CHANGES TO INFORMATION FLOWS FOR UK EQUITY IPOS INSTRUMENT 2026

Powers exercised

A. The Financial Conduct Authority (“the FCA”) makes this instrument in the exercise of the following powers and related provisions in the Financial Services and Markets Act 2000 (“the Act”):

(1) section 137A (The FCA’s general rules);
(2) section 137T (General supplementary powers);
(3) section 138C (Evidential provisions); and
(4) section 139A (Power of the FCA to give guidance).

B. The rule-making powers listed above are specified for the purposes of section 138G(2) (Rule-making instruments) of the Act.

Commencement

C. This instrument comes into force on 5 August 2026.

Amendments to the FCA Handbook

D. The Conduct of Business sourcebook (COBS) is amended in accordance with the Annex to this instrument.

Citation

E. This instrument may be cited as the Changes to Information Flows for UK Equity IPOs Instrument 2026.

By order of the Board
30 July 2026

Annex

Amendments to the Conduct of Business sourcebook (COBS)

In this Annex, underlining indicates new text and striking through indicates deleted text.

11A Underwriting and placing

11A.1 Underwriting and placing

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Application of requirements for information flows during equity IPOs

11A.1.4A R ~~*COBS* 11A.1.4BR to~~ *COBS* 11A.1.4FR ~~apply~~ applies to a *firm* that:

(1) has *agreed to carry on regulated activities* for a *client* that is an *issuer* ("the *issuer client*") that include underwriting or placing of *financial instruments*, where:

(a) those *financial instruments* ("relevant securities") are either:

(i) *shares*; or

(ii) *certificates representing certain securities* where the certificate or other instrument confers rights in respect of *shares*;

(b) the relevant securities are intended to be *admitted to trading* in the *UK* for the first time;

(c) the trading under sub-paragraph (b) is intended to be effected by an *admission to trading* on a *regulated market*; and

(d) an approved *prospectus* will be required in accordance with *PRM* 1.4 for the relevant securities; and

(2) is intending to disseminate *investment research* or *non-independent research* on that *issuer client* or those relevant securities before the *admission to trading*.

~~Communications between the issuer and research analysts in equity IPOs~~

11A.1.4B R ~~(1)~~ ~~Unless it complies with paragraphs (2) and (3) a *firm* must prevent its staff involved in the production of *investment research* or *non-independent research* ("the *firm's* analysts") from being in~~

~~communication with the *issuer client* and/or the *issuer client's* representatives outside of the *firm* ("the *issuer* team").~~ [deleted]

~~(2) Prior to the *firm's* analysts being in communication with the *issuer* team, the *firm* must ensure that a range of unconnected analysts (as defined in paragraph (4)) will have the opportunity (subject to *COBS* 11A.1.4CR) either:~~

~~(a) to join the *firm's* analysts in any communication with the *issuer* team that is made or received before the *firm* disseminates any *investment research* or *non-independent research* about the *issuer client* or the relevant securities as described in *COBS* 11A.1.4AR(1); or~~

~~(b) to be in communication with the *issuer* team in a way that satisfies the following conditions:~~

~~(i) the communication results in those unconnected analysts receiving or being given access to all the information that is:~~

~~(A) given by the *issuer* team to the *firm's* analysts during the relevant period; and~~

~~(B) relevant for the purposes of the *firm* producing any *investment research* or *non-independent research* on the *issuer client* or the relevant securities;~~

~~(ii) the information that each of those unconnected analysts receives or can access is identical;~~

~~(iii) that communication is completed before the end of the relevant period; and~~

~~(iv) the relevant period for the purposes of sub-paragraphs (2)(b)(i) and (2)(b)(iii) starts from the time at which this *rule* applies and ends at the time at which the *firm* disseminates any *investment research* or *non-independent research* on the *issuer client* or the relevant securities.~~

~~(3) (a) To select the range of unconnected analysts under paragraph (2) the *firm* must:~~

(i) ~~undertake an assessment of the potential range of unconnected analysts for the purposes of paragraph (2); and~~

(ii) ~~use that assessment to ensure that the range of unconnected analysts given the opportunity under paragraph (2) is one that, in the *firm's* reasonable opinion, has a reasonable prospect of enabling potential investors to undertake a better-informed assessment of the present or future value of the relevant securities based on a more diverse set of substantiated opinions, compared to a situation in which the only research available to potential investors is that disseminated by *firms* providing the service of underwriting or placing to the *issuer client*.~~

(b) ~~For its assessment and opinion under sub-paragraph (a) the *firm* may assume that an unconnected analyst that is given an opportunity to interact with the *issuer* team will publish an opinion on the *firm's issuer client* that will be available to potential investors.~~

(c) ~~The *firm* must make a written record of its assessment and opinion under sub-paragraph (a) at the time at which it forms its opinion.~~

(d) ~~The *firm's* record under sub-paragraph (c) must:~~

(i) ~~set out the *firm's* process for conducting the assessment and forming the opinion under sub-paragraph (a);~~

(ii) ~~identify the *firm's* staff that were involved in forming that opinion; and~~

(iii) ~~explain the *firm's* consideration of the number and expertise of the unconnected analysts included in the range.~~

(e) ~~The *firm* must retain the record made under sub-paragraph (c) for five years from the date on which it is made.~~

(4) ~~An "unconnected analyst" means a *person* other than the *firm* or its staff:~~

(a) ~~who does not provide the service of underwriting or placing of the same relevant securities to the same *issuer client*; and~~

(b) ~~whose business or occupation may reasonably be expected to involve the production of research.~~

11A.1.4C R (1) ~~If an opportunity communicated to the range of unconnected analysts under *COBS* 11A.1.4BR(2) is subject to any restrictions that would apply to any of the unconnected analysts that accept the opportunity, a *firm* must ensure that those restrictions would not unreasonably prevent, limit or discourage those unconnected analysts from producing and disseminating research on the *issuer client* or the relevant securities.~~ [deleted]

(2) ~~The *firm* must also make and retain a written record of any such restrictions, regardless of whether the restrictions are subsequently applied to any unconnected analyst.~~

(3) ~~The *firm* must make the record at the time the opportunity is communicated to the range of unconnected analysts.~~

(4) ~~The *firm* must keep the record for a period of five years after the date it was made.~~

11A.1.4D E (1) ~~A restriction is unreasonable under *COBS* 11A.1.4CR(1) if it prevents an unconnected analyst from producing and disseminating research in circumstances in which the *firm* that is subject to *COBS* 11A.1.4CR is itself able to produce and disseminate *investment research* or *non-independent research*.~~ [deleted]

(2) ~~Contravention of (1) may be relied upon as tending to establish non-compliance with *COBS* 11A.1.4CR(1).~~

11A.1.4E R (1) ~~Where a *firm* acts in accordance with *COBS* 11A.1.4BR(2)(b) then it must make and retain a written record of:~~ [deleted]

(a) ~~the information on the *issuer* or the relevant securities that is given by the *issuer* team to the *firm's* analysts during the relevant period under *COBS* 11A.1.4BR(2)(b)(iv); and~~

(b) ~~the information on the *issuer* or the relevant securities that is given by the *issuer* team to each of the relevant unconnected analysts during the same period.~~

(2) ~~The *firm* must make the record at the end of that period.~~

(3) ~~The *firm* must keep the record for a period of five years after the date it was made.~~

Timing restrictions for disseminating research on equity IPOs

11A.1.4 F | R | (1) A *firm* must not disseminate *investment research* or *non-independent research* on the relevant *issuer client* or relevant securities as described in *COBS* 11A.1.4AR(1) until ~~after the relevant time in paragraph (2)~~ the publication of the relevant document in (3).

(2) ~~The relevant time is:~~ [deleted]

~~(a) where a *firm* acts in accordance with *COBS* 11A.1.4BR(2)(a), one *day* after the publication of the relevant document in paragraph (3); or~~

~~(b) otherwise, seven *days* after the publication of the relevant document in paragraph (3).~~

(3) The relevant document is:

(a) an approved *prospectus* regarding the relevant securities; or

(b) an approved *registration document* regarding the *issuer*.

(4) For this *rule*, publication of the relevant document means making the relevant document available to the public in accordance with *PRM* 9.5.

(5) ~~This *rule* does not apply to a *firm* in circumstances where, as a result of the *firm's* analysts being prevented from being in communication with the *issuer* team, it has not needed to engage with any unconnected analysts for the purposes of *COBS* 11A.1.4BR.~~ [deleted]

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12 Investment research

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12.2 Investment research and non-independent research

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Measures and arrangements required for investment research

12.2.21 | R | (1) A *firm* falling within *COBS* 12.2.19R(1) must have in place arrangements designed to ensure that the following conditions are satisfied:

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(f) before the dissemination of *investment research* ~~to~~, *issuers*, ~~where the draft includes a recommendation or target price, no *person*,~~ *relevant persons* other than *financial analysts*, and any other *persons* are not permitted to review a draft of the *investment research* for the purpose of verifying the accuracy of factual statements made in that research, or for any purpose other than verifying compliance with the *firm's* legal obligations, where the draft includes a recommendation or a target price.

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Sch 1 Record keeping requirements

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Sch 1.3 G

Handbook reference	Subject of record	Contents of record	When record must be made	Retention period
…				
~~*COBS* 11A.1.4BR (3)(c)~~ [deleted]	~~The *firm's* assessment under *COBS* 11A.1.4BR(3)(a)~~	~~(1) The *firm's* process for conducting the assessment and reaching the opinion under *COBS* 11A.1.4BR(3)(a);~~ ~~(2) the *firm's* staff that were involved in reaching that opinion; and~~ ~~(3) an explanation of the *firm's* consideration of the number and expertise of the unconnected analysts included in the *range*.~~	~~Once the *firm* has formed its opinion under *COBS* 11A.1.4BR(3)(a)~~	~~5 years~~

~~*COBS* 11A.1.4CR~~ [deleted]	~~Restrictions on unconnected analysts~~	~~Any restrictions that would be imposed on each unconnected analyst that accepts the opportunity under *COBS* 11A.1.4BR(2)~~	~~When the opportunity is *communicated* to the *range* of unconnected analysts~~	~~5 years~~
~~*COBS* 11A.1.4.ER~~ [deleted]	~~Information given by the *issuer* team during the relevant period under *COBS* 11A.1.4BR(2)(b)(iv)~~	~~(1) The information on the *issuer* or the relevant securities that is given by the *issuer* team to the *firm's* analysts during the relevant period under *COBS* 11A.1.4BR(2)(b)(iv); and~~ ~~(2) the information on the *issuer* or the relevant securities that is given by the *issuer* team to each of the *range* of unconnected analysts during the same period.~~	~~At the end of the relevant period under *COBS* 11A.1.4BR(2)(b)(iv)~~	~~5 years~~
…				