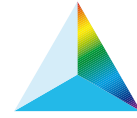


What we can do for International Companies



PRISM
COSEC

London, with its world-renowned financial markets, attracts international companies who use the UK as a base in which to trade and raise capital. A key aspect of London's appeal is its regulatory regime which promotes best practice but pragmatic corporate governance which, in turn, gives assurance to investors. International companies who wish to raise capital through the London Stock Exchange can do so in a variety of ways.

Global depository receipts

Global Depository Receipts (GDRs) are negotiable instruments used by international companies, particularly from emerging markets, as a way to access international investors. GDRs listed on the London Stock Exchange are subject to parts of the UK Listing Authority's Listing Rules and Disclosure and Transparency Rules.

Depository interests

Non-UK issuers can use depository interests (DIs) to allow them to trade their shares electronically through CREST. Companies using DIs have a choice of markets on which to list including the Main Market and AIM. Accordingly their governance and compliance requirements will differ depending on the type of listing.

Non-resident UK tax groups with a UK PLC

Some international companies chose to have a UK PLC as their vehicle for listing shares but are resident for trading outside of the UK. These companies may also chose from a number of different listing routes including listing on the London Stock Exchange's Main Market or AIM.

Whichever route is chosen Prism Cossec can provide a tailored service geared to our clients' needs in meeting the requirements of the London market. We have a successful track record of working with overseas companies particularly from emerging markets often with a multi-jurisdiction structure. Building on this experience Prism Cossec is uniquely placed

to understand the cultural sensitivities and requirements of international companies whilst helping them to implement corporate governance systems.

The Prism Cossec offer

The services that Prism Cossec can provide may be selected to suit the compliance and governance needs of the individual company. These may include:

- **Listing requirements compliance** – practical assistance with preparing a prospectus or listing particulars for submission to the UK Listing Authority (UKLA).
- **Continuing obligations** – advising on compliance with the UKLA's Disclosure and Transparency Rules, Listing Rules and the Combined Code of Corporate Governance. Where local corporate governance requirements apply, carrying out a review against the Combined Code and liaising with local advisers on how these augment legal obligations in the home jurisdiction. Development of information disclosure procedures and communication policies, production of insider policies including use of Insider Lists.
- **Production of Annual Report and Accounts** – the full range of project management skills that are required to produce a top quality Annual Report including overseeing the production and printing process, liaising with advisers and drafting compliance reports including the Directors',

Remuneration and Corporate Governance Reports. We can advise on UK regulations and their interaction with local governance requirements.

- **Corporate Social Responsibility (CSR) Reporting** – with the increasing emphasis on social, ethical, environmental and community matters in corporate reporting we can help formulate CSR policies and advise on best practice reporting.
- **Board, Committee and Corporate Governance procedures** – assistance setting up board and committee structures, drafting terms of reference, advising on agenda items and taking minutes of the meetings. Development of best practice procedures in relation to corporate governance including drafting business ethics and corporate governance policies. We can advise on the balance between the Board and its executive management who may operate and be subject to the requirements of different jurisdictions.
- **Annual General Meeting** – where the parent company is incorporated in the UK we can provide project management services for the annual general meeting including venue selection, drafting the notice, proxy forms and Chairman's script, preparation of board briefing packs, liaison with the company's registrars and Companies House filings. For companies incorporated outside the UK we can use these project skills in-conjunction with local advisers and UK agents.

Call us on: +44 (0)20 3008 6445
or visit us at www.prismcosec.com

