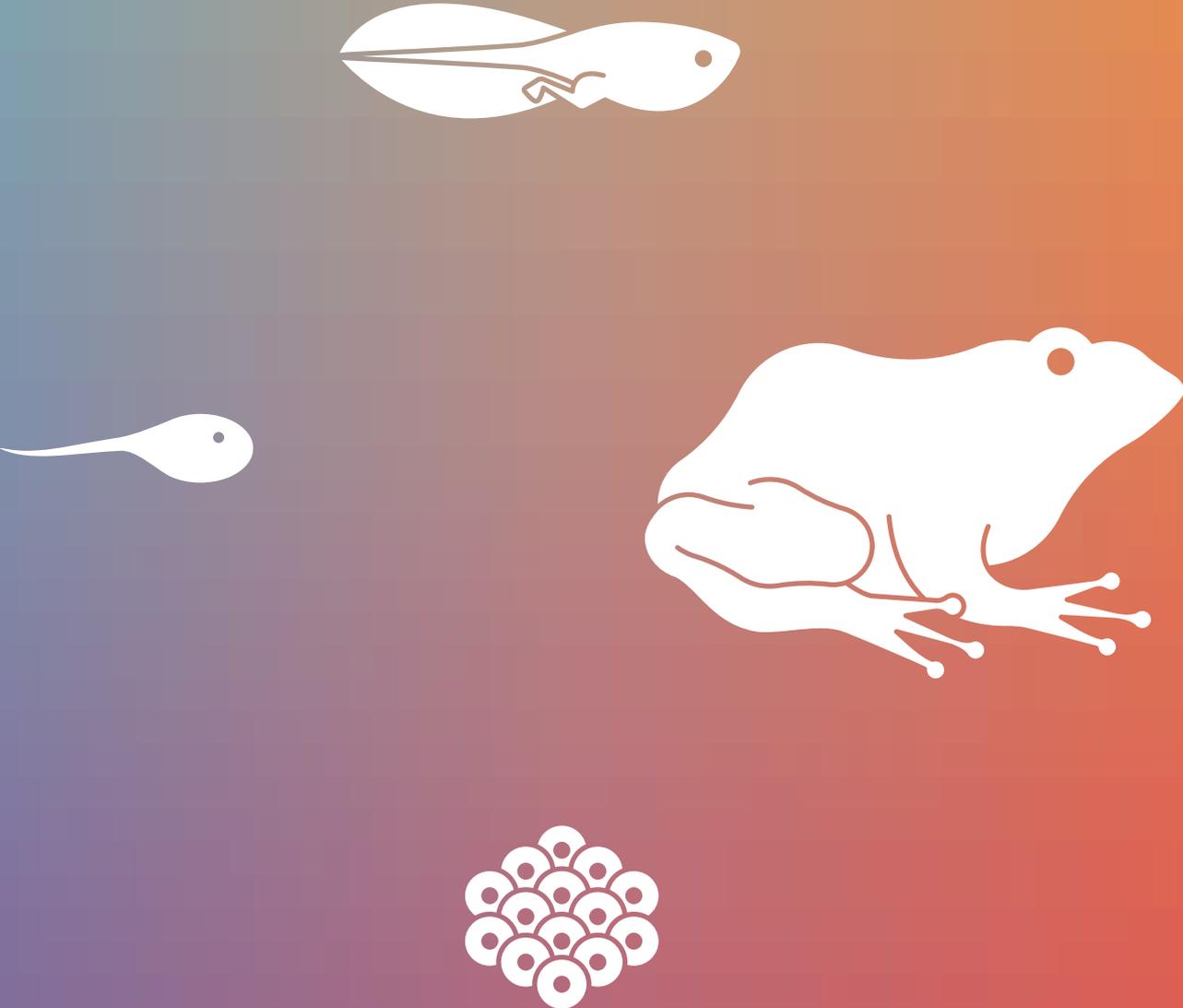


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# Governance and Secretarial Services

High quality governance support  
throughout a company's life cycle

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# Governance and Secretarial Services

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Elemental CoSec provides professional governance and secretarial services to companies seeking to attain excellent governance standards. Comprising solicitors, chartered secretaries and other governance professionals, we help organisations establish and maintain compliant and best practice corporate governance systems.

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## How is Elemental CoSec different?

Unlike other company secretarial firms, we provide genuine governance support that goes beyond mere compliance. We provide you with our years of experience and expertise, helping you to improve your governance standards.

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### Experienced

We provide bespoke, expert and tailored support to listed and unlisted companies. Our people draw on many years of experience working with FTSE, AIM and private organisations to provide knowledgeable and pragmatic advice.

### Specialists

One of our team who specialises in your sector or industry will work closely with you and be your primary point of contact. This provides you with the support you need to truly add value. As required, they are also able to draw on the support of the rest of our team and their specialist knowledge; providing you with a truly comprehensive service.

### Innovative

We provide what we believe is a unique governance and secretarial offering. Not just an outsourced compliance service, but true board and governance support bringing together market expertise and independent insight to help improve stakeholder value.

# Corporate Governance Life Cycle



## How we can help with IPO/Admission

- Terms of reference
- Establishing board procedures

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# Investor Backed Private Company

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## Your needs

As a private company backed by external investors (often Private Equity or Venture Capital) you need to operate to a higher standard than most.

You will have various reporting requirements to your investors and potentially 'investor directors' on the board, with their inherent conflicts of interest and limited knowledge of the day-to-day business.

A robust governance regime is critical to satisfy the needs of your stakeholders and also to protect the interests of the investor directors who have the same responsibilities and liabilities as executive directors. Elemental CoSec are skilled in assisting companies in improving and managing sophisticated governance regimes that focus on stakeholder value.

### Example Services

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- Board and Committee Support
- Non-Executive Director training
- Governance advice
- Company health check
- Company law advice

## Case study

### The Challenge

A manufacturing company that had grown dramatically over the previous five years. Its need for capital, had resulted in a diverse shareholder base including two private equity investors and multiple angel and employee shareholders.

During the growth stage the focus had been on development of the product and sales, but the investors were now insisting on better governance procedures to help manage risk, govern the future direction of the company and protect their investment.

### Our Solution

Initially we undertake a review of the shareholders' agreement, employee share scheme and existing board structure. We are then able to put in place an annual timetable for the board and a structure to help streamline the governance process.

Once the board process is improved, a risk committee can be set up to focus on this key concern, helping to protect the interests of all those involved in the business.

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# Multi-Stakeholder Organisation

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## Your needs

The flexibility afforded private companies, allows the balancing of the interests of many different stakeholders. Balancing these interests often not only requires that the company is governed well, but that it is transparent in how it manages this process.

Every company is different, but common stakeholders include external investors; a statutory regulator, finance providers, employee stakeholders, as well as key suppliers or customers.

Elemental CoSec can help establish the necessary governance structures, administer them going forward and be in place for when issues arise or grievances are aired by stakeholders.

### Example Services

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- Board and Committee Support
- Non-Executive Director training
- Governance advice
- Company health check
- Company law advice

## Case study

### The Challenge

A private financial services company, with a complicated corporate and committee structure. The group had experienced executive directors and recently appointed independent directors but suffered from a lack of central governance and company secretarial experience.

The group needed to establish a clear and demonstrable governance process to balance the interests of the policy-holders, the regulator, the parent company and the directors.

### Our Solution

Our independent and expert insight helps the business to rationalise and streamline its decision-making structure. Allowing the directors to focus on the appropriate matters at meetings.

Our flexible board support also means that the business has an auditable record of decisions at a reasonable cost.

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# Smaller Traded PLC

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## Your needs

As a company traded on AIM, ISDX (previously PLUS) or a similar exchange you need to comply with company law, the exchange's rules, relevant governance codes (such as the QCA Code) and a myriad of investor guidelines.

You need the expertise and knowledge of a company secretary who understands the needs and requirements of a public company without the cost of a full head count. Your stakeholders expect you to comply with the appropriate corporate governance rules whilst also keeping your costs to a minimum.

Our team has extensive experience of advising UK companies traded on AIM and exchanges such as ISDX and the GXG. We can provide flexible company secretarial support, focused around your specific needs.

### Example Services

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- Listing Services
- Terms of reference
- Board and committee support
- Regulatory compliance
- Interim CoSec support
- AGM Management
- QCA Code Compliance

## Case study

### The Challenge

A natural resources company traded on AIM and headquartered in Africa. Management were experienced in their sector but had little knowledge of UK corporate governance standards or market requirements.

There was a disconnect between the standards that the business aspired to and the culture and working practices of the company.

### Our Solution

The company was aspiring to the highest corporate governance standards, such as the UK Corporate Governance Code, but not meeting the requirements. By switching to the QCA Code, which is focused on smaller companies, and concentrating on the key governance requirements, the business is able to gradually adapt and improve its governance culture in a sensible way.

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# Large Listed PLC

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## Your needs

As a company listed on the Main Market of the London Stock Exchange, you need to comply with some of the highest corporate governance standards in the world.

With ever increasing global competition for investor funds, companies need to focus on building long term relationships with their shareholders, to deliver the maximum benefit of a public listing.

You will likely have an established and skilled secretariat team that understands your business. Elemental CoSec can help augment your existing capabilities with specialised, expert support or just extra resource, as required.

### Example Services

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- Project Work
- Interim company secretarial support
- Governance Advice
- AGM Management
- UK Corporate Governance Code and Listing Rule Compliance

## Case study

### The Challenge

A FTSE 250 company with approximately 150 subsidiaries that were proving a considerable compliance burden to the secretariat division.

As with other parts of the business, the secretariat team was under pressure to keep its costs and headcount down. Although, rationalising the subsidiaries would reduce costs, the team didn't have the resource to complete the task.

### Our Solution

We are able to provide skilled extra resource for an over-stretched secretariat when required. By linking the cost to a clear and demonstrable benefit, the company secretary can obtain the resource needed to deliver long term cost savings.

