



UK LISTING REQUIREMENTS

Summary Comparison of LSE Main Market and AIM Requirements

| | AIM | LSE | |
|--|---|---|---|
| | | PREMIUM LISTING | STANDARD LISTING |
| Nominated Advisor/ Sponsor | Nominated Advisor required at all times | Required. | No requirement. |
| Admission Document Prospectus Required including Audited Accounts | Prospectus standard admission document required to be prepared but no FSA or AIM approval required. Audited Accounts for past three years (or for shorter period that has operated) required which are not more than nine months out of date or 15 months if include unaudited interim | Prospectus or listing particulars required to be approved by FSA and published. Must have unqualified audited accounts covering a three year period and no more than six months before date of prospectus. | Prospectus or listing particulars required to be approved by FSA and published. Must have unqualified audited accounts covering a three year period and no more than six months before date of prospectus. |
| Working Capital Requirement | Directors must confirm that after due and careful enquiry working capital available is sufficient for next 12 months (18 in practice). | Unqualified statement required. | Not required under Listing Rules (although prospectus must contain a working capital statement). |
| Earnings or Reserve | No applicable requirements. | At least 75% of business must be supported by three year historic revenue. | Not required. |
| Net Tangible Assets | No applicable requirements. | Required to control majority of assets and have done so (as at last three years). | Not required. |
| Public Distribution and Market Capitalisation | No applicable requirements. | 25% of shares must be in public hands. Expected aggregate market value of at least £700,000. The UK listing authority has the discretion to permit a lower threshold if satisfied there will be an adequate market for the shares. | 25% of shares must be in public hands. Expected aggregate market value of at least £700,000. The UK listing authority has the discretion to permit a lower threshold if satisfied there will be an adequate market for the shares. |
| Shares Freely Transferable | Shares are required to be freely transferable. | Shares are required to be freely transferrable. | Shares are required to be freely transferrable. |
| Electronic Settlement | Shares must be capable of CREST electronic settlement | Shares must be capable of CREST electronic settlement. | Not required. |

Please see reverse.

| | AIM | LSE | |
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| | | PREMIUM LISTING | STANDARD LISTING |
| Shareholder Lock-ins | If main business activity not independent and earning revenue for at least 2 years, all existing shareholders holding 10 per cent or more and all directors cannot sell for 12 months from admission. | No application requirements. | No application requirements. |
| Ongoing Shareholder Disclosures | If non UK Company, expected by AIM to take all reasonable steps to require shareholders holding 3% or more to disclose movements +/-1% | Law requires prompt shareholder disclosure of interests of 3% or more and movements of +/- 1-1% | Law requires prompt shareholder disclosure of interests of 3% or more and movements of +/- 1-1% |
| Publication of Results | Annuals to be published within six months of year end. Interims within three months. | Annuals to be published within four months. Also required to make interim management statement. | Annuals to be published within four months. Also required to make interim management statement. |
| Restrictions on Dealings | Directors and management employees cannot deal during close period (before publication of results or of price sensitive information) | Directors and management cannot deal during Close Period (before publication of results or price sensitive information). | Directors and management cannot deal during Close Period (before publication of results or price sensitive information). |
| Regulatory Vetting of Transactions/Circulars | None, unless need to issue a public prospectus which FSA will need to approve. No requirement to issue public prospectus for private placements on admission or later. Nominal Advisor advises on compliance with AIM Rules. | Prior approval by FSA required of prospectus/listing particulars and all circulars. | Prior approval by FSA required of prospectus/listing particulars and all circulars. |
| Shareholder's Approval of Major Transactions | Only in the event of a "reverse take-over" which must be conditional on shareholder approval. | Shareholder approval required for most major transactions as well as share plans. | Not required. |
| Corporate Governance | No applicable requirements | Compliance with UK Corporate Governance Rules | Corporate Governance statements |
| Shareholder Pre-emption Rights | Relevant domestic law only | Must be available | Relevant domestic law only |
| Further issues | Approved UK prospectus only needed if making public offer | Approved prospectus needed if making public offer in UK or if issue >10% in any 12 months | Approved prospectus needed if making public offer in UK or if issue >10% in any 12 months |
| Indices | FTSE AIM Series if eligible | FTSE UK Series where eligible | N/A |

Stikeman Elliott London
Dauntsey House, 4B Frederick's Place
London EC2A 8AB
Tel: +44 20 7367 0150
Fax: +44 20 7367 0160

For information, please contact your
Stikeman Elliott representative or the author:
Jeffrey Keey
+44 20 7367 0170
jkeey@stikeman.com

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