



Specialist Corporate Governance Services

Professional  
Company Secretarial  
support

# We'll help you stay on top of your obligations

The Specialist Corporate Governance team at Vistra has been created specifically to attend to the needs of those companies with complex corporate governance structures. All members of the team are experts in the company secretarial and corporate governance fields, with many years of experience and either ICSCA qualified or well on their way towards qualification.

Whether your company is regulated by the FCA, PRA or other industry regulator, listed on the main market or quoted on AIM, or requires professional minute-taking expertise at your board and committee meetings, you will be swamped with a raft of rules, regulations and guidelines. Whatever governance challenges you're facing, we are well placed to provide you with timely and professional advice on your company's obligations. We've worked with many companies helping them (and their advisers, registrars and auditors) navigate their complicated corporate governance structures.

We will help you keep on top of everything from the Companies Act, the Listing, Prospectus, Disclosure Guidance and Transparency Rules and the AIM Rules to the QCA and/or the UK Corporate Governance Code. We can also guide you in taking account of shareholder engagement and investor guidelines.

# A service built around you

We offer an array of specialist corporate governance services that can be tailored to your organisation and your particular needs. Our experts can help you take care of every aspect of corporate compliance from board and committee meeting support, to preparing the Annual Report.

And because we appreciate that no two businesses are the same, we tailor our services depending on the size, structure and industry sector of your company, as well as its shareholder base. Take your pick from the services that suit you.

**The Specialist Corporate Governance team is here to provide the support you need.**

## Case study

An ambitious investment holding company registered in Bermuda with a premium listing on the London Stock Exchange, Worldsec Limited (Worldsec) turned to Vistra for its company secretarial requirements and continuing corporate governance obligations.

Following a number of initial meetings, Vistra was able to identify Worldsec's specific requirements and put in place a dedicated team with the right skillset and expertise to complement the company's senior team and its desired outcomes.

Vistra's role includes:

- Delivering robust, end-to-end compliance, including interpretation of the Listing, Prospectus, Disclosure Guidance and Transparency Rules and the London Stock Exchange Admission and Disclosure rules
- Advising on and coordinating the release of RNS announcements
- Ensuring that the Directors have access to dedicated and focused specialist resource
- Providing advisory and minute-taking support at Board, committee and general meetings
- Advising on any changes in legislation that are applicable to the client.

# Our services

You'll benefit from a tailor-made approach that is simple, effective and easy to implement and account for. Plus, we can work remotely or in-house – whatever works best for you.

## ✓ Advice and guidance

We'll help you make sense of and implement the LPDT Rules, AIM Rules, the Companies Act(s), and any corporate governance best practice guidelines relevant to your organisation.

## ✓ Company secretary

Appointing a corporate body to hold office as Company Secretary gives you the advantage of enabling more than one qualified person to represent the company. It's a flexible approach that you'll soon appreciate – plus you'll have access to a more extensive knowledge base than might otherwise be the case.

Public companies may appoint a corporate body as Company Secretary, provided the directors are confident that the body has the requisite knowledge to perform this role. Naturally, we can more than satisfy this requirement.

## ✓ Board and committee meeting support

This vital service involves the circulation of meeting papers, attendance at board and committee meetings, advising on good meeting conduct, reviewing the content and application of matters reserved to boards and committee terms of reference, and preparing and circulating minutes and action points arising from meetings. We can provide a professional, qualified and experienced minute-taker to focus on the minutes whilst you focus on the meeting.

## ✓ Regulatory announcements

Let us take care of the preparation, coordination and release of regulatory announcements on behalf of the company using the UK's leading service for regulatory new announcements, RNS Submit.

## ✓ AGM support

The AGM is a crucial time for Company Secretaries of listed companies and can place immense strain on the in-house team. We can provide assistance throughout and project-manage the entire AGM process, including drafting and reviewing the notice and associated documents, managing the despatch of communications to shareholders, providing an 'extra pair of hands' on the day itself, minuting and recording proceedings, and coordinating any post-AGM announcements and filings.

Alternatively, we can help ease your burden by taking care of the day-to-day company secretarial compliance while your Company Secretary focuses on the AGM.

## ✓ Nomads and corporate brokers

We are well placed to provide Nomads and corporate brokers with a professional, compliant and cost-effective company secretarial solution for their clients.

## ✓ Annual Report

When it comes to drafting the Annual Report, we can offer hands-on assistance and practical support. We can assist listed companies in drafting the necessary narrative sections, assessing compliance against an array of regulations, and advising on best practice.

## ✓ Health checks

Corporate governance is what we do best, so a health check by one of our company secretarial specialists will ensure your governance arrangements and processes don't hold your business back. This would typically include an audit of a company's existing corporate governance policies, systems and procedures to identify where improvements can be made. We'll make recommendations for change and draft and implement the resulting policies and procedures into a robust corporate governance framework.

## ✓ Board reviews

An effective board is a crucial factor in an organisation's business success and conducting an open and honest board evaluation is an opportunity for a company to review and improve its performance. We can help boards and committees measure their effectiveness through our objective and impartial board evaluation service. This can also include assisting in the induction of new directors and regular training for the Board as a whole.

## ✓ Flexible support

Absences such as maternity leave or long-term sickness can place pressure on human resources. So if you're looking for in-house or remote support that you can trust, look no further. We can either help existing teams with a specific project or simply step in to reduce a heavy workload.



The visit to our offices by the Vistra Corporate Law team to review our company secretarial procedures was helpful and friendly. The subsequent report covering the Plc and its subsidiaries and related management companies has been very useful.



Richard Ellis, Director of Legal Services  
Telford Homes Plc

# When it comes to corporate compliance, you can count on Vistra

VISTRA is one of the world's leading corporate service providers, making it the first global corporate service provider with the unique capability of providing integrated legal solution to its clients. VISTRA provide trust, fiduciary and fund administration services to a global client base. VISTRA employ 4,000 professionals in over 80 cities across 46 jurisdictions throughout the Americas, Europe (including the UK), Middle East and Pan Asia Pacific.

## Get in touch



**Daniel Murray LLB (Hons) ACIS**  
Associate Director  
Vistra Corporate Law  
T: +44 (0)117 918 1383  
E: daniel.murray@vistra.com



**Adrian Brown**  
Associate Director  
Vistra Limited  
T: +44 (0)20 7400 3304  
E: adrian.brown@vistra.com



**Carmen Stevens**  
Assistant Manager  
Vistra Corporate Law  
T: +44 (0)117 918 1342  
E: carmen.stevens@vistra.com



**Claire Jackson**  
Manager  
Vistra Corporate Law  
T: +44 (0)117 918 1232  
E: claire.jackson@vistra.com

Keep your finger on the pulse with our quarterly corporate governance update. Register to receive our updates every quarter. Also available to download from our website:

[www.vistra.com](http://www.vistra.com)

