	Same as for premium segment; but London Stock Exchange can fine issuer (but not directors) for breach of AIM Rules

GLOSSARY	
ADS:	the London Stock Exchange's Admission and Disclosure Standards
Commercial company:	a company that is not an investment company or investment fund
Commission-adopted IFRS:	International Financial Reporting Standards formally adopted by the European Commission for use in EEA states
DTR:	the FCA's Disclosure and Transparency Rules
FCA:	the Financial Conduct Authority, which on 1 April 2013 took over the functions of the FSA and UKLA in relation to listings and related matters
HGS Rules:	the Rules of the High Growth Segment of the Main Market, published by the London Stock Exchange
IMS:	Interim management statement
LR:	the FCA's Listing Rules
Main Market:	the Main Market of the UK Listing Authority (FCA), which is divided into the premium, standard and high growth segments
Mineral company:	a company whose principal activity is, or is planned to be, the extraction (i.e. mining, production, quarrying or similar activities and the reworking of mine tailings or waste dumps) of mineral resources (which may or may not include exploration for mineral resources). Mineral resources include metallic and non-metallic ores, mineral concentrates, industrial minerals, construction aggregates, mineral oils, natural gases, hydrocarbons and solid fuels including coal
Nomad:	nominated adviser
Resource company:	a company operating in the mining and oil and gas sectors, such as exploration, development and production companies (but not companies that purely invest in or provide consultancy, advice or other such services to resource companies)
PR:	the FCA's Prospectus Rules
Scientific research-based company:	a company primarily involved in the laboratory research and development of chemical or biological products or processes or any other similar innovative science-based company

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