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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.

PRISM
COSEC



Introduction

Prism Cossec provides corporate governance and company secretarial services to quoted and unquoted companies seeking to operate UK governance standards.

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 with their ongoing governance requirements, 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. More recently, we have built on our broad experience in the boardroom and offer board evaluation, director training and mentoring services for company secretaries.

Many of Prism Cossec's team are Chartered Secretaries with strong in-house experience at senior levels in FTSE 350 listed companies. Having such an extensive level of practical experience enables us to hit the ground running on client projects and provide very proactive and practical advice. The Prism team draws its experience from working within AIM-quoted and Main Market-listed companies, and from its track record of dealing with annual compliance matters, and is committed to combining pragmatism with technical excellence.

We can help UK and international companies establish and maintain best practice corporate governance policies and systems.

Prism Cossec is a company secretarial and corporate governance practice.

We are a team of highly experienced company secretarial professionals with a strong reputation for competency and an ethos for proactivity

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), the London Stock Exchange and Financial Conduct Authority rules and the EU Market Abuse Regulation. We have extensive experience designing and reviewing corporate policies, such as 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.
- **Board and committee support:** implementing and managing board and committee processes and procedures, including preparing agendas and drafting board papers, attending meetings and corporate governance advice
- **Shareholder services:** including the production of the Annual Report and Accounts, drafting the AGM 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 FCA 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 (the EU Market Abuse Regulation and 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

Entity Management

Many of our clients choose to engage us to assume responsibility for their routine regulatory compliance. We can provide the entire range of routine Company Secretarial processes from incorporation to strike off. We act as named company secretary for numerous companies, provide registered office address and mail forwarding facilities to over 200 companies, and can provide assistance in projects such as group reorganisations, subsidiary reductions, reductions of capital and own share purchases.

We have a proven track record of dealing with annual compliance matters, and ensuring that all filings are prepared and reviewed in good time prior to filing deadlines, making us a first choice as a trusted outsource partner.

Our fully outsourced company secretarial function includes, but is not limited to:

- Maintaining and updating statutory books and records on dedicated software
- Filing of all forms and returns with Companies House
- Preparing notices, minutes and resolutions
- Providing statutory information to and responding to queries from directors, auditors and advisers as required
- Keeping you informed of changes in company law, corporate governance and company secretarial best practice.

Prism Boardroom

The following services can be provided to company boards and secretaries:

- **Director training:** updates for PLC boards and subsidiary companies
- **Board evaluation:** providing assistance to company secretaries running an internal exercise or providing a full independent exercise, whether questionnaire or internet based or a combination of the two
- **Departmental audit:** reviewing existing company secretarial functions and advising on development or restructuring options particularly through organisational change
- **Temporary cover:** covering the gap while a new Company Secretary is recruited
- **Mentoring:** for a new Company Secretary while they establish themselves in a new role

The Prism Boardroom suite of services utilises the experience of our team of senior chartered secretaries who, between them, offer over 200 years of experience on the boards of listed companies.

Using our knowledge of listed company boardrooms and company secretariats, we offer impartial advice to help boards, individual directors and company secretaries become more effective.

People Solutions

Interim cover prevents you from being under resourced and guarantees a smooth transition between staff resignations and new appointments.

We have a well-established record of providing in-house support at listed UK companies as well as large private limited companies. Whether providing additional resource to the existing company secretarial team during periods of peak workflow, specialised expertise on projects, IPOs, or takeovers, or interim cover for staff on extended leave or during a recruitment drive, our service provides a cost-effective solution, without the expensive fees associated with agency recruitment or the considerable costs of a permanent placement.