

OFFICIAL



Financial Reporting Council

Invitation to Tender (ITT) 2025

Literature review on the balance
between publicly-listed and privately-
held companies FRC2025-170

December 2025

The FRC does not accept any liability to any party for any loss, damage or costs howsoever arising, whether directly or indirectly, whether in contract, tort or otherwise from any action or decision taken (or not taken) as a result of any person relying on or otherwise using this document or arising from any omission from it.

© The Financial Reporting Council Limited 2025

The Financial Reporting Council Limited is a company limited by guarantee.

Registered in England number 2486368. Registered Office:

13th Floor, 1 Harbour Exchange Square, London, E14 9GE

Contents

	Page
1. Background	4
2. Project Requirements	5
3. Your tender response	8
4. Tender Process	11
5. Additional Information	14
6. Appendix	Error! Bookmark not defined.

1. Background

The Financial Reporting Council (FRC) regulates auditors, accountants and actuaries and sets the UK's Corporate Governance and Stewardship Codes. As the Competent Authority for audit in the UK, we set auditing and ethical standards and monitor and enforce audit quality.

The purpose of the FRC is to serve the public interest and support UK economic growth by upholding high standards of corporate governance, corporate reporting, audit and actuarial work.

The FRC's core objectives are: -



To deliver our objectives, the FRC work has four core dimensions.



Please see overleaf for information on this specific project / requirement.

2. Project Requirements

Purpose

The number of UK publicly-listed companies (PLCs) has fallen over the past decade. At the same time more companies are choosing to remain unlisted and financing their growth through private capital¹. The UK has become Europe's largest private-equity hub, and its leading venture capital market², both of which are funding privately held (non-listed) companies (PHCs).

As part of its ongoing market monitoring activities, the FRC is seeking research services to deliver a review of the leading expert literature to understand the scale, trajectory and international context of these changes. As well as potential implications which might arise.

This will include peer-reviewed academic research, as well as studies carried out with suitable rigour by professional bodies, industry organisations, and think tanks (grey literature).

The review should draw on literature from a range of relevant disciplines including, but not limited to: law, economics, political economy, business, public administration. It should be written to inform non-academic readers about the following:

- The leading analyses of evidence on these changes, including:
 - The scale, trajectory, and other relevant characteristics.
 - Views on what might happen next.
 - The international context from relevant jurisdiction(s).
 - The causes/drivers of the change and whether they are evolving over time, including evidence on how and why commercial entities choose between different potential sources of funding.
- Whether the literature provides any information relevant to understanding any potential impact on:
 - Our regulation, in particular the effect of shifts in sources of capital when combined with the existing policy landscape and legislative definitions which drive audit and corporate reporting requirements.
 - Any additional, relevant policy implications for us to consider.

Commented [LW1]: Latest thoughts from Miranda below. Many apologies in advance where this might be contrary to my previous comments and requires further work (or a return to what was originally drafted!)

Focus of the lit review should be on the nature of the shift that has happened from publicly listed to privately held companies to help inform FRC's policy development.

Interested in understanding what has happened in UK in terms of this shift and also what has happened globally - trends etc, and what might happen in future...

Interested in the perspective of commercial entities on how they seek funding and why

Will need to make clear what markets are of most interest/relevance to FRC - these include AIM

Interested in potential policy/regulatory implications/impact of the shift but may be that we have to add a lot of that detail ourselves given we will know best about FRC remit, relevant policy/reg developments for us etc. So lit review could provide raw evidence about the shift and we/FRC colleagues provide a policy/reg overlay

Commented [CR2R1]: @James Purn are you able to include refs to Laura's point "Will need to make clear what markets are of most interest/relevance to FRC - these include AIM", I suspect this might be best addressed under "scope review" section?

Commented [JP3R1]: @Chris Rogers done

¹ Financial Times, "London's IPO drought: Fund managers turn to private assets to ease pressure", 8 September 2025

² British Private Equity & Venture Capital Association (BVCA) Report on Investment Activity 2024

Scope overview

The review should be focussed on the UK but may also draw on literature that brings insights from other jurisdictions, where clearly relevant.

The markets in-scope for this research will include:

- London Stock Exchange (LSE) Main Market
- LSE Alternative Investment Market (AIM)
- Relevant markets of the Aquis exchange
- UK private-equity, venture capital, and private-credit markets

We may also include other UK debt and equity markets. This will be discussed with the successful research contractor once appointed.

Suggested approach

Methodology

- Search strategy: databases (e.g. JSTOR, SSRN, Web of Science, Scopus), policy portals, news archives.
- Literature:
 - Inclusion/exclusion criteria should include, but not be limited to: relevance to UK context, credibility/quality/reliability, publication date, citations (or equivalent).
 - Biases and perspectives to be identified, where present, but not by themselves to be criteria for exclusion.
- Analytical approach: thematic coding, comparative case analyses, cross-disciplinary comparison (gaps and/or contradictions), synthesis of findings.

Outputs

The outputs from this research project will be:

- Structured review: introduction, thematic sections, cross-disciplinary synthesis.
- Annotated bibliography, matrix table, equivalent that analytically maps sources by discipline, theme, and key takeaways.
- Summary of potential regulatory or policy implications.

Data/findings from the research may be referred to and quoted in published FRC documents (e.g. public consultation documents). The successful research contractors will be cited accordingly.

Liaison arrangements

The FRC team should be consulted on key decisions in the research design and its implementation. This will include regular project progress calls via Microsoft Teams and email updates.

Cost

Bidders should provide a fixed fee for the work, exclusive of VAT, inclusive of all expenses. Costs should be detailed in the Tender Response Documents in the format specified. No other costs should be charged on top of the fixed fee, unless the scope materially changes from what is set out / agreed. Changes to the scope / cost of the project must be mutually agreed.

The FRC does not anticipate tender bids over £40,000 excl. VAT and the amount agreed will be dependent on the approach outlined and the staff employed.

3. Your tender response

The proposal should be no more than 6 pages in total, excluding annexes, and include:

- A succinct summary of the proposal, including an estimated timeline of project milestones.
- Details of the proposed approach. This should include the extent and type of assistance from artificial intelligence that your approach would employ.
- Your team's transferrable experience of similar projects and relevant research capability.
- The arrangements to be put in place for managing this work and quality assuring outputs.
- A budget, including a breakdown of time and costs per activity, in line with the principal project objectives outlined above.
- Details of personnel what would comprise the project team, including their role for this project and their relevant experience.
- CVs for the project team should be included in an annex, along with any additional information about your organisation that you consider relevant.

Bids should identify any real, or potential for perceived, conflicts of interest.

4. Evaluation

Bids will be assessed against the following principal criteria:

	Weighting	Principal criteria
1	40%	The suitability of the approach (including methodology and management).
2	40%	Experience / relevant experience of the proposed personnel.
3	20%	Pricing / cost of your proposal.

Timelines

Date/Time	Activity
08/12/2025	Publication of the Invitation to Tender
12/12/2025 by 12noon	Supplier's Deadline to submit clarification questions
16/12/2025	FRC's Deadline for publication of responses to clarification questions FRC will endeavour to meet this deadline
16-01-2026 by 12.00noon	Deadline for supplier submission of tender to the FRC.
w/c 26/01/2026	Tender Outcome
02-02-2026	Contract commencement

High-level project timeline

Date	Deliverable / milestone
w/c 02-02-2026	Kick-off meeting
w/c 23-02-2026	Skeleton review structure/outline agreed
From 08-04-2026	First draft of outputs delivered; FRC review thereof
From 20-04-2026	Revisions of draft outputs (2 nd draft and review if needed)
w/c 04-05-2026	Final outputs delivered

Scoring approach

Bids will be scored on your ability to meet our requirements using the scoring approach: -

Score	Criteria for awarding score
0	Unacceptable Does not satisfy any part of the requirement. Does not comply with and/or insufficient information provided to demonstrate that the bidder has the ability, understanding, experience, skills, resource and quality measures required to provide the services, with little or no evidence to support the response.
25	Poor Satisfies only minor aspects of the requirement. Or can carry out some or all of the required services but not to a sufficient standard. Strong concerns over relevant ability, understanding, experience, skills, resource, and quality measures required to provide the services.
50	Fair Satisfies part of the requirement only, not the full requirement. Or can carry out all required services but not to a sufficient standard. Minor Concerns over relevant ability, understanding, experience, skills, resource, and quality measures required to provide the services.
75	Good Satisfies the requirement, with minor additional benefits. Supplier has the relevant ability, understanding, experience, skills, resource and quality measures required to provide the services, but the supplier has also provided relevant innovative methodology, or relevant added value services which will directly enhance the service required, giving minor additional benefit to FRC.
100	Excellent Satisfies the requirement, with major additional benefits. Supplier has the relevant ability, understanding, experience, skills, resource and quality measures required to provide the services, but the supplier has also provided relevant innovative methodology, or relevant added value services which will directly enhance the service required, giving major additional benefit to FRC.

5. Tender Process

Conduct

The tenderer must not communicate to any person the tender price, even approximately, before the date of the contract award other than to obtain, in strict confidence, a price for insurance required to submit the tender.

The tenderer must not try to obtain any information about any other person's tender or proposed tender before the date of the contract award.

The tenderer must not make any arrangements with any other person about whether or not they should tender, or about their tender price.

The tenderer must not offer any incentive to any member of FRC's staff for doing or refraining from doing any act in relation to the tender.

If the tenderer engages in any of the activities set out in this paragraph or if FRC considers the tenderer's behaviour is in any way unethical FRC reserves the right to disqualify the tenderer from the procurement.

The tenderer represents and warrants that a conflicts of interest check has been carried out, and that check revealed no conflicts of interest.

Where a conflict of interest exists or arises or may exist or arise during the procurement process or following contract award the tenderer must inform the FRC and submit proposals to avoid such conflicts. The successful supplier should be aware that the FRC's conflict of interest assessment is for the whole contract life / ongoing and input from the successful supplier may be required at key stages (such as when new information comes to light).

Tenderers must obtain for themselves at their own responsibility and expense all information necessary for the preparation of tenders. The FRC is not liable for any costs incurred by the tenderer as a result of the tendering procedure. Any work undertaken by the tenderer prior to the award of contract is a matter solely for the tenderer's own commercial judgement.

Tenderers must not undertake any publicity activity regarding the procurement within any section of the media.

Questions & Clarifications

Tenderers may raise questions or seek clarification regarding any aspect of this further competition at any time prior to the tender clarification deadline.

Tenderers may raise questions or seek clarification within the timeframe by sending questions to procurement@frc.org.uk in the following format.

Nature of query / clarification	Query / Clarification

FRC will not enter into exclusive discussions regarding the requirements of this ITT with tenderers.

To ensure that all tenderers have equal access to information regarding this tender opportunity, FRC will publish all its responses to questions raised by Tenderers on an anonymous basis.

Responses will be published in a questions and answers document to all Tenderers who have indicated that they wish to participate.

Due Diligence

While reasonable care has been taken in preparing the information in this ITT and any supporting documents, the information within the documents does not purport to be exhaustive nor has it been independently verified.

Neither FRC, nor its representatives, employees, agents or advisers:

- makes any representation or warranty, express or implied, as to the accuracy,
- reasonableness or completeness of the ITT and supporting documents; or
- Accepts any responsibility for the adequacy, accuracy or completeness of the information contained in the ITT and supporting documents nor shall any of them be liable for any loss or damage, other than in respect of fraudulent misrepresentation, arising as a result of reliance on such information or any subsequent communication.

It is the tenderer's sole responsibility to undertake such investigations and take such advice, including professional advice, as it considers appropriate in order to make decisions regarding the content of its tenders and in order to verify any information provided to it during the procurement process and to query any ambiguity, whether actual or potential.

It is a requirement that the successful supplier is not on the UK Governments debarment list with a mandatory exclusions, furthermore the supplier must (i) comply with all applicable laws and regulations including, without limitation, the Bribery Act 2010, the Equality Act 2010 and the Modern Slavery Act 2015; and (ii) in addition to any contractual requirement(s), inform the FRC immediately upon becoming aware of any event (including actual or threatened court proceedings) which may impact upon the reputation of the FRC, whether or not connected with the Supplies and/or Services.

Submitting a Tender

Tenderers must submit their tender response within the deadline to procurement@frc.org.uk.

Where a **Tender Response Template** is provided, potential providers must align their tender response with that format.

A Tender must remain valid and capable of acceptance by the Authority for a period of 90 days following the Tender Submission Deadline. A Tender with a shorter validity period may be rejected.

The FRC reserves the right to take up references. You may be required to provide references in the Tender Response Document / upon request. References must be relevant to the FRC requirement and in the last five years.

The Terms and Conditions will apply to this proposed Agreement are contained in the Tender Response document and should be accepted with no material changes.

Evaluation

FRC will award the contract on the basis of the tender which best meets the evaluation criteria aligned to the requirements.

Acceptance of Tender & Notification of Award

FRC reserves the right to amend, add to or withdraw all or any part of this ITT at any time during the procurement.

FRC reserves the right to reject your tender submission if there is a conflict of interest that cannot be managed / mitigated.

FRC shall not be under any obligation to accept the lowest price tender or any tender and reserves the right to accept such portion or portions as it may decide, unless the tenderer includes a formal statement to the contrary in the tender. FRC also reserves the right to award more than one contract to fulfil the requirement.

The tenderer will be notified of the outcome of the tender submission at the earliest possible time.

Where the procurement process is subject to EU public procurement directives, a minimum standstill period of 10 calendar days will apply between communicating the award decision electronically to tenderers and awarding the contract.

Nothing in the documentation provided by FRC to the tenderer during this procurement or any communication between the tenderer and FRC or FRC's representatives, employees, agents or advisers shall be taken as constituting an offer to contract or a contract. No tender will be deemed to have been formally accepted until the successful tenderer has received a formal contract award letter from FRC.

6. Additional Information

- Please use the Tender Response Document for your tender submission.
- Terms and Conditions - [Short Form Contract - Word v1.5A 2025 1 .docx](#)

OFFICIAL



Financial Reporting Council

**Financial
Reporting Council**

London office:

13th Floor, 1 Harbour
Exchange Square,
London, E14 9GE

Birmingham office:

5th Floor, 3 Arena
Central, Bridge Street,
Birmingham, B1 2AX
+44 (0)20 7492 2300

www.frc.org.uk

Follow us on
LinkedIn