
STATUTORY INSTRUMENTS

2024 No. 105

The Public Offers and Admissions to Trading Regulations 2024

PART 3

Regulation of public offers and admissions to trading

Further powers of FCA

Power to suspend, restrict or prohibit offer to the public

35.—(1) This regulation applies where a person has made an offer of relevant securities to the public (“the offer”).

(2) If the FCA has reasonable grounds for suspecting that an applicable provision has been contravened, it may—

- (a) require the offeror to suspend the offer for a period not exceeding 10 working days;
- (b) require a person not to advertise the offer, or to take such steps as the FCA may specify to suspend any existing advertisement of the offer, for a period not exceeding 10 working days.

(3) If the FCA has reasonable grounds for suspecting that it is likely that an applicable provision will be contravened, it may require the offeror to withdraw the offer.

(4) If the FCA finds that an applicable provision has been contravened, it may require the offeror to withdraw the offer.

(5) “An applicable provision” means—

- (a) a provision of Part 6 of FSMA 2000;
- (b) a provision of these Regulations;
- (c) a provision of—
 - (i) regulated market admission rules, or
 - (ii) designated activity rules made by virtue of regulation 15 or 17.

(6) The FCA may require the offeror to suspend or restrict the offer on the ground that—

- (a) before the offer was made, the FCA had imposed a prohibition or restriction under Article 42 of the markets in financial instruments regulation in relation to any financial activity or practice of the offeror,
- (b) the FCA has decided to impose a prohibition or restriction under that Article in relation to the relevant securities to which the offer relates or any financial activity or practice of the offeror,
- (c) before the offer was made, the FCA had found that a financial activity or practice of the offeror had contravened product intervention rules or financial promotion rules, or
- (d) the FCA has decided that the offer, if not suspended or restricted, would be likely to result in a contravention of product intervention rules or financial promotion rules.

- (7) A requirement imposed under paragraph (6) ceases to have effect—
- (a) where it was imposed on the ground specified in paragraph (6)(a) or (b)—
 - (i) upon revocation of the prohibition or restriction under Article 42(6) of the markets in financial instruments regulation; or
 - (ii) when the FCA notifies the offeror that it is satisfied that the prohibition or restriction does not have, or no longer has, any bearing on the relevant securities to which the offer relates;
 - (b) where it was imposed on the ground specified in paragraph (6)(c), when the FCA notifies the offeror that it is satisfied that the contravention of product intervention rules or financial promotion rules does not have, or no longer has, any bearing on the relevant securities to which the offer relates;
 - (c) where it was imposed on the ground specified in subsection (6)(d), when the FCA notifies the offeror that it is satisfied that the offer, if no longer suspended or restricted, would not result in a contravention of product intervention rules or financial promotion rules;
 - (d) upon the FCA giving notice under regulation 38(5) revoking its decision to impose the requirement;
 - (e) where the FCA’s decision to impose the requirement is quashed on a reference to the Tribunal or in other legal proceedings, on the date of the judgment of the Tribunal or of the court concerned.
- (8) “Product intervention rules” has the same meaning as in section 137D of FSMA 2000 (FCA general rules: product intervention)(1).

(1) Section 137D was inserted by section 24(1) of the Financial Services Act 2012 (c. 21).