



U.K. Equity Capital Markets

Listing Your Company in London: Compare the Eligibility Criteria and Continuing Obligations for the Different Market Segments of the London Stock Exchange and Aquis Stock Exchange



Listing Requirements across Aquis Exchange (AQSE), AIM, and Main Market of London Stock Exchange (LSE)

| EXCHANGE MARKET | AQSE Listing | | AIM Listing | Listing on Main Market of London Stock Exchange | |
|--|---|---|---|---|---|
| | ACCESS LISTING SEGMENT | APEX LISTING SEGMENT | AIM MARKET | PREMIUM LISTING SEGMENT | STANDARD LISTING SEGMENT |
| Listing document | AQSE Admission Document | FCA approved Growth Prospectus ¹ | AIM Admission Document | FCA approved full Prospectus | FCA approved full Prospectus |
| Minimum market capitalisation/ Fundraising requirements | £700,000 market capitalisation (£2,000,000 fundraising by or at admission, for Special Purpose Acquisition Companies (SPACs)) | £10,000,000 market capitalisation | No minimum (however there is a £6,000,000 minimum fundraising on admission for SPACs) | £30,000,000 market capitalisation (SPACs not eligible to listed on Premium Listing) | £30,000,000 market capitalisation (£100,000,000 fundraising on admission for SPACs) |
| Free transferability of shares | Shares must be freely transferable, fully paid and eligible for electronic settlement | Shares must be freely transferable, fully paid and eligible for electronic settlement | <p>Shares must be freely transferable, fully paid and eligible for electronic settlement, except where:</p> <ul style="list-style-type: none"> any jurisdiction, statute or regulation requires or places restrictions on shares; or where the company wishes to restrict the number of shareholders domiciled in a particular country to avoid being subject to statute or regulation. <p>Note, however, that on admission to AIM, certain shareholders will be required to enter into contractual “lock-ins” in respect of their shares</p> | Shares must be freely transferable, fully paid and eligible for electronic settlement | Shares must be freely transferable, fully paid and eligible for electronic settlement |

¹Full FCA approved prospectus required if market capitalisation exceeds €500 million or an offer of securities is made which exceeds €20 million.

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| Shareholder approval for acquisition | Yes, if it constitutes a reverse takeover under AQSE Rules | Yes, if it constitutes a reverse takeover under AQSE Rules | Yes, if it constitutes reverse takeover for AIM Rules purposes | Shareholder approval only required for Class 1 transactions (including reverse takeovers)– but not for Class 2 or 3 transactions | No, but is now required for SPAC acquisitions in certain circumstances |
| Financial adviser Requirements/ Sponsor | AQSE Corporate Adviser required for listing and on an ongoing basis thereafter | AQSE Corporate Adviser required for listing and on an ongoing basis thereafter | Nominated Adviser required for listing and on an ongoing basis thereafter | Listing sponsor required for listing and for certain transactions | No requirement under Listing rules to do so, but in practice a financial adviser is often appointed |
| Corporate governance | Access market companies must have due regard for the principles laid down by a ‘recognised corporate governance code’ | APEX market companies must, as far as possible, adopt the principles and standards set down in either the Quoted Companies Alliance’s corporate governance code or the U.K. Corporate Governance Code | AIM companies must confirm the ‘recognised corporate governance code’ they have chosen to apply and explain how they comply with that code, and the reason/s for any noncompliance must be explained | Required to comply with the U.K. Corporate Governance Code or to explain noncompliance | Requires an annual corporate governance statement, which must include confirmation of the corporate governance code applied and explanations of any potential noncompliance with its provisions |
| Minimum Free float | 10% of securities must be in public hands on admission (25% for SPACS) | 25% of securities must be in public hands on admission | AIM has no minimum percentage free float requirement, but Nomad assess suitability | 10% of the shares must be in public hands on admission to listing and at all times thereafter | 10% of the shares must be in public hands on admission to listing and at all times thereafter |
| Financial track record | Two years (or shorter if applicable) of audited historical financial information | Two years of audited historical financial information covering at least two financial years prior to admission, and includes consolidated accounts for the applicant and all its subsidiary undertakings | Three years of audited accounts (or shorter period since incorporation). No more than nine-months-old audited accounts, otherwise interim financial information (which may be unaudited) required | Three years of audited accounts with unqualified audit opinions. No more than six-months-old audited financial information (including interim information if appropriate) | Three years of audited accounts (or shorter period since incorporation). No more than nine-months-old audited accounts, otherwise interim financial information (which may be unaudited) required |

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| Accounting standards | IFRS; UK GAAP; or other accounting standards as prescribed under the Access Rules | IFRS; UK GAAP; or other accounting standards as prescribed under the Apex Rules | IFRS or other approved GAAPs for non-EEA and Channel Island issuers or national GAAP with reconciliation to one of the approved standards | IFRS or other approved GAAPs. At a minimum, the last two years' financial information must be restated on the basis to be applied in the issuer's next annual accounts | IFRS or other approved GAAPs. At a minimum, the last two years' financial information must be restated on the basis to be applied in the issuer's next annual accounts |
| Financial reporting obligations | Must announce and make public its annual financial report, at the latest, six months after the end of each financial year, and must announce and make public a half-yearly financial report within three months of the end of the first six months of the financial year | Must announce and make public its annual financial report, at the latest, six months after the end of each financial year, and must announce and make public a half-yearly financial report within three months of the end of the first six months of the financial year | Must announce and make public its annual financial report, at the latest, six months after the end of each financial year, and must announce and make public a half-yearly financial report within three months of the end of the first six months of the financial year | Must announce and make public its annual financial report, at the latest, four months after the end of each financial year, and must announce and make public a half-yearly financial report within three months of the end of the period to which they relate | Must announce and make public its annual financial report, at the latest, four months after the end of each financial year, and must announce and make public a half-yearly financial report within three months of the end of the period to which they relate |
| Working Capital Statement for next 12 months | Yes | Yes (if market capitalisation exceeds €200 million) | Yes | Yes | Yes |
| Reverse takeovers | Reverse takeovers require readmission including publication of an Admission Document and shareholder approval | Reverse takeovers require readmission including publication of a Growth Prospectus or full Prospectus and shareholder approval | Reverse takeovers where any class test exceeds 100% require readmission to AIM including publication of an Admission Document and shareholder approval | Reverse takeovers, where any class test exceeds 100%, require readmission including publication of a full Prospectus and shareholder approval | Reverse takeovers require readmission including publication of a full Prospectus, but shareholder approval is not required |

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| | ACCESS LISTING SEGMENT | APEX LISTING SEGMENT | AIM MARKET | PREMIUM LISTING SEGMENT | STANDARD LISTING SEGMENT |
| Related party transactions | If applicant enters into related party transaction, they must release an announcement that contains the required information as set out under the Access Rulebook | If applicant enters into related party transaction, they must release an announcement that contains the required information as set out under the Apex Rulebook | Any related party transaction exceeding 5% of the class tests must issue a notification that contains information as set out under the AIM Rules | For related party transaction exceeding 5% of class tests under the Listing Rules, requires a circular to be sent to shareholders, a notification with information required under the Listing Rules, and shareholder approval | N/A |
| Further issues of shares | No admission document/prospectus required, but must submit to the Exchange a securities application prior to the expected date of admission per the Access Rules | No admission document/prospectus required, but must submit to the Exchange a securities application prior to the expected date of admission per the Apex Rules | No Admission document required. Prospectus only required when mandated by the Prospectus Rules | Prospectus required to be issued when offering exceeds 20% of existing shares over 12-month period | Prospectus required to be issued when offering exceeds 20% of existing shares over 12-month period |
| Control of assets | N/A | N/A | N/A | Control over the majority of assets for a three-year period | N/A |
| Revenue track record | N/A | N/A | N/A | At least 75% of the business must be supported by a revenue earning track record for three-year period (some exemptions apply) | N/A |
| Shareholder approval required for de-listing | Yes | Yes | Yes | Yes | No |



Joan Yu

LONDON | PARTNER

jyu@atllp.co.uk
+44 20 7539 7083



Nick Heap

LONDON | PARTNER

nheap@atllp.co.uk
+44 20 7539 7081



Cameron Sutton

LONDON | SOLICITOR

csutton@atllp.co.uk
+44 20 7539 7282