Share Buyback Reporting

Response to Questions 59 and 60 of the BIST consultation Modernising Corporate Reporting to support long term economic growth

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Capacity	Organisation
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Recommendation. BIST should coordinate with HM Treasury and the FCA to replace mandatory public pre-trade and in-flight share buyback disclosures with delayed, aggregated reporting, while preserving the FCA's prompt access to complete transaction-level data. This is an unusual opportunity for one reform to both reduce reporting burden and to improve the competitiveness of the UK listed market by protecting the execution of large, unfinished issuer orders.

Response to Question 59

Share buyback reporting is a practical example of why Companies Act, FCA Listing Rule and UK Market Abuse Regulation requirements should be assessed as a combined reporting system. The same public disclosures can create administrative burden for issuers and an execution cost for their continuing shareholders.

On 27 February 2026, the FCA amended UKLR 9.6.6R so that purchases of own shares could be notified by the end of the seventh daily market session, rather than effectively requiring daily announcements.[1] Candor Partners analysed all buyback-related announcements by FTSE 100 and FTSE 250 companies in the London Stock Exchange RNS feed. Comparing Q4 2024 to Q4 2025 with Q2 and the available part of Q3 2026 produced the quarterly pattern shown below.

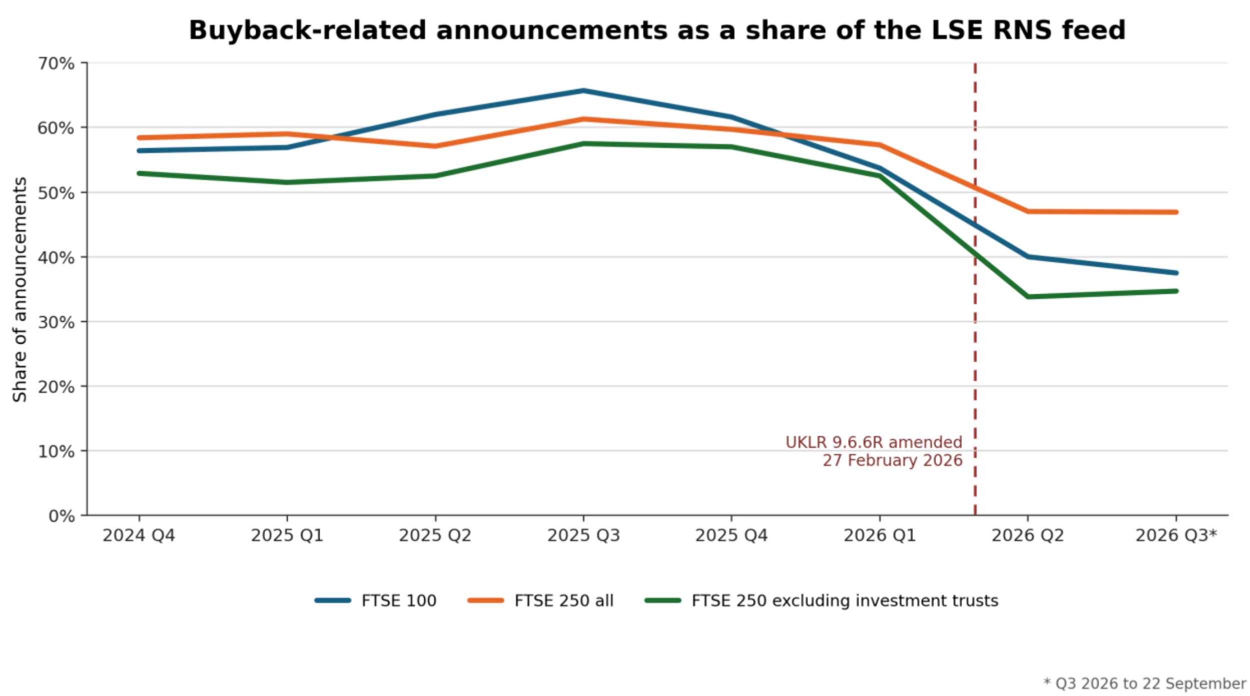

Figure 1. Candor Partners analysis of the LSE RNS feed. Q3 2026 is partial to 22 September.

Across the comparison periods, the buyback-related share fell from 60.9% to 38.9% for the FTSE 100 (-22.0 percentage points), from 54.5% to 34.2% for FTSE 250 operating companies excluding investment trusts (-20.2 percentage points), and from 59.1% to 47.0% for the full FTSE 250 (-12.2 percentage points).

These figures do not prove causation because buyback activity changes over time. The timing and scale are, however, consistent with a relatively modest change in reporting frequency materially reducing the proportion of the RNS feed occupied by repetitive buyback announcements. Importantly, RNS counts still understate the remaining burden. A recent Barclays weekly announcement included an 86-page attachment containing exactly 11,200 individual trades executed over five trading days.[2] All of that material counted as one RNS announcement.

The UK's remaining public buyback disclosure is increasingly difficult to justify. Regulation (EU) 2024/2809 permits EU issuers to publish aggregate volume and weighted-average price by day and venue while reporting individual transactions to the relevant competent authority.[3] The United States generally requires monthly aggregates in quarterly reports, rather than public disclosure of each execution.[4] The UK should adopt the same basic distinction between information needed by the regulator and information useful to investors.

Why this also matters for competitiveness

Almost all equity capital raised by UK companies is executed through off-market equity capital markets processes. By contrast, almost every pound returned through an open-market buyback is transmitted through the secondary market's trading infrastructure. Market structure and disclosure are therefore unusually important to the efficiency of this capital-return flow.[5]

An open-market buyback is a large, persistent purchase order. Pre-trade and in-flight announcements can reveal its size, remaining demand, pace, venue use, pauses and likely duration. Market participants may use that information legitimately when changing prices or trading behaviour. The resulting cost is nevertheless borne by the issuer and its continuing shareholders. For a fixed capital allocation, a higher execution cost means fewer shares are retired. Repeated across the market, lower capital-return efficiency can weaken shareholder returns, reduce the effect of buyback demand on relative valuations and contribute to a higher cost of equity.[5][6]

Disclosure reform therefore offers a double benefit. Delayed public reporting reduces the administrative volume of repetitive announcements and allows the market-sensitive value of information about the unexecuted order to decay before publication. Prompt, complete and non-public reporting to the FCA can preserve market-abuse surveillance, while meaningful ex post disclosure can improve shareholder accountability.

Recommendations

1. **Undertake a UK EU and US comparison.** BIST, HM Treasury and the FCA should undertake the UK-EU comparison proposed by UK Finance and DLA Piper, extended to the United States and focused on both administrative burden and execution efficiency.[7]
2. **Preserve regulatory visibility.** Transaction-level information should continue to be retained and supplied promptly to the FCA for supervision and market-abuse monitoring.
3. **Defer public execution data.** Public disclosure of individual executions should be replaced with daily aggregated volumes, weighted-average prices and venues, released only after the market-sensitive value of the unexecuted order has materially decayed. Quarterly disclosure provides a relevant comparator.
4. **Remove mandatory buyback specific live announcements.** Subject to the ordinary law governing inside information, mandatory buyback-specific disclosure of programme launches, tranche commencements, amendments and temporary suspensions should not be required before or while the order remains live. The information could instead be published after completion or at the next quarterly reporting date, ideally in a dedicated archive on the issuer's website rather than embedded in its quarterly report.
5. **Replace volume with decision useful accountability.** Post-completion disclosure should explain the programme objective, capital-allocation rationale, mandate and execution benchmark. It should reconcile shares acquired, market consideration, explicit commissions, variable fees or rebates, balancing amounts,

incidental costs, total consideration and the effective average acquisition price, together with the board's assessment of the outcome.

Response to Question 60

Buyback disclosure reform should be included both in the government's work on alignment between Companies Act, FCA and other reporting frameworks under Question 59 and as an additional corporate-reporting reform under Question 60. It is a rare example of a reform that can simultaneously reduce reporting burden, preserve regulatory oversight and improve the efficiency with which the UK listed market returns capital to shareholders.

Methodological note

The RNS analysis covers Q4 2024 to 22 September 2026. 'Buyback-related' includes transaction announcements and announcements principally concerning programme launches, tranches, amendments, extensions, suspensions, completions, purchases of own shares and equity tender offers. It excludes results announcements that merely refer to a buyback and debt or bond repurchases. Announcements were deduplicated using the LSE announcement ID. The FTSE 250 operating-company analysis excludes constituents classified by the LSE as Closed End Investments. The pre-change comparison comprises Q4 2024 to Q4 2025; the post-change comparison comprises Q2 2026 and Q3 2026 to 22 September. Q1 2026 was excluded as the transition quarter.

About Candor Partners

Candor Partners Limited is an independent advisory firm specialising in share buyback governance and execution. We develop governance, measurement and assurance frameworks that help boards and investors determine whether buyback programmes achieve their intended capital-allocation objectives efficiently and in the interests of long-term shareholders. Our work includes objective and benchmark design, assessment of execution structures and costs, in-flight and post-trade evaluation, and board and stewardship reviews.

References

1. FCA Handbook UKLR 9.6.6R
2. Barclays PLC weekly transaction breakdown for 14 to 18 September 2026
3. Regulation EU 2024 2809
4. US SEC announcement on the share repurchase disclosure regime
5. Candor Partners response to FCA CP26 30
6. Capital Return Efficiency and European Equity-Market Competitiveness: Share Buyback Execution, Market Structure and Governance, Candor Partners Paper in review process 2026, available on request prior to publication.
7. UK Finance and DLA Piper, Value, Not Volume: Market disclosure in a digital world, September 2026