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QUESTIONNAIRE ON DELISTING

UK

PART I. VOLUNTARY DELISTING

A delisting is deemed voluntary if it is initiated by the company or a shareholder.

1. Is voluntary delisting explicitly allowed by national laws or by jurisprudence?

Yes (X) No

Relevant provision:

Financial Services and Markets Act (FSMA) 2000, sections 77–78, and FCA Handbook, Listing Rule 5.2.5.¹

Delisting is allowed by the listing rules contained in the Financial Conduct Authority (FCA) Handbook. The listing rules were formerly administered by the London Stock Exchange (LSE), but are now public regulation administered by the FCA since the passing of the FSMA 2000.²

2. If the answer to 1. is yes, who decides so?

BoD(X) GA(X) Other

First the company (authorized by the board of directors) issues a circular to the relevant securities holders, and then 75 per cent of shareholders voting on the resolution must approve the delisting at the general meeting.³ If the issuer has a controlling shareholder, defined as a shareholder who controls more than 30 per cent of the votes to be cast at the general meeting, then a majority of independent shareholders voting on the resolution must also approve the delisting at the general meeting.⁴

3. What is the quorum requirement for the delisting decision of the competent organ?

N/A. There is no prescribed quorum requirement, only the aforementioned super-majority voting requirement that at least 75 per cent of shareholders voting on the resolution must approve the delisting.

¹ Unless otherwise indicated, questionnaire answers relate to premium-listed companies on the LSE Main Market. Where relevant, questionnaire answers may also indicate applicable requirements to standard-listed companies on the LSE Main Market, AIM-listed companies, and other delisting requirements for other types of securities (eg, debt securities or futures).

² The UK Companies Act 2006 does not regulate delisting, though it contains a procedure for minority shareholder squeeze-outs following 90% shareholder acceptance of a takeover offer (see pt 28, ch 3 of the Companies Act 2006).

³ FCA Handbook, Listing Rule 5.2.5.

⁴ FCA Handbook, Listing Rule 5.2.5(2)(b).

4. What is the majority requirement for the delisting decision of the competent organ?

The majority requirement for premium-listed securities is 75 per cent of shareholders voting on the resolution.⁵

Standard-listed securities can be cancelled without a shareholder vote by providing at least 20 business days' notice.⁶ Debt securities can be similarly cancelled without the prior approval of the debt securities holders, provided 20 business days' notice is given to the debt securities holders or a representative (eg, a trustee).⁷

The cancellation of securities for companies listed on the Alternative Investment Market (AIM) requires the consent of 75 per cent of shareholders voting at the general meeting (with no quorum requirements).⁸

5. Do (minority) shareholders have statutory veto rights as to a delisting decision?

Yes No (X)

Minority shareholders have no veto rights over the delisting decision. However, if there is a 'controlling shareholder',⁹ then *a majority of independent shareholders must vote in favour of the delisting*, in addition to the 75 per cent shareholder approval requirement.¹⁰

6. Should delisting take place within a specific timeframe after the relevant decision? Is there a specific period of time after the decision in which the delisting should be completed?

Yes (X) No

The circular must include the anticipated date of cancellation, which cannot be less than 20 business days after the vote to delist.¹¹

7. Should the delisting application give a full statement of reasons for the submission of such application?

Yes (X) No

The delisting application to the FCA must contain 'a clear explanation of the background and reasons for the request', among other information prescribed in Listing Rule 5.3.1.¹²

⁵ FCA Handbook, Listing Rule 5.2.5(2)(a).

⁶ FCA Handbook, Listing Rule 5.2.8.

⁷ FCA Handbook, Listing Rule 5.2.8-9.

⁸ AIM Rules for Companies (1 January 2021), r 41. The Exchange has discretion to waive the shareholder vote requirement, for example in instances where the issuer's shares 'are or will be admitted to trading on an EU or UK regulated market', 'pursuant to a takeover which has become wholly unconditional', or 'pursuant to a takeover effected by a UK scheme of arrangement that has been approved by shareholders at a general meeting and subsequently sanctioned.' See AIM Rules for Companies (1 January 2021), Guidance Notes to r 41.

⁹ A controlling shareholder is a shareholder who exercises or controls more than 30% of the votes able to be cast at the general meeting. The 30% threshold includes persons acting in concert.

¹⁰ FCA Handbook, Listing Rule 5.2.5(2).

¹¹ FCA Handbook, Listing Rule 5.2.5. This requirement is the same for standard-listed securities and AIM securities.

¹² FCA Handbook, Listing Rule 5.3.1.

The request to cancel securities must also contain a copy of the circular sent to shareholders for the vote,¹³ and the circular must have included ‘a clear and adequate explanation of its subject matter giving due prominence to its essential characteristics, benefits and risks’, among other contents.¹⁴

AIM companies must include in the circular sent to shareholders for the vote ‘the preferred date of cancellation, the reasons for seeking the cancellation, a description of how shareholders will be able to effect transactions in the AIM securities once they have been cancelled and any other matter relevant to shareholders reaching an informed decision upon the issue of the cancellation.’¹⁵

8. Is it required that a competent authority approves the voluntary delisting?

Yes (X) No

Technically speaking, the issuer ‘requests’ the delisting and the competent authority cancels the listing.¹⁶

If the answer to 8. is yes, who is the competent authority?

Financial Conduct Authority.¹⁷

For companies listed on AIM, the London Stock Exchange plc (the Exchange) approves the delisting.

If the answer to 8. is yes, does the competent authority have the competence to verify the reasons of delisting?

Yes (X) No

Relevant provision:

N/A (The FCA will not cancel the listing if the required information in Listing Rule 5.3.1 is inaccurate, since Listing Rule 5.2.4 prescribes that all of the applicable requirements in Listing Rule 5.2.5 and Listing Rule 5.3 must be satisfied for the FCA to cancel the listing.)

If the answer to 8. is yes, does the competent authority have any discretion? Can the competent authority impose additional terms for investor protection? Can the competent authority postpone the decision? If Yes, do you know whether this discretion has been used in the past?

Yes No (X)

The FCA does not have discretion to delay or deny a voluntary delisting provided that the issuer has satisfied all the applicable requirements, but it does have discretion to deny a

¹³ FCA Handbook, Listing Rule 5.3.1(6).

¹⁴ FCA Handbook, Listing Rule 13.3.

¹⁵ AIM Rules for Companies (1 January 2021), Guidance Notes to r 41.

¹⁶ FCA Handbook, Listing Rule 5.2.4.

¹⁷ The Financial Services Authority (FSA), predecessor to the FCA, became the competent authority on 1 May 2000 when the Official Listing of Securities (Change of Competent Authority) Regulations 2000 No 968 came into effect. Prior to FSA, the Council of The Stock Exchange was the original competent authority under the Financial Services Act 1986, followed in 1991 by The London Stock Exchange Limited (which became known by its shorter name in 1995).

voluntary *suspension* (rather than cancellation) of securities.¹⁸ However, the FCA does have a degree of discretion over whether all of the applicable requirements have been satisfied.

The FCA can discontinue the securities immediately, or on a later date in the notification.¹⁹

For AIM companies, the Exchange does not have discretion to delay or deny a voluntary delisting provided that the issuer has satisfied all the applicable requirements.

9. In case of a voluntary delisting does the issuer have to make an offer to buy the shares of (dissenting) shareholders?

Yes No (X)

Relevant provision:

No mandatory buyout of dissenting shareholders is required upon a voluntary delisting. However, the UK Companies Act 2006 provides that when a public company has passed a resolution to re-register as a private limited company, minority shareholders may apply to the court to cancel the resolution. Upon this application the court may make any order, including requiring 'the purchase by the company of the shares of any of its members [shareholders]'.²⁰ This provision would not be triggered automatically by a voluntary delisting so long as the public company does not re-register as a private company.

10. Are there any restrictions due to the principle of maintenance of the share capital?

Yes No (X)

Relevant provision:

Companies Act 2006, section 641 sets out when a company may reduce its share capital, although not directly related to a delisting of equity shares. This provision would apply, for example, if the delisting is combined with a restructuring that results in the cancellation of shares (for a discussion of this issue, see eg, *Unilever Plc, Re* [2018] EWHC 2546 (Ch)).

11. Does a (majority) shareholder or a third person have the right to offer to buy the shares of (dissenting/all) shareholders and relieve the issuer?

Yes No (X)

12. In case of a voluntary delisting does the issuer or a third person have the obligation to publish a prospectus / informational document?

Yes (X) No

Relevant provision:

All circulars, whether relating to delisting or not, must provide an extensive list of information to shareholders contained in the FCA Handbook, Listing Rule 13.3. This information includes

¹⁸ FCA Handbook, Listing Rule 5.2.4. 'An issuer must satisfy the requirements applicable to it ... before the FCA will cancel the listing of its securities at its request.' (emphasis added) FCA Handbook, Listing Rule 5.1.4. 'The FCA will not suspend the listing if it is not satisfied that the circumstances justify the suspension.'

¹⁹ FSMA 2000, s 78.

²⁰ Companies Act 2006, s 98.

‘a clear and adequate explanation of its subject matter giving due prominence to its essential characteristics, benefits and risks’.

13. Is an exit opportunity / mechanism that allows investors to exit their investments (e.g. sell – out right) available for shareholders in case of delisting? What are the relevant provisions (please provide translations)?

Yes No (X)

Shareholders will receive at least 20 business days’ notice of a delisting, and can sell their shares during this period (the 20 business days’ notice requirement applies to both premium- and standard-listed companies on the LSE Main Market, as well as AIM companies). Shareholders need to sell on the regulated market or multilateral trading facility before the delisting date specified in the circular, otherwise they will be stuck with illiquid shares.

14. Is there any specific provision on downlisting? If not, is downlisting allowed, and how does it take place?

A downlisting occurs when the shares are no longer traded on a regulated market (as defined by Union law) but on a multilateral trading facility (MTF).

Yes No (X)

Relevant provision:

There is not a specific MTF downlisting provision, but provisions on moving from one (more strictly) regulated market to another segment of the Main Market (with less strict rules, such as the standard segment). First the company issues a circular, and then 75 per cent of shareholders voting on the resolution must approve the transfer from the premium list to the standard list of the LSE at the general meeting.²¹ If there is a controlling (>30 per cent) shareholder, a majority of independent shareholders must also vote in favour of the transfer (eg, from premium to standard listing). The issuer will also need a letter from its listing sponsor under Listing Rule 8.4.14R.

The most frequent circumstance where a UK plc downlists would be from the LSE Main Market to AIM (which is an MTF). If the shares have traded for more than 18 months on the regulated market, no admission document is required for the AIM listing.²²

15. Is there any specific provision on market migration (delisting from a regulated market and listing in another)?

Yes No (X)

Relevant provision:

There are provisions on how the FCA will respond when a listed issuer has been suspended, cancelled or restored by an overseas exchange.²³ The London Stock Exchange plc, which operates and regulates AIM (an MTF), may waive the shareholder vote requirement for AIM delistings (where normally 75 per cent of shareholders present at the general meeting must approve the delisting) if the AIM company’s securities ‘are already or will be admitted to

²¹ FCA Handbook, Listing Rule 5.4A.4.

²² AIM Rules for Companies (1 January 2021), r 3.

²³ FCA Handbook, Listing Rule 5.5.2.

trading on an EU or UK regulated market or an AIM Designated Market to enable shareholders to trade their AIM securities in the future'.²⁴

16. Is there any specific provision on voluntary delisting in case of increase of listing requirements by both the Law and Stock Exchange?

Yes No (X)

17. Are there different rules on delisting for national and foreign listed companies?

Yes No (X)

18. Cold delisting is usually described as a transformation of a listed company resulting to its delisting, including especially the merger by absorption of a listed company by an unlisted company. What is defined as cold delisting in your legal order? Is there any specific provision on cold delisting?

There is no formal definition of the term, but the listing of securities will be cancelled by the FCA if the securities are no longer admitted to trading (the issuer is taken private) or the issuer no longer satisfies its continuing obligations for listing (for example, its free-float obligations).²⁵ Examples of cold delisting in the UK include business combinations of the listed company with a private company, effected through takeover offers (Listing Rule 5.2.10-11) or schemes of arrangement (Listing Rule 5.2.12). Unlike in other jurisdictions, cold delistings/take private transactions (eg, merger of listed company with a private company) do not have lower shareholder approval than conventional delisting.

19. Does the merger of a listed company with a non-listed company lead to delisting? Is an exit opportunity available for shareholders? What are the relevant provisions? (please provide translations)

Yes (X) No

Yes, if merger by acquisition by the non-listed entity or by formation of a new, non-listed company (ie, cold delisting).

Relevant provision:

Furthermore, a company may be delisted if the conditions of a reverse takeover are satisfied (as defined in Listing Rule 5.6.4R).²⁶ Likewise, restructurings effected by a scheme of arrangement or under insolvency law may lead to delisting.²⁷

20. Does the successful completion of a mandatory bid give the right to delisting? If yes, are there any preconditions?

Yes (X) No

Relevant provision:

²⁴ AIM Rules for Companies (1 January 2021), Guidance Notes to Rule 41. Current AIM Designated Markets include any UK or EEA Regulated Market or SME Growth Market, as well as the 'top tier markets' of the following exchanges: Australian Securities Exchange; Johannesburg Stock Exchange; NASDAQ; NYSE; SIX Swiss Exchange; TMX Group; UKLA Official List. See 'The AIM Designated Market Route', perma.cc/6LMZ-QSH9.

²⁵ FCA Handbook, Listing Rule 5.2.1R and 5.2.2G.

²⁶ See FCA Handbook, Listing Rule 5.2.3G.

²⁷ FCA Handbook, Listing Rule 5.2.12R.

A delisting of equity securities is possible without the need to obtain approval by the securities holders if an offeror (as defined in the Takeover Code) acquires issued share capital carrying 75 per cent of the voting rights of the issuer and has stated in the offer document or any subsequent circular that a notice period of not less than 20 business days prior to cancellation will commence either on the offeror obtaining the required 75 per cent or on the first date of issue of compulsory acquisition notices under section 979 of the Companies Act 2006.²⁸

21. Are there specific rules on delisting from an MTF?

The cancellation of securities for companies listed on AIM (an MTF) requires the consent of 75 per cent of shareholders voting at the general meeting, with no quorum requirements.²⁹ As discussed in the response to Q 15 above, the Exchange has discretion to waive the shareholder vote requirement, for example where the issuer's shares will remain liquid and be traded on an EU or UK regulated market, or pursuant to a takeover that has become unconditional or other change of control transaction approved by the shareholders.³⁰

PART II. OBLIGATORY DELISTING

A delisting is deemed compulsory/obligatory, if it is initiated by a supervisory authority or a market operator without consent of the company.

22. What are the prerequisites for compulsory delisting by the competent national supervisory authority?

The FCA has discretion to cancel listings 'if it is satisfied that there are special circumstances that preclude normal regular dealings in them'.³¹ Such special circumstances include (without being limited to) situations where:³²

- 1) the securities are no longer admitted to trading as required by these rules; or
- 2) the issuer no longer satisfies its continuing obligations for listing, for example if the percentage of shares in public hands falls below 10% (the FCA may however allow a reasonable time to restore the percentage, unless this is precluded by the need to maintain the smooth operation of the market or to protect investors); or
- 3) the securities' listing has been suspended for more than six months;
- 4) the securities are equity shares with a standard listing issued by a closed-ended investment fund where the closed-ended investment fund no longer has a premium listing of equity shares.

²⁸ FCA Handbook, Listing Rule 5.2.10.

²⁹ AIM Rules for Companies (1 January 2021), r 41. The Exchange has discretion to waive the shareholder vote requirement, for example in instances where the issuer's shares 'are or will be admitted to trading on an EU or UK regulated market', 'pursuant to a takeover which has become wholly unconditional', or 'pursuant to a takeover effected by a UK scheme of arrangement that has been approved by shareholders at a general meeting and subsequently sanctioned.' See AIM Rules for Companies (1 January 2021), Guidance Notes to r 41.

³⁰ See AIM Rules for Companies (1 January 2021), Guidance Notes to r 41.

³¹ FCA Handbook, Listing Rule 5.2.1R.

³² FCA Handbook, Listing Rule 5.2.2R.

Additionally, the FCA 'will generally seek to cancel' the listing of a cash shell or special purpose acquisition company (SPAC) that completes a reverse takeover,³³ and the issuer must then re-apply for admission to listing.³⁴ However, the FCA will not cancel the issuer's listing upon a reverse takeover if it is satisfied that the issuer meets the conditions and required disclosures set out in Listing Rules 5.6.23–29.³⁵

23. Which body has been designated as the competent authority, in particular regarding the power to require the removal of a financial instrument from trading pursuant to art. 69(2)(n) MiFID II?

Financial Conduct Authority.

24. What are the rules of the market that can justify a compulsory delisting imposed by market (art. 52 of Directive 2014/65)?

The London Stock Exchange may suspend or remove from trading a security 'which no longer complies with the rules unless such a step would be likely to cause significant damage to the interests of investors or the orderly functioning of the financial markets.'³⁶

25. Have any of the voluntary or obligatory delisting requirements above changed materially since 2010 (e.g., due to a legal decision or amendment of the regulations)?

In May 2014, the FCA amended the Listing Rules to require, in addition to the pre-existing 75 per cent shareholder approval requirement, that a majority of independent shareholders vote in favour of the delisting when the issuer has a controlling shareholder (defined as >30 per cent shareholder, including persons acting in concert).³⁷

In October 2012, the UK competent authority (then the UK Financial Services Authority) introduced the reverse takeover rules in Listing Rule 5.6. These rules were particularly aimed at acquisitions by LSE standard-listed companies of larger premium-listed targets, classifying them as 'reverse takeovers' generally requiring delisting and application for re-admission of listing, unless the issuer met the conditions and required disclosures set out in Listing Rules 5.6.23–29. The reverse takeover rules in Listing Rule 5.6 apply to both premium-listed and standard-listed issuers conducting a reverse takeover of a target in a different market segment.³⁸

PART III. GENERAL QUESTIONS (if not already answered)

26. How are dissenting shareholders protected in voluntary delisting?

³³ FCA Handbook, Listing Rule 5.2.3 and 5.6.19. A reverse takeover is defined in Listing Rule 5.6.4, and essentially relates to an acquisition by a cash shell or SPAC of 'of a business, a company or assets' where the assets, profits, or capital of the target are greater than that of the listed acquirer, or a transaction 'which in substance results in a fundamental change in the business or in a change in board or voting control of the issuer.' The reverse takeover rules in Listing Rule 5.6 do not apply when a premium or standard-listed issuer acquires another listed company in the same listing category, but would prohibit, eg, a reverse takeover of a premium-listed target by a standard-listed acquirer (see 5.6.2).

³⁴ FCA Handbook, Listing Rule 5.6.21.

³⁵ FCA Handbook, Listing Rule 5.6.20.

³⁶ Rules of the London Stock Exchange, 'LSE Rule Book' (1 July 2019), G 1510.

³⁷ FCA Handbook, Listing Rule 5.2.5(2).

³⁸ FCA Handbook, Listing Rules 5.6.1 and 5.6.2.

Apart from the 75 per cent majority and majority of the minority approval requirements mentioned above, shareholders are only protected according to general principles of corporate law, eg, unfair prejudice or the duty of shareholders to act bona fide for the benefit of the company. However, these remedies have a limited scope of application, and it is rare in practice that minority shareholders in large companies succeed on these claims.

27. What are the sanctions in case of a breach of the delisting rules?

Delisting is not generally possible without consent of the FCA.

The FCA has a broad range of sanctions for breach of the listing rules,³⁹ which include imposing ‘a penalty of such amount as it considers appropriate’ on an issuer or person, or publicly censure a person instead of imposing a financial penalty.⁴⁰

Breach of the rules specifically relating to the listing of securities is also addressed in FCA’s Decision Procedure and Penalties manual (DEPP) at section 2.5.9, which indicates that the FCA can ‘exercise of any of the powers in sections 87K or 87L of the Act [FSMA 2000] in respect of a breach of any applicable provision’.⁴¹ The powers in sections 87K and 87L of the FSMA 2000 include suspending or restricting offers of securities to the public, suspending trading, or prohibiting persons from advertising the securities.

28. Is there a special duty of loyalty (for the board or, if applicable, the shareholders) imposing further restrictions in connection with a delisting?

No special fiduciary duties arise for directors in the context of a delisting.

29. How are shareholders protected in obligatory delisting?

No protection.

30. Have shareholders successfully challenged delisting decisions in the past? If Yes, could you provide any names of cases?

We are not aware of any shareholders successfully challenging a delisting by the UK competent authority. An important case on this matter is *R. v International Stock Exchange of the United Kingdom and the Republic of Ireland Ltd Ex p. Else (1982) Ltd*, [1993] QB 534 (Court of Appeal), which held that shareholders (of a publicly listed company in the UK) did *not* have the right to apply to the court to challenge a delisting decision by the competent national authority.⁴²

31. How is the issuer protected in (obligatory) delisting?

When the FCA delists an issuer (obligatory), the FCA must provide written notice containing certain prescribed information.⁴³ A delisted issuer can apply to the Upper Tribunal to contest

³⁹ See FCA Handbook, Glossary, ‘Breach in DEPP (2)’, www.handbook.fca.org.uk/handbook/glossary/G2507.html.

⁴⁰ FSMA 2000, s 91.

⁴¹ FCA Handbook, DEPP 2.5.9.

⁴² *R. v International Stock Exchange of the United Kingdom and the Republic of Ireland Ltd Ex p. Else (1982) Ltd*, [1993] QB 534 (Court of Appeal) 538 et seq.

⁴³ FSMA 2000, ss 78(2), 391(5), 395(11).

the delisting.⁴⁴ It can also re-apply for listing.⁴⁵ The standard of review is *reasonableness* (whether the FCA's action was within the range of reasonable decisions), and the Tribunal can consider new evidence and make different findings of fact (see *Umuthi Healthcare Solutions Plc v The Financial Conduct Authority* [2022] UKUT 00275 (TCC) para 53).

32. How does insolvency and restructuring of a listed company affect delisting? Specifically: a) Does the initiation of formal insolvency (liquidation) procedures automatically trigger mandatory delisting? b) Does the initiation of formal restructuring / reorganization procedures automatically trigger mandatory delisting? c) If the above scenarios do not automatically trigger mandatory delisting, what else are the implications? d) Please give empirical information (if available) on the treatment of insolvent listed firms by trading venues in your jurisdiction e) What are the relevant provisions (please provide translations)?

If 'there is no reasonable prospect that the issuer will avoid going into formal insolvency proceedings', then the requirement to send a circular to shareholders and have 75 per cent shareholder approval is waived, provided that 'there is a proposal for a transaction, arrangement or other form of reconstruction of the issuer or its group which is necessary to ensure the survival of the issuer or its group and the continued listing would jeopardise the successful completion of the proposal'.⁴⁶

The FCA may suspend the listing if the issuer 'has appointed administrators or receivers',⁴⁷ and may cancel the listing when the 'the securities' listing has been suspended for more than six months.'⁴⁸

33. Do relevant courts have the power to examine the delisting reasons on the merits?

The Upper Tribunal adjudicates contested delistings.⁴⁹ This has only occurred once in the UK, in *Umuthi Healthcare Solutions Plc v The Financial Conduct Authority* [2022] UKUT 00275 (TCC). The Upper Tribunal (Tax and Chancery Chamber) can consider the merits of the decision (see para 52).

34. What are the legal consequences of delisting: a) on shares, b) on shareholders, c) on the issuer?

Shares can be traded privately. Unlike in the US, where over-the-counter (OTC) markets are active, the market for delisted shares will be illiquid.

35. Are there any statistical data on delisting in your Country? If yes, please provide further details. Are there any statistical data, or evidence, on downlisting in your Country? If yes, please provide further details. Are there any statistical data, or evidence, on delisting from an MTF in your Country? If yes, please provide further details.

⁴⁴ FSMA 2000, s 78.

⁴⁵ FCA Handbook, Listing Rule 5.4.1.

⁴⁶ FCA Handbook, Listing Rule 5.2.7.

⁴⁷ FCA Handbook, Listing Rule 5.1.2.

⁴⁸ FCA Handbook, Listing Rule 5.2.2.

⁴⁹ FSMA 2000, s 78.

Table 1: LSE Delistings⁵⁰

	Main Market Delistings	AIM Delistings
2012	101	103
2013	60	79
2014	86	77
2015	80	98
2016	72	102
2017	57	75
2018	55	85
2019	58	73
2020	55	62
2021	61	41
2022	64	48
2023	52	51

The London Stock Exchange publishes ‘Main Market Factsheets’ that provide historical data on listings and cancellations from 2009 onward.⁵¹ However, the Main Market Factsheets do not provide the reason for the cancellation (delisting). The London Stock Exchange also publishes ‘AIM Factsheets’ that provide historical data on listings and cancellations from 1995 onward.⁵² The AIM Factsheets do provide brief reasons for the cancellation (eg, ‘At the request of the company’).

Finally, some statistical data on UK delistings has been referenced in academic commentary. Vismara et al. observe 1085 delistings on the LSE Main Market and AIM from 1995-2009.⁵³ Of their 237 observed Main Market delistings during the sample period, Vismara et al. classify 10.5 per cent as voluntarily, 6.3 per cent as imposed, 47.7 per cent as due to M&A, and 35.4 per cent as due to unknown reasons. Of the 848 observed AIM delistings during the sample period, Vismara et al. classify 21.5 per cent as voluntarily, 19.6 per cent as imposed, 30.4 per cent as due to M&A, and 28.5 per cent as due to unknown reasons. In a different study of Main Market delistings from 1990–2005, Doidge et al. observe 105 voluntary delistings, 135 delistings due to mergers, and 77 delistings for ‘other’ reasons.⁵⁴

⁵⁰ Data provided to authors by the London Stock Exchange. The figures do not include transfers and re-admissions.

⁵¹ London Stock Exchange, ‘Reports: Main Market’, available from www.londonstockexchange.com/reports?tab=main-market.

⁵² London Stock Exchange, ‘Reports: AIM’, available from www.londonstockexchange.com/reports?tab=aim.

⁵³ S Vismara et al, ‘Europe’s Second Markets for Small Companies’ (2012) 18 *European Financial Management* 352, 369. Pour and Lasfer also gather delisting data during a similar sample period, though some delistings are excluded and their final sample size includes 380 delistings. See EK Pour and M Lasfer, ‘Why Do Companies Delist Voluntarily from the Stock Market?’ (2013) 37 *Journal of Banking & Finance* 4850.

⁵⁴ C Doidge et al, ‘Has New York Become Less Competitive than London in Global Markets? Evaluating Foreign Listing Choices over Time’ (2009) 91 *Journal of Financial Economics* 253, 259.

36. More specifically, how many cases of voluntary delisting and / or obligatory delisting by the competent national supervisory authority have there been since MiFID I entered into force in 2007? Please also provide the main reasons for mandatory delistings, if available.

Please see the available data listed above at Q 35.