**SPONSOR'S DECLARATION FOR TRANSFER OF LISTING: MODIFIED TRANSFER PROCESS UNDER UKLRTP2**

*(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 the *equity shares (transition)* category into the *equity shares (commercial companies)* 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 the responsibilities and obligations under *UKLR* 6 to *UKLR* 10which do not apply to the *issuer* under *UKLR* 22

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

**1**. the *issuer* satisfies the eligibility requirements set out in *UKLR* 5.2 (Externally managed companies), *UKLR* 5.3 (Controlling shareholders) and *UKLR* 5.4 (Constitutional arrangements)

**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 obligations set out in *UKLR* 6 to *UKLR* 10 which do not apply to the *issuer* under *UKLR* 22\*

• we have not identified any adverse information that would lead us to conclude that the *issuer* would not be able to comply with its obligations under the *listing rules*, the *disclosure requirements* and the *transparency rules*

• 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 as modified by *UKLR* TP2 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

\*Paragraph 3 does 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**SPONSOR'S DECLARATION FOR TRANSFER OF LISTING: MODIFIED TRANSFER PROCESS UNDER UKLR TP3**

*(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 the e*quity shares (transition)* category into the *equity shares (shell companies)* 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 the responsibilities and obligations under *UKLR* 13 which do not apply to the *issuer* under *UKLR* 22

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

1. the *issuer* satisfies the eligibility requirements set out in *UKLR* 13.2 (Requirements for listing) except for *UKLR* 13.2.4R (Equity shares in public hands) and *UKLR* 13.2.6R (Shares of third country shell compan*y)*

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 obligations set out in *UKLR* 13.3 which do not apply to the issuer under *UKLR* 22\*

• we have not identified any adverse information that would lead us to conclude that the *issuer* would not be able to comply with its obligations under the *listing rules*, the *disclosure requirements* and the *transparency rules*

• 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 as modified by *UKLR* TP3 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

\*Paragraph 3 does 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**SPONSOR'S DECLARATION FOR TRANSFER OF LISTING: MODIFIED TRANSFER PROCESS UNDER UKLR TP5**

*(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 the *equity shares (international commercial companies secondary listing)* category into the *equity shares (commercial companies)* 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 the responsibilities and obligations under *UKLR* 6to *UKLR* 10 which do not apply to the *issuer under UKLR* 14

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

1. the *issuer* satisfies the eligibility requirements set out in *UKLR* 5.2 (Externally managed companies), *UKLR* 5.3 (Controlling shareholders) and *UKLR* 5.4 (Constitutional arrangements)

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 obligations set out in *UKLR* 6 to *UKLR* 10 which do not apply to the *issuer* under *UKLR* 14\*

• we have not identified any adverse information that would lead us to conclude that the *issuer* would not be able to comply with its obligations under the *listing rules*, the *disclosure requirements* and the *transparency rules*

• 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 as modified by *UKLR* TP5 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

\*Paragraph 3 does 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_