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September 2026

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UK Equity Capital Markets Insights — September 2026

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In this edition of *UK Equity Capital Markets Insights*, we cover the following developments:

- Publication of new AIM Rules for Companies and AIM Rules for NOMADs
- Changes to research analyst information flows on UK IPOs
- New guidance relating to submission of UK equity prospectuses and circulars
- Publication of the FCA's Primary Market Bulletin 65
- Consultation on the proposed overhaul of the UK corporate reporting framework

LSE Publishes New AIM Rules for Companies and AIM Rules for NOMADs

On 5 August, the London Stock Exchange (LSE) published AIM Notice 64 and AIM Notice 65, in which it provides feedback on its June 2026 consultation on AIM Notice 62 (see the July edition of this newsletter for more information) and confirms the implementation of changes to the AIM Rules for Companies (AIM Rules), the AIM Disciplinary Procedures and Appeals Handbook and the AIM Rules for Nominated Advisers (NOMAD Rules).

The LSE has implemented all proposed rule changes with some minor amendments. AIM Notice 64 contains commentary and clarifications on a range of specific topics and changes made, including:

- Incorporation by reference has been permitted broadly, subject to the AIM company and its nominated adviser determining such incorporation is appropriate. Documents incorporated by reference must remain available for as long as the AIM admission document is required to be available.
- AIM companies raising capital may apply to the LSE for a trading halt while the capital raise is being undertaken or negotiated, as part of a "capital access window". No fixed minimum or maximum period has been prescribed for the window. The LSE will consider such requests on a case-by-case basis; obligations under MAR and AIM Rules continue to apply during the trading halt period.
- The "profits" class test has been retained for related party transactions, as the LSE considers it continues to provide an important indicator for such transactions. Nominated advisers should support an AIM company in considering class tests.
- Mandatory shareholder approval is not required solely when a transaction exceeds 100% of any of the class tests without resulting in a fundamental change of business. However, AIM companies should consult with the LSE in advance if they are not proposing to seek

shareholder approval for such substantial transactions (i.e., transactions where the results of the class tests exceed 100% but do not constitute a fundamental change of business).

- Guidance as to what constitutes standard remuneration for directors has been included, with remuneration that falls outside those parameters being non-standard remuneration and subject to the requirements of the related party transactions regime in AIM Rule 13. Where the nominated adviser is not satisfied that the terms of non-standard remuneration contain reasonable commercial protections, the AIM company will be required to seek shareholder approval.

- The updated AIM Rules explicitly permit companies with special voting shares to be admitted to AIM. The LSE has not mandated a fixed time limit or sunset period for the special voting rights to fall away.

In AIM Notice 65, the LSE implemented all of the changes to the NOMAD Rules.

The revised AIM Rules, AIM Disciplinary Procedures and Appeals Handbook and NOMAD Rules came into effect immediately on publication.

FCA Confirms Rule Changes to Analyst Information Flows on UK IPOs

On 5 August, the Financial Conduct Authority published Policy Statement, Changes to information flows for UK equity IPOs (PS26/16). The FCA consulted on the proposed changes in CP26/14 (see the May edition of this newsletter for more information).

The changes set out in CP26/14 were implemented as proposed and include removal of:

- The seven-day waiting period between the publication of an approved prospectus or registration document and publication of connected research (where there is no joint unconnected and connected analyst briefing) and the one-day waiting period (where there is a joint briefing).

- The requirement for syndicate banks intending to publish connected research in an IPO to share the same information with a range of unconnected analysts as they did with their own research analysts.

The changes came into effect on 5 August 2026.

The FCA has committed to, and welcomes further input on, reviewing the rules and identifying opportunities to encourage research coverage of UK IPOs. Feedback received on the timing of the publication of connected research and restrictions on pre-mandate analyst/issuer communications will be considered for future work.

FCA Updates Guidance on Submission of Prospectuses and Circulars

On 7 August, the FCA updated the “Submit a prospectus or circular” page of its website to include a requirement that an inside information declaration form be provided when a document is first submitted to the FCA.

The form is available on the "Forms and checklists" page of the FCA website. It provides confirmation to the FCA of whether or not the transaction or document contains inside information, as defined in Article 7 of the UK Market Abuse Regulation, so that the appropriate controls can be applied in the review process. If inside information is included, an explanation must be given of what that information is. The form must be signed on behalf of the issuer and/or sponsor.

The form must be included with all first submissions of equity documents, including guidance requests, from 21 September 2026.

FCA Publishes PMB 65

On 28 August, the FCA published Primary Market Bulletin 65 (*PMB 65*), the latest edition of the newsletter for primary market participants.

Misleading Language in Regulatory Announcements

The FCA has identified a trend of potentially misleading statements by issuers in regulatory announcements that contain language which is "vague, exaggerated and flamboyant" and announcements that more closely resemble marketing material than regulated information. The FCA's examples of such announcements that give rise to concerns include:

- An issuer providing unnecessary minor updates regarding the progress of commercial agreements and ventures that have previously been announced.
- An issuer providing repeated and detailed updates on possibly favourable macroeconomic and political conditions that are already in the public domain.
- Issuers using broad, publicly available, sector-wide commentary to provide support for their projects, without enough detail to inform investors of the direct material implications of these developments for the issuers' projects.
- An issuer claiming support for its project from a public figure when (as the issuer explained in response to our enquiry) this claim was solely based on a passing and immaterial comment made during a meeting.
- Issuers using sensationalist language in regulatory announcements, of the type normally reserved for promotional activity.

The FCA notes that regulated information required to be released by issuers via a "Regulatory Information Service" (RIS) does not include marketing materials. Whilst the FCA acknowledges that announcements may not always be limited purely to regulated information, particularly where additional context or analysis may help investors to understand the nature of the announcement, announcements which stray too far from regulated information may become misleading or suggest adequate systems and controls are not in place. If issuers wish to release marketing materials, they may do so through non-regulatory newswire services, social media platforms, their own websites or other appropriate communications channels (noting that UK MAR and the financial promotions regime will continue to apply to all communications).

Review of Sponsor Specialist Due Diligence on ESCC Admissions

PMB 65 contains a report from the FCA on a review of how sponsors are using third-party specialist reporting to support sponsors' own due diligence for new admissions to the Equity Shares: Commercial Companies (ESCC) category of the Official List. The FCA's review focused on transactions carried out since July 2024 and included IPOs as well as moves from AIM to the Main Market.

The FCA was encouraged by its findings from the review, noting:

- Sponsors are generally taking a more targeted approach to expert reporting compared to the "traditional" suite of third-party reports, with most sponsors not commissioning a traditional accounting long-form report and different approaches being taken to financial position and prospects procedures (FPPP) reporting.
- Sponsors are being influenced by multiple factors when considering the extent of expert reporting required on any given transaction. Where issuers are already listed or the sponsor knows the issuer well from a long-standing broker/NOMAD relationship, the sponsor may be comfortable taking a more pragmatic/targeted approach to third-party reporting.

- Working capital reporting by third-party specialists continues to be of importance for sponsors. However, there are occasions where sponsors may choose not to commission an independent working capital report — for example, where the sponsor is able to take sufficient comfort from its own knowledge and diligence of the company combined with a detailed working capital memorandum prepared by the company with support from a reporting accountant. Alternative reporting products noted by the FCA included a working capital memorandum produced by the issuer, which was reviewed and discussed with the sponsor over the course of several working sessions.

- In addition to producing/receiving modified versions of traditional third-party reports, sponsors sometimes commission traditional reports with a more targeted scope, focused on the specific information needs for the sponsor. This may be, for example, where an issuer is listed in another jurisdiction and is already publicly disclosing information.

Review of Delayed Disclosure of Inside Information Notifications

PMB 65 also contains an overview of the FCA's review of delayed disclosure of inside information (DDII) notification forms under Article 17(4) of UK MAR (which permits issuers to delay disclosure of inside information where [a] immediate disclosure is likely to prejudice the legitimate interests of the issuer, [b] delay of disclosure is not likely to mislead the public and [c] the issuer is able to ensure the confidentiality of the information). Issuers must notify the FCA of the delay once the inside information is eventually published (via a DDII notification).

The FCA did not identify any widespread failings in the use of the delay mechanic in Article 17(4), although some inconsistent practices relating to identification and handling of inside information were noted. The FCA provided some guidance for issuers on best practices for compliance with UK MAR:

- Issuers should not adopt a "blanket approach" to financial results (i.e., financial results should not automatically be treated as inside information). Instead, issuers should assess, on an ongoing and case-by-case basis, whether the information they hold meets the criteria in UK MAR.

- During periods of delay between identification of inside information and eventual disclosure, issuers should continue to reassess whether the information continues to meet the threshold for inside information.

- Where third-party advisers are engaged or company secretarial/regulatory services are outsourced, issuers should maintain sufficient internal understanding of their obligations in relation to inside information to enable them to apply advice and exercise informed judgement. Reliance on third parties or automated systems should be accompanied by appropriate controls, governance and oversight.

UK Government Consults on Proposal to Modernise Corporate Reporting

On 7 September, the Department for Business, Innovation, Science and Trade launched a major public consultation — Modernising corporate reporting to support long-term economic growth — setting out wide-ranging proposals for a comprehensive overhaul of the UK's corporate reporting framework. The government has described the consultation as a "once-in-a-generation" opportunity to reset corporate reporting requirements, with the stated objective of delivering "the most proportionate and effective" reporting framework in the world.

Key proposals for public companies include: Simplifying the thresholds and exemptions that determine which disclosures a company must provide; introducing a new "very large" company threshold for non-financial reporting; streamlining the financial reporting framework by moving detailed requirements out of the Companies Act 2006 and into accounting standards; replacing the current distributable profits and capital maintenance regime with a solvency-based approach to determining the legality of dividends; simplifying strategic report, corporate governance and remuneration reporting requirements (including a proposal to remove the annual advisory vote on the directors' remuneration report); and embracing digital communications, including proposals for electronic shareholder communications as the default, clarifying the legal position on fully virtual AGMs and exploring greater use of electronic tagging and website-based disclosures. The government has also indicated that it will work closely with the FCA as it conducts its review of the Disclosure, Guidance and Transparency Rules and finalises its policy statement on aligning listed issuers' sustainability disclosures with UK Sustainability Reporting Standards.

The consultation closes on 30 November 2026. The government aims to publish a response within six months of that date.

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