Draft Regulations laid before Parliament under section 429(2) of the Financial Services and Markets Act 2000, for approval by resolution of each House of Parliament.

DRAFT STATUTORY INSTRUMENTS

2010 No.

COMPANIES

The Financial Services and Markets Act 2000 (Liability of Issuers) Regulations 2010

Made - - - -	***
Coming into force - -	*1st October 2010*

The Treasury make these Regulations in exercise of the powers conferred on them by section 90B of the Financial Services and Markets Act 2000(**1**).

In accordance with section 429(2) of that Act, a draft of these Regulations has been laid before Parliament and approved by a resolution of each House of Parliament.

Citation and commencement

1.—(1) These Regulations may be cited as the Financial Services and Markets Act 2000 (Liability of Issuers) Regulations 2010.

(2) These Regulations come into force on 1st October 2010.

Amendments to the Financial Services and Markets Act 2000

2.—(1) The Financial Services and Markets Act 2000 is amended as follows.

(2) For section 90A (compensation for statements in certain publications) substitute—

"**Liability of issuers in connection with published information**

90A. Schedule 10A makes provision about the liability of issuers of securities to pay compensation to persons who have suffered loss as a result of—

(a) a misleading statement or dishonest omission in certain published information relating to the securities, or

(b) a dishonest delay in publishing such information.".

(3) After Schedule 10 insert the Schedule 10A contained in the Schedule to these Regulations.

(**1**) 2000 c.8; sections 90A and 90B were inserted by section 1270 of the Companies Act 2006 (c. 46).

Transitional provision

3.—(1) The amendments made to the Financial Services and Markets Act 2000 by these Regulations have effect in relation to information first published on or after 1st October 2010.

(2) Section 90A of that Act, in the form inserted by the Companies Act 2006, continues to apply to information first published before that date.

Name
Name
Two of the Lords Commissioners of Her
Date Majesty's Treasury

SCHEDULE Regulation 2(3)

"SCHEDULE 10A Section 90A

LIABILITY OF ISSUERS IN CONNECTION WITH PUBLISHED INFORMATION

PART 1

SCOPE OF THIS SCHEDULE

Securities to which this Schedule applies

1.—(1) This Schedule applies to securities that are, with the consent of the issuer, admitted to trading on a securities market, where—

(a) the market is situated or operating in the United Kingdom, or

(b) the United Kingdom is the issuer's home State.

(2) For the purposes of this Schedule—

(a) an issuer of securities is not taken to have consented to the securities being admitted to trading on a securities market by reason only of having consented to their admission to trading on another market as a result of which they are admitted to trading on the first-mentioned market;

(b) an issuer who has accepted responsibility (to any extent) for any document prepared for the purposes of the admission of the securities to trading on a securities market (such as a prospectus or listing particulars) is taken to have consented to their admission to trading on that market.

(3) For the purposes of this Schedule the United Kingdom is the home State of an issuer—

(a) in the case of securities in relation to which the transparency obligations directive(**2**) applies, if the United Kingdom is the home Member State for the purposes of that directive (see Article 2.1 of the directive);

(b) in any other case, if the issuer has its registered office (or, if it does not have a registered office, its head office) in the United Kingdom.

Published information to which this Schedule applies

4.—(1) This Schedule applies to information published by the issuer of securities to which this Schedule applies—

(a) by recognised means, or

(b) by other means where the availability of the information has been announced by the issuer by recognised means.

(2) It is immaterial whether the information is required to be published (by recognised means or otherwise).

(3) The following are "recognised means"—

(a) a recognised information service;

(b) other means required or authorised to be used to communicate information to the market in question, or to the public, when a recognised information service is unavailable.

(**2**) As defined in section 103(1) of the Financial Services and Markets Act 2000, as amended by the Companies Act 2006 (c. 46), section 1265.