

Summary of proposals for use of enhanced voting right shares in commercial companies category (taken from p.47 of [FCA's CP 23/11](#))

| Matters that are proposed to be subject to a shareholder vote under the UKLR | Are holders of specified weighted voting rights shares proposed to be able to exercise enhanced voting rights on this matter? |
|--|--|
| Approving the cancellation of listing of shares listed in the commercial companies category | No – reserved to a vote of the commercial companies listed class |
| Approving the transfer of shares listed in the commercial companies category to another category | No – reserved to a vote of the commercial companies listed class |
| Approving a reverse takeover | Yes, holders of specified weighted voting rights shares would be able to vote on the approval of a reverse takeover |
| Where a listed company has a controlling shareholder, the election or re-election of any independent director by shareholders | Yes, holders of specified weighted voting rights shares would be able to vote in line with current LR requirements, i.e., the election or re-election of any independent director by shareholders must be approved by both <ol style="list-style-type: none"> 1. the shareholders of the listed company; and 2. the independent shareholders of the listed company |
| Approval of employee share schemes, long-term incentive plans and discounted option arrangements | No – reserved to a vote of the commercial companies category listed class |
| Approval of open offers, placing, etc at a discount in excess of 10% to the middle market price of the shares | No – reserved to a vote of the commercial companies category listed class |
| Dealing in own securities and shares | No – reserved to a vote of the commercial companies category listed class |