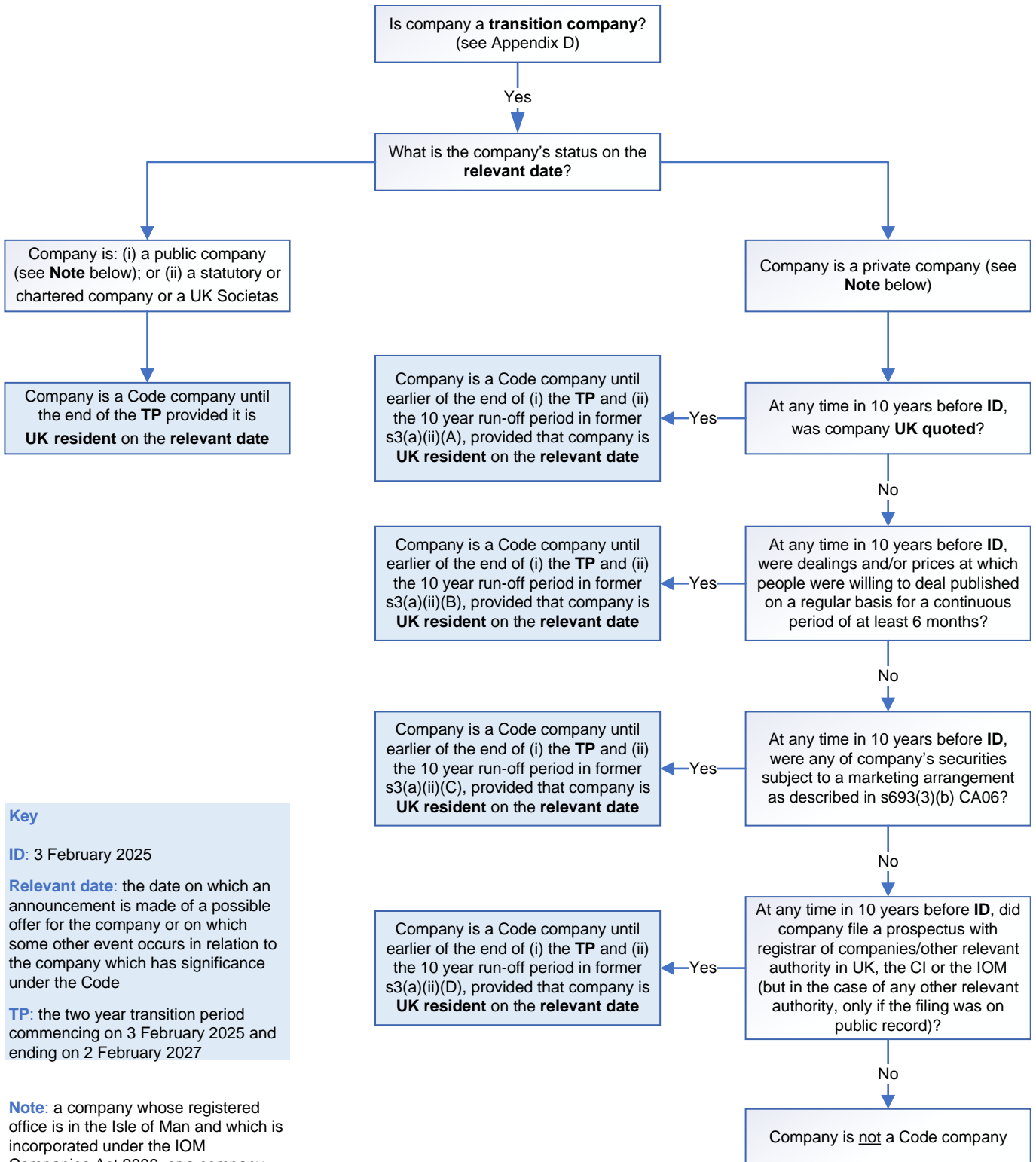# WHETHER A TRANSITION COMPANY IS A CODE COMPANY IN RESPECT OF A SPECIFIC TRANSACTION

Whether a **transition company** is a Code company in respect of a specific transaction will be determined by the company's status on the **relevant date**

```
                          ┌─────────────────────────────┐
                          │ Is company a transition      │
                          │ company?                     │
                          │ (see Appendix D)             │
                          └─────────────────────────────┘
                                      │ Yes
                                      ▼
                          ┌─────────────────────────────┐
                          │ What is the company's status │
                          │ on the relevant date?        │
                          └─────────────────────────────┘
```

Is company a transition company? (see Appendix D)

↓ Yes

What is the company's status on the relevant date?

Left branch:

Company is: (i) a public company (see **Note** below); or (ii) a statutory or chartered company or a UK Societas

↓

Company is a Code company until the end of the **TP** provided it is **UK resident** on the **relevant date**

Right branch:

Company is a private company (see **Note** below)

↓

At any time in 10 years before **ID**, was company **UK quoted**?

— Yes → Company is a Code company until earlier of the end of (i) the **TP** and (ii) the 10 year run-off period in former s3(a)(ii)(A), provided that company is **UK resident** on the **relevant date**

↓ No

At any time in 10 years before **ID**, were dealings and/or prices at which people were willing to deal published on a regular basis for a continuous period of at least 6 months?

— Yes → Company is a Code company until earlier of the end of (i) the **TP** and (ii) the 10 year run-off period in former s3(a)(ii)(B), provided that company is **UK resident** on the **relevant date**

↓ No

At any time in 10 years before **ID**, were any of company's securities subject to a marketing arrangement as described in s693(3)(b) CA06?

— Yes → Company is a Code company until earlier of the end of (i) the **TP** and (ii) the 10 year run-off period in former s3(a)(ii)(C), provided that company is **UK resident** on the **relevant date**

↓ No

At any time in 10 years before **ID**, did company file a prospectus with registrar of companies/other relevant authority in UK, the CI or the IOM (but in the case of any other relevant authority, only if the filing was on public record)?

— Yes → Company is a Code company until earlier of the end of (i) the **TP** and (ii) the 10 year run-off period in former s3(a)(ii)(D), provided that company is **UK resident** on the **relevant date**

↓ No

Company is <u>not</u> a Code company

Key

ID: 3 February 2025

Relevant date: the date on which an announcement is made of a possible offer for the company or on which some other event occurs in relation to the company which has significance under the Code

TP: the two year transition period commencing on 3 February 2025 and ending on 2 February 2027

Note: a company whose registered office is in the Isle of Man and which is incorporated under the IOM Companies Act 2006, or a company whose registered office is in Guernsey, is **treated as a private company** (and not as a public company) for these purposes

6 November 2024