

# An Introduction to Prism Cosec



**PRISM**  
COSEC

Prism Cosec provides corporate governance and company secretarial services to quoted and unquoted companies seeking to operate UK governance standards. We can help both UK and international companies establish and maintain best practice corporate governance policies and systems.

## What does Prism do?

We provide a unique corporate governance and company secretarial service to companies, whether planning for an IPO, supplying a fully outsourced company secretarial service or simply providing additional professional help at a critical time.

We assist Main Market and AIM companies, companies planning to float/IPO and complex private groups. We have global experience across a number of international stock markets and a variety of domiciles and we have a strong record in working with companies from emerging markets.

The Prism team draws its experience from working within AIM-quoted and Main Market-listed companies and is committed to combining pragmatism with technical excellence. As well as helping companies implement and manage the processes and policies that underpin a corporate governance system, we are in regular dialogue with policy makers and standard setters who shape the UK's regulatory and corporate governance framework.

## Main Market Services

Our experience and knowledge of the regulatory and corporate governance issues facing Main Market companies means we are well placed to provide integrated company secretarial support whether that involves a fully sub-contracted service, ad hoc project work or simply counselling a new appointee.

Collaborating closely with their existing advisers, our aim is to mentor and assist clients with the implementation of the law and best practice codes whilst taking account of their corporate context and objectives. Our services include:

- **Regulatory compliance:** offering practical advice and conducting project work to manage the company's obligations with respect to the UK Corporate Governance Code, the UK Companies Act 2006 (where appropriate), and the London Stock Exchange and Financial Services Authority rules. We have extensive experience designing and reviewing corporate policies, such as concerning share dealing codes, insider information and related parties procedures.
- **Listing and dual-listing activity:** IPO planning services for a Main Market Listing in London, and/or other jurisdictions. We have experience covering a variety of international capital markets, such as Canada, Hong Kong and Mexico. See the 'Global Services' section below for further information.
- **Board and committee support:** implementing and managing Board and committee processes and procedures, including preparing agendas and drafting board papers and corporate governance advice.
- **Shareholder services:** including the production of the Annual Report and Accounts, drafting the circular, supervising the annual general meeting and marshalling the dividend process. We can also provide advice and assistance with share scheme and LTIP administration.
- **Corporate social responsibility:** providing reporting and compliance advice.

## AIM Services

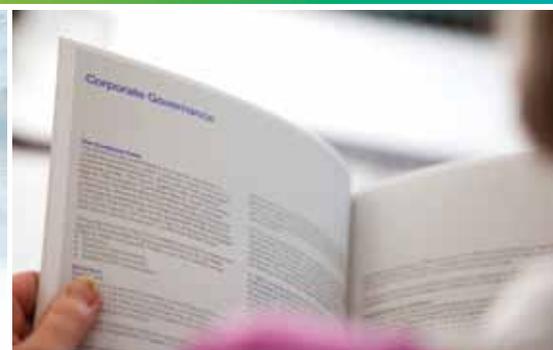
Whilst not subject to the FSA Listing Rules, AIM companies must still have a rigorous approach to the London Stock Exchange's AIM Rules, corporate governance, the Companies Act 2006 (where appropriate) and elements of European law (Disclosure and Transparency Rules).

We provide a tailored service to AIM companies, depending on the size of the company, its best practice needs/ambitions and the budget available. We can help save on Company Secretarial costs, whilst still reducing any business risk from non-compliance. Our work can include:

- Ensuring compliance with the London Stock Exchange's AIM rules (including Rule 26).
- Board and committee meeting process design and management.
- Annual Report production and AGM project management.
- Management of share schemes.
- Statutory and regulatory compliance monitoring.

## Prism maintains an international professional advice network

- Lawyers
- Corporate Broker and/or Sponsor
- Investor Relations
- Regulators and standards setters
- International adviser network
- London Stock Exchange



## Global Services

Prism Cossec offers a suite of global corporate governance services tailored for international companies whether simply wishing to apply internationally-recognised standards of corporate governance standards in the local jurisdiction, or as a means to access the UK stock markets through an IPO.

Whether planning to float in London, or implement best practice locally, we work closely with existing advisers to tailor our services from project-based support to providing a full subcontracted secretariat service. Particular areas where we can assist international companies might include:

- **IPO services:** working with the IPO team to establish corporate governance and company secretarial policies and procedures as part of a flotation process. Our knowledge allows us to place the UK regime into context for the Board and senior management of an international company, helping them to acclimatise to the capital markets culture in London.
- **Premium Listed companies:** helping Premium Listed companies with their particular regulatory and corporate governance requirements, including establishing and managing the policy and processes concerning the share dealing code, the production of Insider Lists, maintenance of Related Party and Directors' conflicts of interests processes.

- **Standard Listed Companies:** helping companies with a Standard Listing of shares or global depository receipts (GDRs) to comply with the FSA Disclosure and Transparency Rules concerning corporate governance, internal controls and risk management systems and statements.
- **Best practice advice:** for international companies simply wishing to apply UK standards of corporate governance, we can offer advice to help implement a corporate governance programme tailored to the company's requirements and corporate jurisdiction.

## Other services for companies

In addition to the services described above, we can supply project-based assistance in areas such as:

- **Company secretarial services in connection with capital-raising, corporate restructuring or tax-driven events:** providing additional resource with the requisite knowledge and experience for the project.
- **Joint ventures:** providing the associated company secretarial services.
- **Subsidiary rationalisation:** rationalising corporate structures to reduce both the associated cost and risk.
- **Temporary cover:** covering the gap while a new Company Secretary is recruited.
- **Mentoring:** for a Company Secretary while they establish themselves in a new role.

## Why is Prism different?

Prism Cossec is unique among other company secretarial practices:

<b>Senior people</b>	<ul style="list-style-type: none"> <li>→ Senior company secretarial/corporate governance professionals.</li> <li>→ Extensive project management skills.</li> <li>→ Comfortable working at Board level.</li> </ul>
<b>Technical excellence</b>	<ul style="list-style-type: none"> <li>→ Direct experience of working within large international quoted companies.</li> <li>→ Knowledge extends across UK stock markets (Main Market and AIM) as well as international capital markets.</li> <li>→ Contribute to shaping policy with regulators and standard setters.</li> </ul>
<b>International market experience</b>	<ul style="list-style-type: none"> <li>→ Experience with international companies, particularly in emerging markets.</li> <li>→ Understand cultural sensitivities to help international companies implement corporate governance systems.</li> </ul>
<b>Well-connected</b>	<ul style="list-style-type: none"> <li>→ Access to a wide, international professional network of advisers.</li> </ul>
<b>Service flexibility</b>	<ul style="list-style-type: none"> <li>→ Project-based, ad hoc or regular outsourced.</li> <li>→ Tailored to corporate ambitions and budgets.</li> <li>→ Work standalone or support existing secretariat.</li> </ul>
<b>Adviser collaboration</b>	<ul style="list-style-type: none"> <li>→ Work closely with company lawyers, investor relations and auditors.</li> <li>→ Provide co-ordinated, not isolated advice.</li> </ul>

## Prism works with companies all over the world



### Countries of client incorporation

England & Wales  
Isle of Man  
Jersey  
Canada  
Australia  
Luxembourg  
Mauritius  
Switzerland

### Exchanges on which clients floated

London  
Hong Kong  
South Africa  
Toronto  
Australia  
Kazakhstan  
Mexico  
India

## Promoting Excellence in Governance

**Prism Cossec is a team of highly experienced company secretarial and corporate governance practitioners. We help UK and international companies establish and maintain excellent standards of corporate governance.**

## Contact Prism Cossec

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