

# Rules for Issuers

April 2019



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## Glossary

**Admission:** the **admission** of **Financial Instruments** to trading on the **Exchange** or the acceptance of an entity by the **Exchange** as an **IPsx Member**, as the context requires.

**Admission Documents:** the documents and information a prospective **Issuer** must prepare before its **Financial Instruments** may be approved for admission to trading as set out in **Rule 2.2** of this document.

**Admission Standards:** as set out in **Rule 1.1** to **Rule 1.22** (inclusive) of this document.

**Applicable Employee:** a person within an **Issuer** who is:

- (i) a member of the administrative, management or supervisory body of that **Issuer**; or
- (ii) a senior executive of that **Issuer**, who has power to take managerial decisions affecting the future developments and business prospects of the **Issuer**.

**Algorithmic trading:** as defined in the **FCA Handbook**.

**Applicant:** an entity applying (or proposing to apply) to the **Exchange** to become an **IPsx Member** or an **Issuer** as the context applies.

**Application Form for IPsx Issuers:** initial application form, on **IPsx** website, to be submitted to the **Exchange** to commence the **Issuer** application process

**authorised person:** as defined in the **FCA Handbook**.

**Broker:** an **IPsx Trading Member** that enters orders, in the Auction period, or executes trades on its own behalf or on behalf of a client.

**Business Day:** a day (other than a Saturday, Sunday or Public Holiday in the UK) when the **Exchange** is open for business.

**cash settlement amount:** as defined in **Rule 4.7.28** in Section 7 of Part IV of the **IPsx Rules for Members**.

**cash settlement notice:** an instruction issued by the **Exchange** to a **defaulting member** which sets out the **cash settlement amount** that **IPsx Trading Member** must pay to the counterparty in accordance with the instructions issued by the **Exchange**.

**class tests:** the tests set out in Schedule Four of the **IPsx Rules for Issuers** (Class Tests), which are to be used to determine the percentage ratio when an **Issuer** enters into certain transactions outside of its ordinary course of business.

**Competent Authority:** an authority exercising functions referred to either in Part IV of **FSMA** or corresponding to those functions under the laws of an **EEA** state other than the UK.

**confidential information:** as defined in the Confidentiality sub-section of the Important Information section of the **IPsx Rules for Members**.

**Conflict of Interest:** in the context of the **IPsx Rules** means a situation where an **IPsx Member** acts for one or more separate clients who have competing interests, or where an **IPsx Member's** own interests conflict with those of one or more of its clients.

**CRD:** Capital Requirements Directive No 2013/36/EU.

**CRD credit institution:** a credit institution as defined in the **CRD**.

**Default Rules:** the **Default Rules** set out in Part IV - Section 8 of the **IPSEX Rules for Members**.

**defaulting member:** as defined in **Rule 4.7.6** in Section 7 of Part IV of the **IPSEX Rules for Members**.

**direct electronic access:** as defined in the **FCA Handbook**.

**Disclosure Guidance and Transparency Rules:** the **Disclosure Guidance and Transparency Rules** sourcebook forming part of the **FCA Handbook**.

**disclosure obligations:** as defined in the **FCA Handbook**.

**EEA:** European Economic Area.

**EEA Competent Authority:** an authority exercising functions corresponding to the functions referred to in Part IV of **FSMA** under the laws of an **EEA** state other than the UK.

**EMS** or **Exchange Market Size:** the minimum quantity of a **Financial Instrument** specified by the **Exchange** for which a **Market Maker** is obliged to provide a firm two-way price on a continuous basis on the **IPSEX Trading Platform**, in accordance with **Rule 4.4.1** in Part IV of the **IPSEX Rules for Members**.

**ESMA:** European Securities and Markets Authority.

**EU legislation:** the applicable laws, rules and regulations that are (i) interpreted and transposed by the United Kingdom government, or (ii) directly applicable throughout the European Union.

**Exchange** or **International Property Securities Exchange** or **IPSEX:** **IPSEX (UK) Limited**, a **Recognised Investment Exchange** dedicated to the trading of financial instruments in commercial real estate companies.

**FCA** or **Financial Conduct Authority:** the **Financial Conduct Authority** of the UK.

**FCA Handbook:** the handbook of Rules and guidance published by the **Financial Conduct Authority**, as in force from time to time.

**Financial Instrument** or **Financial Instruments:** the Financial Instruments of an **Applicant** or an **Issuer**, of a class admitted to trading on the **Exchange** or for which an **application** for **Admission** has been (or is proposed to be) made.

**FSMA:** the Financial Services and Markets Act 2000, as amended from time to time.

**Gross rental income:** the rent provided for under the relevant lease documentation net of value added tax and excluding any item(s) in respect of cost reimbursement.

**IPSEX Approved Valuer:** a **RICS Registered Company** approved by the **Exchange**. Part III of the **IPSEX Rules for Members** sets out the requirements and process that a firm must follow to gain this status.

**IPSEX Disciplinary and Appeals Procedures:** the disciplinary and appeals procedures issued by the **Exchange**, as amended from time to time.

**IPSEX Fee Schedule:** the schedule of **IPSEX** fees payable by **members** and **Issuers**, on application and ongoing, as amended from time to time, and set out on the **Exchange** website.

**IPsx Guide for Trading Members:** the manual issued by the **Exchange** providing further information on its trading services, as amended from time to time.

**IPsx Lead Adviser:** a firm which is authorised by the **Exchange** and whose name is included on the list of **IPsx Lead Advisers** maintained by the **Exchange**. An **Issuer** must appoint an **IPsx Lead Adviser** in relation to any application for **Admission of Financial Instruments** and in certain other circumstances.

**IPsx Lead Adviser Declaration:** a declaration to be made by the **IPsx Lead Adviser** in accordance with Schedule Three of these **Rules**, which supports an **Issuer's** application to have its **financial instruments** admitted to trading.

**IPsx Market Maker:** an **IPsx Trading Member** who is registered as a **Market Maker** for **IPsx Prime**.

**IPsx Member** or **Member:** a person admitted to membership of the **Exchange** as an **IPsx Lead Adviser** and/or an **IPsx Approved Valuer** and/or an **IPsx Trading Member**.

**IPsx Prime:** the **Exchange's** "Prime" market; a **MiFID Regulated Market** for the admission to trading of **Financial Instruments** of a **Single Asset Issuer** or a **Multiple Asset Issuer**.

**IPsx Principles for Members:** the principles for **IPsx Members** set out in Part I of the **IPsx Rules for Members**.

**IPsx Rules:** the **IPsx Rules for Members** or the **IPsx Rules for Issuers** as the context requires.

**IPsx Rules for Issuers:** the rules for **Issuers** issued by the **Exchange**, as amended from time to time.

**IPsx Rules for Members:** the **IPsx Rules for Lead Advisers**, **IPsx Approved Valuers** and **IPsx Trading Members** as issued by the **Exchange**, as amended from time to time.

**IPsx Trading Member:** an entity that has applied for and been granted **Trading Membership**.

**IPsx Trading Model:** defines how the **IPsx** trading model is structured and includes operating hours.

**IPsx Trading Platform:** the electronic facilities and underlying systems for trading on the **IPsx Market** operated by the **Exchange**.

**IPsx Trading Rules:** the rules set out in Part IV of the **IPsx Rules for Members**, as amended from time to time.

**IPsx web portal:** the system used by an **Issuer**, and its appointed **IPsx Lead Adviser**, to upload **Issuer** information as required by the **IPsx Rules**.

**Issuer:** a company established to own an underlying **Single Commercial Property Asset** or **Multiple Commercial Property Asset** which is, or is proposed to be, securitised and traded on the **Exchange**.

**Legal Entity Identifier** or **LEI:** an **LEI** is a unique identifier for persons that are legal entities or structures including companies, charities and trusts as defined in ISO 17442.

**mandatory quote period** or **MQP:** the period on each **Business Day** during which a **Market Maker** must provide two-way prices for each **Financial Instrument** in which it is registered.

**MAR:** Market Abuse Regulation (Regulation 596/2014).

**Market Maker:** an **IPsx Trading Member** who is registered with the **Exchange** to provide 2-way prices during the **MQP** in at least one Financial Instrument in accordance with **Rule 4.2.13** in Part IV of the **IPsx Rules for Members**.

**Market Notice:** any notice issued by the **Exchange** from time to time to **IPsx Members** generally or to any class of **IPsx Members**.

**Market Regulation:** the executive staff at the **Exchange** responsible for the **Exchange's** market surveillance, membership, listing and any other regulatory functions including monitoring the compliance of **Issuers** with their continuing obligations, and enforcing the **IPsx Rules**.

**Market Rent:** as defined in the **Red Book**.

**Market Value:** as defined in the **Red Book** and in respect of the underlying asset(s).

*Guidance: where references are made to market value in respect of the **financial instruments**, the term has not been bolded in the text and does not refer to the above definition.*

**maximum spread:** the maximum difference between the offer price and bid price of a **Market Maker** allowed by the **Exchange** and as in force from time to time as set out in the **IPsx Guide for Trading Members**.

**MiFID:** Markets in Financial Instruments Directive 2014/65/EU.

**MiFID Delegated Regulation:** Commission Regulation (EU)2017/580 (Regulatory Technical Standard for the maintenance of relevant data relating to orders in financial instruments (RTS 24)).

**MiFID investment firm:** an investment firm as defined in article 4.1(1) of **MiFID**.

**MiFIR:** Markets in Financial Instruments Regulation (EU) 600/2014.

**Multiple Asset Issuer:** an **Issuer** that is not a **Single Asset Issuer** and whose underlying assets meet the criteria set out in **Rule 1.2** of the **IPsx Rules for Issuers**.

**Multiple Commercial Property Asset:** underlying real estate assets which are not **Single Commercial Property Assets**, and which are owned by a **Multiple Asset Issuer**.

**negotiated trade:** in relation to a **Financial Instrument**, a trade involving an **IPsx Trading Member** which is negotiated privately but is an **on-Exchange trade**.

**normal market size** or **NMS:** in relation to a **Financial Instrument**, the normal market size of a transaction in that **Financial Instrument** based on its average daily turnover (ADT).

**on-Exchange trade:** as defined in **Rule 4.3.4** in Part IV of the **IPsx Rules for Members**.

**permitted activities:** in relation to a **Broker**, as defined in **Rule 4.2.4** in Part IV of the **IPsx Rules for Members**, and in relation to a **Market Maker**, as defined in **Rule 4.2.5** in Part IV of the **IPsx Rules for Members**.

**portfolio trade:** a transaction in five or more different Financial Instruments, where those **Financial Instruments** are grouped and traded as a single lot against a specific reference price.

**PRA:** the Prudential Regulation Authority of the UK.



**Prime Applicant:** an entity applying (or proposing to apply) to the **Exchange** to become an **IPsx Member** or an **Issuer** as the context applies on **IPsx Prime**.

**Prospectus:** a document approved by the **UK Listing Authority**, or by another relevant **EEA Competent Authority** pursuant to the provisions of **EU Legislation** and Part VI of **FSMA** (including, where the context requires, any supplementary **Prospectus** or summary document).

**Prospectus Rules:** **Prospectus Rules** forming part of the **FCA Handbook**.

**Recognised Investment Exchange or RIE:** as defined in the **FCA Handbook**.

**Red Book:** the current edition of **RICS Valuation – Professional Standards (UK Edition)**.

**Red Book Regulated Purpose Valuation:** as defined in the **Red Book**.

**Red Book Valuation:** a valuer's opinion of the value of a specified interest or interests in a property using the basis of value as defined in the **Red Book**, as at the date of valuation, given in writing in accordance with the minimum standards set out in the **Red Book**.

**Regulated Market:** a market for financial instruments as defined in article 4.1(21) of **MiFID**.

**Regulatory Information Service or RIS:** as defined in the **FCA Handbook**.

**related party:**

- (i) a person who is (or was within the 12 months before the date of the transaction or arrangement) a substantial shareholder, being a person who is entitled to exercise, or to control the exercise of, 10% or more of the votes able to be cast on all or substantially all matters at general meetings of the **Issuer** (or of any company which is its subsidiary undertaking or parent undertaking or of a fellow subsidiary undertaking of its parent undertaking);
- (ii) a person who is (or was within the 12 months before the date of the transaction or arrangement) a director or shadow director of the **Issuer** or of any other company which is (and, if he has ceased to be such, was while he was a director or shadow director of such other company) its subsidiary undertaking or parent undertaking or a fellow subsidiary undertaking of its parent undertaking;
- (iii) a person exercising significant influence over the **Issuer**;
- (iv) an associate of a **related party** referred to in (i), (ii) or (iii) above; an **IPsx Approved Valuer** appointed by the **Issuer** at the relevant time or who has been appointed by the **Issuer** at any time in the preceding two years; or any property manager appointed by an **Issuer** at the relevant time.

*Guidance: The **Exchange** acknowledges that some complex corporate group arrangements may produce anomalous results when the tests in this definition are applied. If an **Issuer** considers this to be the case, it may make an application to the **Exchange**, via its **IPsx Lead Adviser**, for the **related party Rule** to be disapplied in the specific circumstances described in its application. The **Exchange** may grant or refuse such application at its discretion.*

**related party transaction:** as defined in **Rule 3.29** of the **IPsx Rules for Issuers**.

**Requesting member:** as defined in **Rule 4.7.6.1** in Section 7 of Part IV of the **IPsx Rules for Members**.

**restricted period:** as defined in **Rule 4.4.16** in Part IV of the **IPsx Rules for Members**.

**reverse takeover:** as defined in **Rule 3.31** of the **IPsx Rules for Issuers**.

**RICS:** Royal Institution of Chartered Surveyors.

**RICS Registered Company:** a property company which is regulated by the **RICS**.

**RICS Registered Valuer:** a **RICS** regulated and qualified registered valuer, who is certified to produce **Red Book Valuations**.

**RICS Valuation – Professional Standards (UK Edition):** the Professional Standards for UK Valuation comprising UK valuation standards, UK appendices and UK guidance notes as amended from time to time.

**RICS Valuer Registration Scheme (VRS):** a **RICS** regulatory membership scheme for all valuers carrying out **Red Book Valuations**.

**Secured Lending Valuation:** as defined in the **Red Book**.

**settlement direction:** as defined in **Rule 4.7.17** in Section 7 of Part IV of the **IPsx Rules for Members**.

**settlement direction notice:** as defined in **Rule 4.7.15** in Section 7 of Part IV of the **IPsx Rules for Members**.

**settlement direction request:** as defined in **Rule 4.7.6.1** in Section 7 of Part IV of the **IPsx Rules for Members**.

**significant transaction:** as defined in **Rule 3.24** of the **IPsx Rules for Issuers**.

**Single Asset Issuer:** an **Issuer** that owns an underlying **Single Commercial Property Asset** in its **Totality**.

**Single Commercial Property Asset:** underlying real estate asset having a commercial purpose and which:

- (i) occupies a single geographic location or postal address; or
- (ii) comprises a single building or a group of co-located buildings.

*Guidance: **IPsx** expects that an underlying **Single Commercial Property Asset** should be of institutional grade (i.e. each property will generally have a **Market Value** in excess of £50m). Should an **Applicant** have any doubts as to this criterion, it should contact **Market Regulation**.*

**Special Assumption:** as described in the **Red Book**.

**standard settlement:** the standard settlement timetable of the settlement system on which a trade is settled.

**tick size:** tick size rules are governed by **ESMA**. The same minimum rules will apply on all EU markets. The rules rely on metrics rather than a discretionary decision by **IPSEX**. Details regarding the tick size regime and its impact upon **IPSEX** are set out in the **IPSEX Guide for Trading Members**.

**Totality:**

- (i) the entirety of a registered title relating to the underlying asset; and
- (ii) in the case of a **Single Commercial Property Asset**, the physical whole of the relevant property.

**trade report:** a report in respect of an **on-Exchange** trade containing the information specified in Section 5 of Part IV of the **IPSEX Rules for Members**.

**trade reporting period:** the period each day when the **IPSEX Trading Platform** will accept **trade reports** (normally between 08:30 and 16:30 each **Business Day**. Any changes to these hours will be communicated by way of a **Market Notice**).

**trading account:** the electronic account which an **IPSEX Trading Member** must open in order to access the **IPSEX Trading Platform**, each of which has a unique user ID.

**Trading Membership: IPSEX Membership** allowing a person to participate as an **IPSEX Trading Member** and enter into trades on the **IPSEX Market**, including a **Market Maker** or a **Broker**.

**UK Listing Authority** or **UKLA:** as described in the Market section of the **FCA** website and the Listing, Prospectus and Disclosure section of the **FCA Handbook**.

**Valuation Services:** a **Red Book Valuation** report produced by an **IPSEX Approved Valuer**.

### Interpretation

In interpreting this document, references to Schedules and **Rules** are to (respectively) Schedules to and **Rules** of this document unless otherwise specified. References within a Schedule to paragraphs are to paragraphs of that Schedule (unless otherwise specified).

## Introduction

These **IPsx Rules** are part of a body of rules and procedures which set out the procedures and rules and obligations for **Applicants** seeking **Admission** to **IPsx**, and the responsibilities and continuing obligations of **Issuers**.

Terms in bold have the meanings set out in the Glossary at the front of this document.

## Background

- The **International Property Securities Exchange** is a Recognised Investment Exchange under UK law. The **Exchange** has a responsibility to ensure that Financial Instruments are admitted to trading on **IPsx** in accordance with the **Financial Conduct Authority's** sourcebook for Recognised Investment Exchanges, and that trading in those Financial Instruments on **IPsx** is conducted in accordance therewith.
- The **Exchange** operates a **Regulated Market** which comprises **IPsx Prime**. This means that **Admission** requires:
  - the publication of a **Prospectus**, unless the Applicant is exempt from such requirement under an applicable provision of **EU legislation** or **FSMA**; and
  - satisfaction of the relevant requirements of the **IPsx Rules for Issuers**.
- **IPsx** must ensure that business conducted by means of its facilities is conducted in an orderly manner, so as to afford proper protection to investors. In addition, **IPsx** must ensure that it has transparent and non-discretionary rules and procedures to provide for fair and orderly trading and to establish objective criteria for the efficient execution of orders.
- The **IPsx Rules for Issuers** have the objective of:
  - setting the **Admission Standards** for potential **Issuers** seeking **Admission** to **IPsx**;
  - affording proper investor protection and promoting investor confidence in **IPsx**; and
  - protecting and maintaining **IPsx's** high standards of market integrity.
- The rules for trading in Financial Instruments are set out in the **IPsx Rules for Members**.
- The rules for **IPsx Lead Advisers** are set out in Part I and Part II of the **IPsx Rules for Members**.
- The rules for **IPsx Approved Valuers** are set out in Part I and Part III of the **IPsx Rules for Members**.
- The procedures in relation to disciplinary and appeals matters are set out in the **IPsx Disciplinary and Appeals Procedures** as amended from time to time.
- This document contains both rules and guidance. Guidance is clearly marked as such and appears in *italic text*.

**IPsx Market Regulation** welcomes early engagement with parties considering seeking **Admission** to **IPsx**, particularly where there is any doubt as to satisfaction of the relevant **Admission Standards** and/or any other

requirements set out in these **Rules**. **Market Regulation** aims to respond to queries within five **Business Days**, although a potential **Applicant** may be required to provide further information before a final response can be issued.

## Amendments to the IPSX Rules

The **Exchange** may amend the **IPSX Rules** from time to time by **Market Notice** and in accordance with responsibilities placed on it as an **RIE**, with effect from the time stated in the **Market Notice** or, if no such time is stated, with immediate effect, and subject to any conditions as may be stated in the **Market Notice**. Amendments may include changes that increase and/or extend the scope or effect of any **Rule**, guidance or other provision of the **IPSX Rules**. The **Exchange** will amend the **IPSX Rules** in accordance with the **IPSX Rule-Making Procedures**, which generally require consultation before making any proposed changes.

**IPSX** has also set up an Advisory Group to discuss both its primary and secondary market activities. The Advisory Group meets on an ad hoc basis and it is based on Chatham House Rules. The **IPSX** Advisory Group will comprise of senior representatives of **Issuers**, **IPSX Lead Advisers**, **IPSX Approved Valuers** and **IPSX Trading Members**. It may also comprise experienced market practitioners who are not direct members or users of **IPSX**. **IPSX Members** are also able to directly communicate with **IPSX** and provide feedback.

**IPSX** may also seek to launch new products and services that require a new and/or amended regulatory framework.

## Important information

### Limitation of liability

The **Exchange** shall not be liable to you or any other party in damages for any act or failure to act in the performance of its regulatory functions unless it is demonstrated that the act or failure to act was in bad faith.

### Confidentiality

Subject to the following provisions, information and documents relating to an **IPSX Member** provided to the **Exchange** by that **IPSX Member** or otherwise obtained in accordance with the **IPSX Rules** will be treated as confidential ("**confidential information**"). Information will not be **confidential information** if it is already in the public domain, unless that is the case due to a breach by the **Exchange** of these confidentiality provisions.

**Confidential information** will be used by the **Exchange** in the performance of its regulatory functions.

The **Exchange** may disclose **confidential information** to any party:

- where required for the performance of **IPsx**'s regulatory functions and in accordance with the **IPsx Rules** (including in relation to any matter arising out of, or in connection with, the default of an **IPsx Member**);
- with the written consent of the **IPsx Member** to whom the **confidential information** relates;
- to the **FCA** or any other **Competent Authority** in the UK or elsewhere;
- if and to the extent required by applicable law or regulation;
  - as required in connection with the pursuit or defence of any proceedings, including court proceedings; or
  - to co-operate with an alternative reporting or execution venue (including another **RIE**) when an **IPsx Member** has affected a trade on that alternative venue or to a clearing house which clears and/or settles **on-Exchange** trades, to the extent required.

## I. Admission criteria

### Single Asset Issuers and Multiple Asset Issuers

- I.1 The **Exchange** will only consider **Admission** of a company that meets the definition of a **Single Asset Issuer** or, by exception, a **Multiple Asset Issuer** or a **Single Asset Issuer** owning only part of an underlying asset.

*Guidance:*

***IPsx** is not a market for property development companies. An **Issuer** may be admitted to **IPsx** if property development forms an ancillary part of its business, as determined by the **Exchange** at its discretion.*

***Market Regulation** welcomes early engagement with parties considering seeking **Admission** to **IPsx**, particularly where there is any doubt as to satisfaction of the relevant **Admission Standards** and/or any other requirements set out in the **IPsx Rules for Issuers**.*

- I.2 A **Multiple Asset Issuer** is an **Issuer** that does not meet the definition of **Single Asset Issuer** and whose underlying real estate assets show a significant degree of commonality in order to be eligible for admission, in addition to:
- a) being owned in their **Totality**;
  - b) comprising commercial real estate assets only; and
  - c) having an aggregate **Market Value** in excess of £50 million.

Guidance:

The **Exchange** is primarily designed for **Single Asset Issuers**. Commonality of assets may be demonstrated by factors such as:

- i. type/sector
- ii. tenant;
- iii. geographic location;
- iv. common financial performance; or
- v. master lease

### Incorporation

- I.3 An **Applicant** must conform with the laws and regulations of its place of incorporation, be duly incorporated, and operate in conformity with its constitution.
- I.4 An **Applicant must** be satisfied that its **Admission** and any proposed issue of **Financial Instruments** will comply with applicable law and regulation.

### Class of Financial Instruments

- I.5 An application for **Admission** of any class of **Financial Instruments** must:
  - I.5.1 relate to all **Financial Instruments** of that class, issued or proposed to be issued; or
  - I.5.2 if **Financial Instruments** of that class are already admitted to trading on the **Exchange**, relate to all further **Financial Instruments** of that class, issued or proposed to be issued.

### Pre-emption rights

- I.6 The **Financial Instruments** to which an application for **Admission** relates must benefit from pre-emption rights on an issue of new shares for cash. An **Applicant** must be satisfied that conferring pre-emption rights on shareholders is not incompatible with the laws and regulations of its place of incorporation.

### Transferable Financial Instruments

- I.7 The **Financial Instruments** to which an application for **Admission** relates must be transferable **Financial Instruments** and freely negotiable in accordance with **MiFIR**.

Guidance:

The **Exchange** will only consider an application for **Admission** in relation to **Financial Instruments** that are fully paid.

*Transferable **Financial Instruments** are freely negotiable if they can be traded between **IPSEX Members** and subsequently transferred without restriction and provided all **Financial Instruments** within the same class as the **Financial Instrument** in question are fungible.*

*Transferable **Financial Instruments** which are subject to a restriction on transfer will not be considered as freely negotiable unless the **Exchange** determines that the restriction is not likely to have an adverse impact on **IPSEX Prime**.*

### Publication of an approved Prospectus or Admission Documents

- 1.8 Prior to **Admission** to **IPSEX Prime**, an **Applicant** must have published a **Prospectus** or the **IPSEX Lead Adviser** must have provided the **Exchange** with written confirmation that the **Applicant** is exempt from the requirement to do so under an applicable provision of **EU Legislation** or **FSMA**. The **Prospectus** must include the information required by **EU Legislation**, the **Prospectus Rules** and the **UKLA**. In addition to providing **IPSEX** with the **Prospectus**, and as part of an applicant's formal application to **IPSEX** for admission to trading, the applicant must provide to **IPSEX** the information set out in Schedule One (Core Issuer Information Requirements).

### Appointment and retention of an IPSEX Approved Valuer

- 1.9 An **Applicant** must appoint and retain an **IPSEX Approved Valuer**. A list of **IPSEX Approved Valuers** can be found on the **Exchange** website.

### Reservation of the Exchange's discretion

- 1.10 The **Exchange** has discretion to impose additional conditions to **Admission**.
- 1.11 The **Exchange** reserves the right to refuse an application for **Admission** even if an **Applicant** appears to satisfy all of the criteria set out in the **IPSEX Rules for Issuers**.

#### *Guidance:*

There is no exhaustive list of grounds for refusal of an application for **Admission**. However, the **Exchange** will generally refuse an application if it considers the granting of the application could have an adverse effect on the reputation of the **Exchange** or the integrity of its markets, or where it suspects bad faith, fraud or wilful or material non-disclosure.

### Application Fee

- 1.12 An **Applicant** must have paid the appropriate application fees as set out in the **IPSEX Fee Schedule**.



## Admission to the Exchange

- I.13 **Admission** will become effective when the **Exchange's** decision to admit the **Financial Instruments** to trading has been announced by the **Exchange** via a **Regulatory Information Service**.

## Settlement

- I.14 The **Exchange** requires that Financial Instruments admitted to **IPsx** be eligible for electronic settlement in the central security depository operated by Euroclear UK & Ireland Limited.

*Guidance:*

The **Exchange** may consider other central security depositories on a case by case basis. In agreeing to admit **Financial Instruments** to trading on **IPsx**, **Issuers** acknowledge the legal register will be made available for public inspection.

## Appointment of an IPSX Lead Adviser

- I.15 An Applicant seeking **Admission** to **IPsx** must appoint an **IPsx Lead Adviser**. The **IPsx Lead Adviser** is responsible for assessing whether or not an Applicant satisfies all of the **Admission Standards** for **Admission** to **IPsx**. A list of **IPsx Lead Advisers** can be found on the **Exchange** website.
- I.16 In the event of a proposed further issue of **Financial Instruments** of a class already admitted to **IPsx**, an **Issuer** is required to appoint an **IPsx Lead Adviser** to provide guidance as to the application of the **IPsx Rules for Issuers** in connection with the proposed issue.

*Guidance:*

The responsibilities of an **IPsx Lead Adviser** are set out in Part I and Part II of the **IPsx Rules for Members**.

## Appointment of an IPSX Market Maker

- I.17 A **Prime Applicant** seeking **Admission** to **IPsx** must have in place an agreement with at least one **IPsx Market Maker** to register in the **Applicant's Financial Instrument** upon admission to trading. This must be confirmed to the **Exchange** at least 48 hours prior to the expected **Admission** date.

*Guidance:*

As set out in **Rule 4.2.15** of the **IPsx Trading Rules**, de-registration and re-registration requirements as an **IPsx Market Maker** in a **Financial Instrument** would also apply.

## Minimum free float

- 1.18 A **Prime Applicant** seeking **Admission** to **IPsx** must have distributed to the public in one or more **EEA** states at least 25% of the shares for which application for **Admission** to **IPsx** has been made, unless another amount is agreed with **Market Regulation**.

Guidance:

As part of its application for **Admission**, a **Prime Applicant** must confirm to the **Exchange** the number of **Financial Instruments** that will be held in public hands in one or more **EEA** states on **Admission**.

Shares are not held in public hands if they are held directly or indirectly by:

- a director of the **Prime Applicant** or of any of its subsidiary undertakings or person connected with such a director;
- any person who under any agreement has a right to nominate a person to the board of directors of the **Prime Applicant**;
- any person or persons in the same group or persons acting in concert (as defined in the City Code on Takeovers and Mergers) who have an interest in 5% or more of the **Financial Instruments** of the relevant class; or
- subject to a lock-up period of more than 180 days.

**Market Regulation** may consider a smaller percentage of shares held in public hands upon request. In doing so, **Market Regulation** will consider the overall number of **Financial Instruments** of the **Issuer** of the same class that are or will on **Admission** be in issue, the number and type of investors and the expected **Market Value** of such **Financial Instruments** that will be held by the public in one or more **EEA** states on **Admission**.

## Corporate governance

- 1.19 An **Applicant** seeking **Admission** to **IPsx** must specify the corporate governance arrangements which the **Applicant** has decided to apply.
- 1.20 The **Exchange** takes a “comply or explain” approach – **Issuers** are required to either comply with their chosen corporate governance arrangements or explain its non-compliance in its annual report and accounts.

Guidance:

The **Exchange** encourages **Applicants** to apply the highest corporate governance standards or code commensurate with their expected size and complexity. Smaller **Issuers** may choose to comply with the corporate governance principles detailed in Schedule Five (*IPsx Corporate Governance Principles*) while larger, more complex **Issuers** should consider applying *The UK Corporate Governance Code* or the *Corporate Governance Guidelines for Small and Mid-Size Quoted Companies* published by the *Quoted Companies Alliance*.

## Leverage

- 1.21 An **Applicant** seeking **Admission** to **IPsx**, and which intends to deploy leverage, must have a low loan to value ratio at the expected date of **Admission**.

*Guidance:*

*As at the date of this document, the maximum loan to value ratio, as set by the **Exchange**, is 40%. Any review of, or change to, the ratio will be communicated by a **Market Notice**.*

## Lock-ins

- 1.22 An **Applicant** seeking **Admission** to **IPsx** must ensure that all **related parties** and **Applicable Employees** as at the date of **Admission** agree to a restricted period during which they will not dispose of any interest in its **Financial Instruments** for one year from the date of **Admission**.

## 2. Admission to Trading Process

### New Applicants

- 2.1 All **Applicants** must first complete and submit an **Application Form for IPsx Issuers**.
- 2.2 Once an **Applicant** has been advised their application can progress to submission of application information to the **IPsx web portal**, they must submit their draft **Admission Documents** (including the draft **Red Book Valuation** and any other supporting documents associated with the **Prospectus**). This submission must be made to the **Exchange** via their **IPsx Lead Adviser**, using the **IPsx web portal** or other method expressly requested by **Market Regulation** and pay the applicable fee (as set out in the **IPsx Fee Schedule**). The timing of this submission must be either:
- 2.2.1 at the same time that the first draft of the **Prospectus** is submitted to a **Competent Authority** for approval; or
- 2.2.2 if no **Prospectus** is required in connection with **Admission**, at least ten **Business Days** before the expected date of **Admission**.

*Guidance:*

**IPsx Prime:** *Where a **Prospectus** forms part of the **Admission Documents**, the draft **Prospectus** must be the same as the first draft **Prospectus** submitted to the **UKLA**.*

If no **Prospectus** is prepared in connection with **Admission**:

- the **IPsx Lead Adviser** must provide written confirmation to this effect; and
- the **IPsx Lead Adviser** must provide the **Admission Documents**
- the draft **Red Book Valuation** should be submitted as a standalone document via the **Exchange** web portal. The draft **Red Book Valuation** should be substantially complete when it is submitted to the **Exchange**. The **Red Book Valuation** must be prepared in accordance with the **Red Book** and Schedule Two (Red Book Valuation Requirements).

The **Exchange** will review an **Applicant's** application in order to form a view on the eligibility of the **Applicant** and its compliance with the relevant **Admission Standards**. The **Exchange** does not expect to comment on the draft **Admission Documents**, except insofar as a particular disclosure is relevant to eligibility and/or compliance with the relevant **Admission Standards**.

2.3 The **Exchange** turnaround time for the first submission of an application for **Admission** is ten **Business Days**, and five **Business Days** for any subsequent submission(s).

Guidance:

The **Exchange's** turnaround timetable mirrors that of the **UK Listing Authority** and may be subject to amendment from time to time. For an **Applicant** whose **Competent Authority** is an **EEA Competent Authority**, the **IPsx Lead Adviser** is advised to contact **Market Regulation** to discuss the turnaround timetable. Where no **Prospectus** is required, the turnaround time will be five **Business Days**.

2.4 At least 48 hours before the expected date of **Admission**, the final form **Admission Documents**, including the final **Red Book Valuation**, must be submitted to the **Exchange** by email to [regulation@ipsx.com](mailto:regulation@ipsx.com).

Guidance:

Where this **Rule** could cause timetable difficulties, the **Exchange** may be prepared to accept a virtually complete **Prospectus** subject to final changes being approved by the **UKLA**.

### Additional requirements

- 2.5 At least ten **Business Days** before the expected date of **Admission**, and in addition to satisfying the requirements of **Rules 2.1** and **2.2**, the **IPsx Lead Adviser** must provide the information specified in Part A and Part B of Schedule One (Core Issuer Information Requirements) for and on behalf of the **Applicant**, as well as any other documentation or information requested by the **Exchange**.
- 2.6 At least 48 hours before the expected date and time of **Admission**, and in addition to satisfying the requirements of **Rule 2.4**, the **IPsx Lead Adviser** must submit its **IPsx Lead Adviser Declaration** (as set out in Schedule Three) to the **Exchange** by email to [regulation@ipsx.com](mailto:regulation@ipsx.com).
- 2.7 At least 48 hours before the expected date and time of **Admission**, an **Issuer** must satisfy the requirement of **Rule 1.17** of the **IPsx Rules for Issuers**.

## Further Issue of Financial Instruments

- 2.8 Where **Admission** is being sought for a further issue of **Financial Instruments** of a class already admitted to **IPsx**, at least ten **Business Days** prior to the expected date of **Admission**, the information set out in Part B of Schedule One (Core Issuer Information Requirements) must be submitted to the **Exchange** by email to [regulation@ipsx.com](mailto:regulation@ipsx.com) and the vetting fee paid (as set out in the **IPsx Fee Schedule**).
- 2.9 If the **Issuer** is required by **FSMA** to issue a new **Prospectus** in connection with the further issue or **Admission**, the **Prospectus** must be submitted, via their **IPsx Lead Adviser**, to the **Exchange** by email to [regulation@ipsx.com](mailto:regulation@ipsx.com), together with the information requirements set out in **Rule 2.8**.
- 2.10 The **Exchange** turnaround time for the first submission of the information set out in **Rule 2.8** and **Rule 2.9** (as applicable) is five **Business Days**, and three **Business Days** for any subsequent submission(s).
- 2.11 At least 48 hours before the expected date and time of **Admission**, and in addition to satisfying the requirements of **Rule 2.4**, the **IPsx Lead Adviser** must submit its **IPsx Lead Adviser Declaration** (as set out in Schedule Three) to the **Exchange** by email to [regulation@ipsx.com](mailto:regulation@ipsx.com).
- 2.12 At least 48 hours before the expected date and time of **Admission**, an **Issuer** must satisfy the requirement of **Rule 1.17** of the **IPsx Rules for Issuers**.

### 3. Continuing Obligations

3.1 **Issuers** must comply on an ongoing basis with the:

3.1.1 Relevant requirements of the **Disclosure Guidance and Transparency Rules**;

3.1.2 **disclosure obligations**; and

3.1.3 **IPsx Rules for Issuers** (as applicable) on an ongoing basis,

and must have in place systems and controls (including policies and procedures as required by law, rules and regulations) to enable them to do so.

3.2 Any information provided directly to the **Exchange** must be complete and accurate at the time of submission.

3.3 **Issuers** shall provide an annual written confirmation to the **Exchange** that they have complied with their obligations under the **Disclosure Guidance and Transparency Rules** and the **disclosure obligations** in relation to the dissemination of information.

#### IPsx fees

3.4 **Issuers** shall pay to the **Exchange** all applicable fees as set out in the **IPsx Fee Schedule**.

#### Suspension by the Exchange

3.5 The **Exchange** may suspend trading in an **Issuer's Financial Instruments** where it considers that:

3.5.1 an **Issuer** has failed to comply with the **IPsx Rules for Issuers**, unless a suspension of trading is, in the **Exchange's** sole opinion, likely to cause significant damage to the interests of investors or the orderly functioning of **IPsx**; or

3.5.2 it is unable to satisfy the requirements placed on a **Recognised Investment Exchange** to maintain an orderly market in respect of an **Issuer's Financial Instruments**.

3.6 A suspension will become effective when the **Exchange** issues a **Market Notice** to that effect.

#### Cancellation by the Exchange

3.7 **Issuers** must comply with the provisions of **Rule 1.1** of the **IPsx Rules for Issuers**. If, for any reason, an **Issuer** no longer satisfies the definition of a **Single Asset Issuer** or **Multiple Asset Issuer** (as applicable), the **Exchange** will cancel the **Admission** of such **Issuer's Financial Instruments**.

Guidance:

Cancellation of the **Admission** of an **Issuer's Financial Instruments** due to an **Issuer's** failure to satisfy the definition of a **Single Asset Issuer** will not prevent an **Issuer** from seeking admission to trading on other **Recognised Investment Exchanges**. The **Issuer** should take reasonable steps to offer investors continuity in the ability to trade its **Financial Instruments**.

- 3.8 In order for an **Issuer** to cancel **Admission** of its **Financial Instruments**, the **Issuer** must notify the **Exchange** at least ten **Business Days** prior to the intended date of cancellation.
- 3.9 Cancellation of the **Admission** of an **Issuer's Financial Instruments** shall be conditional upon:
- 3.9.1 the **Issuer** sending an explanatory circular to shareholders; and
- 3.9.2 obtaining consent to the cancellation from 90% of votes cast (in person or by proxy) from those shareholders entitled to vote.

### Compliance and appeals

- 3.10 If an **Issuer** has contravened the **IPsx Rules for Issuers**, one or more of the following actions may occur:
- 3.10.1 censure of the **Issuer** and, in addition, likely publication of the censure;
- 3.10.2 a fine;
- 3.10.3 cancellation of the right of the **Issuer** to be traded on the **Exchange**; and/or
- 3.10.4 a report of any significant breaches being sent to the **FCA** in accordance with the **Exchange's** regulatory obligations.
- 3.11 The **Exchange** will follow the relevant procedures set out in the **IPsx Disciplinary and Appeals Procedures**. **Issuers** must co-operate fully with the **Exchange** in relation to any investigation into a breach or alleged breach of the **IPsx Rules for Issuers**.

### Retention of an IPSX Approved Valuer

- 3.12 An **Issuer** must retain an **IPsx Approved Valuer** at all times.
- 3.13 An **Issuer** is required to change its **IPsx Approved Valuer** after a period not longer than every five years.
- 3.14 If, for any reason, the **IPsx Approved Valuer** resigns or otherwise stops acting for the **Issuer**, the **Issuer** must notify the **Exchange** as soon as possible and the notification must include:
- 3.14.1 the reason why the **IPsx Approved Valuer** has ceased to act; and
- 3.14.2 the name of the **Issuer's** new **IPsx Approved Valuer**, if known.

Guidance:

The **Issuer** must seek to appoint a replacement **IPsx Approved Valuer** as soon as possible. If no replacement has been appointed by the time the next annual or half-yearly **Red Book Valuation** is due or in any other circumstance where a **Red Book Valuation** is required, the **Exchange** will suspend trading in the **Issuer's Financial Instruments**. If no replacement of an **IPsx Approved Valuer** is appointed within twenty **Business Days** of such suspension, the **Exchange** will cancel the **Admission** of the **Issuer's Financial Instruments**. Following such a cancellation the **Issuer** would have to re-apply for **Admission** before **on-Exchange trading** could recommence.

### Retention of an IPSX Market Maker

- 3.15 An **Issuer** on **IPsx Prime** must seek to retain at least one **IPsx Market Maker** in its **Financial Instrument** at all times.
- 3.16 If, for any reason the **IPsx Market Maker** de-registers from the **Issuer's Financial Instrument** and where that **IPsx Market Maker** was the only **IPsx Market Maker** in that **Financial Instrument**, the **Issuer** will use reasonable endeavours to try and identify and enter into an agreement with another **IPsx Market Maker** to register in the **Issuer's Financial Instrument**. The **Issuer** will have:
- 3.16.1 60 calendar days to identify and enter into an agreement with an **IPsx Market Maker** to register in the **Issuer's Financial Instrument** while the **Financial Instrument** will still be available for trading. After the initial 60 calendar days;
- 3.16.2 if the **Issuer** is unable to identify and enter into an agreement with an **IPsx Market Maker** to register in the **Issuer's Financial Instrument** then **Market Regulation** will remove the **Financial Instrument** from trading as set out in **Rule 4.6.3** of the **IPsx Rules for Members**.

Guidance:

In order to protect the interests of investors or preserve the orderly functioning of the **IPsx Market**, the **Exchange** may exercise its powers under **Rule 3.5.2** to suspend a financial instrument, if it is concerned there is insufficient liquidity arising from the absence of a Market Maker.



### Periodic valuation reporting - Annual valuation report

- 3.17 An **Issuer** must obtain, at least annually, a **Red Book Valuation** and make public the executive summary of such report. The **Red Book Valuation** must be prepared:
- 3.17.1 by an **IPsx Approved Valuer**;
  - 3.17.2 in accordance with the **Red Book**; and
  - 3.17.3 in accordance with Schedule Two (**Red Book Valuation** Requirements).
- 3.18 The executive summary must be made public within four months after the end of the **Issuer's** financial year and in any event no later than the publication of an **Issuer's** annual financial report.
- 3.19 An **Issuer** must ensure that the executive summary of its annual **Red Book Valuation** remains publicly available on a website for at least five years.

### Periodic valuation reporting - Half-yearly valuation report

- 3.20 An **Issuer** must obtain a half-yearly **Red Book Valuation** in respect of the first six months of each financial year and make public the executive summary of such report.
- 3.21 The half-yearly **Red Book Valuation** must be prepared:
- 3.21.1 by an **IPsx Approved Valuer**;
  - 3.21.2 in accordance with the **Red Book**; and
  - 3.21.3 in accordance with Schedule Two (**Red Book Valuation** Requirements).
- 3.22 The half-yearly **Red Book Valuation** must be made public as soon as possible, but no later than 60 calendar days **after** the end of the period to which the report relates and, in any event, no later than the publication of an **Issuer's** half-yearly financial report.
- 3.23 An **Issuer** must ensure that the executive summary of its half-yearly **Red Book Valuation** remains publicly available on a website for at least five years.

### Disclosure of information to a Regulatory Information Service

- 3.24 In addition to notifications required by the **disclosure obligations** and the **Disclosure Guidance and Transparency Rules**, an **Issuer** must notify to a **Regulatory Information Service**:
- 3.24.1 the resignation, dismissal or appointment of any director of the **Issuer**;
  - 3.24.2 any change in its accounting date, registered office address or legal name;
  - 3.24.3 any change to the **IPsx Approved Valuer**;
  - 3.24.4 any proposed or actual change in an **Issuer's** capital structure or issued share capital; and
  - 3.24.5 details of all resolutions passed at general meetings of the **Issuer**.

### Appointment of an IPSX Lead Adviser

- 3.25 An **Issuer** must appoint an **IPsx Lead Adviser** in the event that the **Issuer** may:
- 3.25.1 enter into a transaction which due to its size or nature could amount to a **significant transaction, related party transaction or reverse takeover**;
  - 3.25.2 have its **Admission to IPSX** cancelled;
  - 3.25.3 issue further **Financial Instruments** of the same class as the **Financial Instruments** already admitted to **IPsx**; and/or
  - 3.25.4 be in severe financial difficulty, including in relation to any capital requirement necessary for the maintenance of a material part of its underlying assets.

### Significant transaction

- 3.26 A **significant transaction** is any transaction outside the ordinary course of an **Issuer's** business where any percentage ratio is 10% or more in any of the **class tests**.
- 3.27 When calculating the percentage ratio for the purposes of **Rules 3.26, 3.29 and 3.31**, the **Issuer** should apply the **class tests**.
- 3.28 An **Issuer** must notify a **Regulatory Information Service** of the information set out below as soon as possible after the terms of any **significant transaction** are agreed:
- (a) a description of the transaction, including the name of the other party;
  - (b) a description of the assets the subject of the transaction;
  - (c) the value of the assets the subject of the transaction as determined and reported on by an **IPsx Approved Valuer** and the extent to which such assets are leveraged;
  - (d) the **gross rental income** attributable to the assets the subject of the transaction;
  - (e) the amount, nature and value of the consideration;
  - (f) the reasons for the transaction and the expected effect of the transaction on the **Issuer**;  
and
  - (g) for a disposal, the application of the sale proceeds.

### Related party transaction

- 3.29 A **related party transaction** is a transaction between an **Issuer** and a **related party** where any percentage ratio is 5% or more in any of the **class tests**.
- 3.30 Where an **Issuer** wishes to enter into a **related party transaction**, it must:
- 3.30.1 send an explanatory circular to shareholders;
  - 3.30.2 obtain consent to the transaction by procuring the consent of the holders of not less than 90% of votes cast (in person or by proxy) from those shareholders entitled to vote;
  - 3.30.3 ensure that any agreement that effects such transaction is conditional on such shareholder approval being obtained.

Any voting rights held by the **related party** in question must be disregarded for the purposes of the general meeting at which shareholder approval is sought.

### Reverse takeover

- 3.31 A **reverse takeover** is a transaction effected by way of a direct acquisition by an **Issuer** of a business, a company or assets:
- 3.31.1 where any percentage ratio is 100% or more in any of the **class tests**; or
  - 3.31.2 which in substance results in a fundamental change in the business or in a change in board or voting control of the **Issuer**.
- 3.32 Where an **Issuer** wishes to enter into a **reverse takeover**, it must:
- 3.32.1 send an explanatory circular to its shareholders; and
  - 3.32.2 obtain their prior approval in a general meeting for the transaction which constitutes the **reverse takeover**; and
  - 3.32.3 ensure that any agreement that effects such transaction is conditional on that shareholder approval being obtained; and
  - 3.32.4 notify to a Regulatory Information Service, as soon as possible after the terms of a notifiable transaction are agreed.
- 3.33 The **Exchange will** generally suspend the **Issuer's Financial Instruments** when a **reverse takeover** is announced or where details of the **reverse takeover** have leaked.
- 3.34 Upon shareholder approval of the **reverse takeover**, **IPsx** will remove the **Financial Instrument** of the **Issuer**. A new **Issuer** application for **Admission** would be required for the newly formed company as defined in the **IPsx Rules for Issuers**.

### Corporate governance

- 3.35 The board of an **Issuer** must specify the corporate governance arrangements which the **Issuer** has decided to apply.

### HM Land Registry

- 3.36 An **Issuer's** applications and submissions to the UK Land Registry must be filed in accordance with HM Land Registry guidelines and up to date at all times.

## Schedule One – Core Issuer Information Requirements

### Part A - Information requirements for Issue of Securities

All **Applicants** are required to provide the **Exchange** with the following information:

	Information to be supplied	Frequency
<b>Issuer Details</b>	<b>Issuer</b> institution name	On <b>Admission</b>
	<b>Issuer</b> institution country of incorporation	On <b>Admission</b>
	<b>Issuer</b> institution registered address and, if different, its trading address	On <b>Admission</b>
	Brief description of the business, including a description of the underlying <b>Single Commercial Property Asset</b> or the <b>Multiple Commercial Property Asset</b>	On <b>Admission</b>
	Sector	On <b>Admission</b>
	Full names and functions of its <b>Issuer</b> directors	On <b>Admission</b> , and when Directors change
	Full names of significant shareholders as anticipated at the date of <b>Admission</b>	On <b>Admission</b> , and when significant shareholders change
	Financial reporting dates (fiscal year end)	On <b>Admission</b>
	Financial reports	On <b>Admission</b> , and when subsequently published
	Name of the <b>IPsx Lead Adviser</b> and the <b>IPsx Approved Valuer</b>	On <b>Admission</b> , and if there is a change
	Name of the <b>IPsx Market Maker</b>	On <b>Admission</b> , and if there is a change
	An explanation of the corporate governance standards the <b>Issuer</b> has decided to apply	On <b>Admission</b> , and if there is a change
Completed <b>IPsx Lead Adviser Declaration</b> in respect of the <b>Issuer</b> in the format specified in Annex Four in these <b>Rules</b>	On <b>Admission</b>	

	Information to be supplied	Frequency
<b>Instrument Details</b>	Number and type of <b>Financial Instruments</b>	On <b>Admission</b>
	Capital to be raised on <b>Admission</b> , i.e. the expected market capital	On <b>Admission</b>
	Number and percentage of <b>Financial Instruments</b> that will be in public hands in one or more <b>EEA</b> states on <b>Admission</b>	On <b>Admission</b>
	Expected date of <b>Admission</b>	On <b>Admission</b>
	Expected yield at <b>Admission</b>	Pre- <b>Admission</b>

	Information to be supplied	Frequency
<b>Property Details</b>	Property name	On <b>Admission</b>
	Property type	On <b>Admission</b>
	Unit of measurement	On <b>Admission</b>
	Net internal area	On <b>Admission</b>
	Valuation reports	On <b>Admission</b> and six-monthly thereafter

Part B - Information requirements for further Issues of Securities

All **Applicants** seeking **Admission** for a further issue of **Financial Instruments** of a class already admitted to **IPsx** are required to provide the **Exchange** with the following information:

- a) **Issuer** institution name;
- b) the number and type of **Financial Instruments**;
- c) the capital to be raised on **Admission**;
- d) the number and percentage of **Financial Instruments** not in public hands following **Admission**;
- e) the number and percentage of **Financial Instruments** that will be in public hands in one or more **EEA** states on **Admission**;
- f) the full names of significant shareholders before and after the date of **Admission**; and
- g) the expected date of **Admission**.

## Schedule Two – Red Book Valuation Requirements

The Executive Summary of the **Red Book Valuation** must include:

- A. the bases of valuations;
- B. a Strengths, Weaknesses, Opportunities and Threats (“SWOT”) analysis;
- C. a responsibility statement; and
- D. a statement of covenant strength.

A. The bases of valuations must be prepared in accordance with the **Red Book** and are as follows:

- (i) **Market Rent**;
- (ii) **Market Value**;
- (iii) **Market Value** under the **Special Assumption** of vacant possession;
- (iv) **Special Assumptions** related to any projected values; and
- (v) insurance reinstatement cost.

All measurements contained within the **Red Book Valuations** must be in accordance with accepted market practice, which should be either the International Property Measurement Standards or the RICS Code of Measuring Practice, 6<sup>th</sup> Edition.

B. The SWOT analysis should capture the key factors, included in the valuation, that could impact on future valuations, including impact of internal and external factors which could impact the value of the physical asset(s), further development, and income.

C. The responsibility statement must be given by the **IPsx Approved Valuer** confirming that it has complied with:

- The current edition of the RICS Valuation – Global Standards & UK National Supplement (as appropriate)
- RICS *Global Professional and Ethical Standards*
- the RICS *Professional Standards and Guidance, Global: Conflicts of Interest* and any further RICS guidance on conflicts of interest for the specific market (i.e. the UK) in carrying out its services.

- D. All **Red Book Valuations** produced by **Issuers** admitted to trading on the **Exchange** must include Statement of Tenant Covenant Strength. All **Red Book Valuations** must contain a report on the covenant strength of the tenants. The report shall include (unless not applicable due to asset type or class, when alternate is appropriate):

	Previous reporting period	Current reporting period
Number of tenants	✓	✓
Number of leases	✓	✓
Market Rent (£/sq ft)	✓	✓
Headline Estimated Rental Value		✓
Rental income (%) by valuer's Risk Perception of tenants	✓	✓
Total Gross Income	✓	✓
Total Net Income	✓	✓
Unexpired Lease Term (years to break and years to lease expiry)	✓	✓
Tenant Use by Rent		✓
Top 10 Tenants by rent (% and value) <i>Each tenant to be identified by Valuer's Risk Perception. Where there are less than ten tenants, or the disclosures are commercially sensitive, the Exchange may accept an aggregated figure.</i>		✓
Initial Yield		✓
Equivalent Yield		✓
Reversionary Yield		✓

Where applicable, the Statement of Tenant Covenant Strength should include Credit Rating Agency (CRA) ratings of the underlying tenants. Examples of acceptable CRAs include those authorised by the **Financial Conduct Authority (FCA)** or the European Securities and Markets Authority (**ESMA**).



## Schedule Three - IPSX Lead Adviser Declaration

The declaration made by the **IPsx Lead Adviser** must be in the following terms.

I [*insert name of authorised individual*], duly authorised on behalf of [*name of IPSX Lead Adviser*], declare that in the reasonable opinion of [**IPsx Lead Adviser**], having made due and careful enquiry:

- the **Applicant** has satisfied all of the applicable requirements set out in the **IPsx Rules for Issuers**; and
- the directors of the **Applicant** have established procedures which enable the **Applicant** to comply with the **IPsx Rules for Issuers**.

## Schedule Four – Class Tests

This Schedule sets out the following **class tests**:

- A. the **Market Value** test;
- B. the **gross rental income** test;
- C. the consideration test.

A. The **Market Value** test

The **Market Value** test is calculated by dividing the **Market Value** of the assets the subject of the transaction by the **Market Value** of the **Issuer's** underlying **Single Commercial Property Asset** or **Multiple Commercial Property Asset**.

B. The **gross rental income** test

The **gross rental income** test is calculated by dividing the **gross rental income** attributable to the underlying assets the subject of the transaction by the **gross rental income** of the **Issuer**.

C. The consideration test

1. The consideration test is calculated by taking the consideration for the transaction as a percentage of the aggregate market value of all the **Financial Instruments** (excluding treasury shares, if any such shares are in issue) of the **Issuer**.
2. For the purposes of paragraph 1:
  - a. the consideration is the amount paid to the contracting party;
  - b. if all or part of the consideration is in the form of **Financial Instruments** to be traded on a market, the consideration attributable to those **Financial Instruments** is the aggregate market value of those **Financial Instruments**; and
  - c. if deferred consideration is or may be payable or receivable by the **Issuer** in the future, the consideration is the maximum total consideration payable or receivable under the agreement.
3. For the purposes of paragraph 2(b), the figures used to determine consideration consisting of:
  - a. **Financial Instruments** of a class already traded on **IPsx**, must be the aggregate market value of all those **Financial Instruments** on the last **Business Day** before the announcement; and
  - b. a new class of **Financial Instruments** for which an application for **Admission** to **IPsx** will be made, must be the expected aggregate market value of all those **Financial Instruments**.
4. For the purposes of paragraph 1, the figure used to determine market capitalisation is the aggregate market value of all the **Financial Instruments** (excluding treasury shares, if any such shares are in issue) of the **Issuer** at the close of business on the last **Business Day** before the announcement.

## Anomalous results

*Guidance: If a calculation under any of the **class tests** produces an anomalous result or if a calculation is inappropriate to the activities of the **Issuer**, the **Exchange** may modify the relevant **Rule** to substitute other relevant indicators of size, including industry specific tests.*

## Adjustments to figures

*Guidance: Where an **Issuer** wishes to make adjustments to the figures used in calculating the **class tests** pursuant to the guidance above in relation to anomalous results, they should discuss this with the **Exchange** before the **class tests** crystallise.*

## Schedule Five – IPSX Corporate Governance Principles

- The chairman should be independent.
- A majority of the board should be independent of the property management company and the **IPsx Approved Valuer**.
- Directors should be submitted for re-election at regular intervals.
- The board should have a policy on tenure, which is disclosed in the annual report.
- The board should aim to have a balance of skills, experience, length of service and knowledge of the **Issuer** and the underlying **Single Commercial Property Asset** or **Multiple Commercial Property Asset**.
- The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.
- Directors' remuneration should reflect their duties, responsibilities and the value of their time spent.
- The independent directors should take the lead in the appointment of new directors and the process should be disclosed in the annual report.
- Directors should be offered relevant training on their general responsibilities as Directors as well as the responsibilities of an **Issuer**.
- The board should monitor and evaluate the level of services provided by the property management company.
- The board should meet on at least a quarterly basis with additional meetings as and when required.



**International Property  
Securities Exchange**

8-10 Hill Street  
London W1J 5NG  
1 Farnham Road  
Guildford GU2 4RG

**T** +44 (0)20 3931 8800



**ipsx.com**

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