

Services

Our services cover all aspects of managing a corporate head office. The services we provide to you will be exactly what you require whether you wish us to handle all or just some aspects of your corporate affairs. In all cases, you will be dealing with people who understand what you wish to achieve, with the same passion for your company as you.

The main areas our services cover are:

Corporate and Board Administration: Whether you need a Company Secretary to supplement your management team, or assistance to enable you to concentrate on your core business activities, our approach is the same, practical advice and proactive implementation backed up by in-depth expertise and extensive experience.

Finance and Accounting: From financial management and accounting to the production of a glossy Annual Report, accuracy, efficiency and delivery are the principles we live by.

Stock Exchange: Having knowledge of the rules applicable to a public company is one thing. Implementing these in any particular company is quite another. That is where we come in - working alongside you - with both a thorough knowledge of the rules and an understanding of how they should be implemented in your company.

Corporate Governance and Compliance: Put simply, corporate governance should be about running a company well. Our approach is to make sure that the internal and external codes applicable to your company work to this simple end.

Special Projects: From managing the corporate aspects of a major transaction, to organising the logistics of a strategy meeting, our unique approach, working as part of your team, ensures that your aims and objectives become our aims and objectives.



Corporate and Board Administration

Our services cover all aspects of Corporate and Board administration. We can either provide you with a highly experienced Company Secretary to handle these for you, or assist your management with them. In which ever way we work with you, we will add real value to your business through years of experience working as part of management teams both in the UK and overseas.

Boards and Board Committees: For us, company secretarial work is not only filling in a few forms. We work closely with Chairmen, Directors and Management, to ensure that Board processes run as smoothly and productively as possible. This enables them to concentrate on the operation and future of their business.



For example, for Board and Committee meetings we ensure:

- thorough preparation with appropriate papers for meetings
- practical on the spot advice, and
- accurate recording and following-up of decisions.

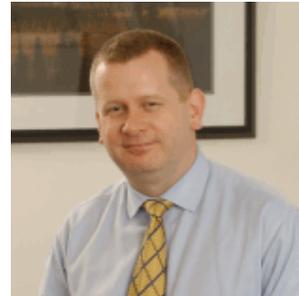
This includes prompt preparation of minutes which, for us, are not simply notes of a meeting, but are both management tools and potential due diligence documents.

Corporate and Board Administration

Shareholders: Administering shareholder matters ranges from maintaining the share and loan note registers of a private company, to handling a hotly contested Extraordinary General Meeting of a public company. We have experienced personnel and specialist software to ensure that whatever assistance you require, we have the right solution for you.

Analysing Share Registers: For example, for public companies, we take the share register and analyse the nominee share holdings into beneficial owners. This enables directors to track the ownership of, and interest in, their company, and react accordingly in dealings with fund managers.

AGMs and EGMs: For shareholder meetings, we not only prepare notices and any accompanying circular, we also ensure that your Board is fully briefed with a clear script so that even the most difficult meetings run as smoothly and successfully as possible.



**Tony Hunter
who leads our
corporate function**

Transaction Support: In public or private **corporate transactions**, our unique proactive "in-house" approach makes sure that the right information is in the right place at the right time. This, combined with our knowledge of what works and what doesn't, means that shareholder matters run as smoothly as possible. Whether putting together a shareholder circular, or monitoring and following-up responses from shareholders, we proactively drive to achieve the desired result.

Corporate and Board Administration

Share and Option Schemes: Implementation of share and option schemes can sometimes seem complex and require the production of significant amounts of documentation. Our systems in these important areas enable us to handle these for you efficiently, without fuss, and taking account of the recipient's interests as well as the company's. This helps ensure that the share awards achieve their full motivational effect.

Annual Reports and Accounts: From helping to write the Chairman's Statement for a glossy public company Annual Report, to the company secretarial aspects of private company statutory accounts, we can take care of matters for you. When we prepare content for publication, we have one eye on the relevant rules, and the other on the intended audience (not easy when concentrating on what is appearing on the page!). We can also handle all the **financial aspects** of Annual Reports and Accounts as well.

Corporate Records: We not only maintain corporate records for companies. We use specialist software to ensure these are easily accessible to all who require access to them. We handle all Companies House filings, generally electronically. We ensure that those who do not have a right to information are prevented from accessing it. Our public company heritage and continued practices for all our clients mean that confidentiality of, and security for, our clients information are paramount at all times.



**Catherine Eamshaw
who handles
share and option
scheme administration
and compliance matters**

Finance and Accounting

We fill the finance skill and resource gaps that companies find arise from time to time, either because of where they are in the company's development cycle, or due to a confluence of events which puts the incumbent team under particular pressure. We provide the full range of financial and accounting services found in a corporate head office, further details of which are given below.

Financial Reporting: We can undertake the full process to produce the financial statements for public or private companies, or step in at any point to assist. This covers everything from drafting the financial statements, through their audit to their issue.



Financial Statements: In producing the draft financial statements we:

- agree and issue the group reporting timetable, instructions and reporting packs to subsidiaries;
- prepare the consolidated numbers, under either UK GAAP or IFRS;
- draft the financial statements including the Directors' Report, Directors' Remuneration Report, Statement of Corporate Governance and the Operating Financial Review, as appropriate.

Audit Management: We can manage the group audit process and be the principal contact point to resolve any matters arising. We are then in a position to prepare and, if appropriate, present the report to the Audit Committee, or the Board, in accordance with the established timetable and procedures of the company concerned.

Public Reporting: We can also prepare the earnings release for public companies and co-ordinate the design, printing and distribution of the Annual Report to shareholders.

Finance and Accounting

Financial Administration: We can maintain the financial records and undertake the financial administration of your head office companies. This not only involves the daily book keeping but also an authorising signatory service, cash flow forecasting and VAT and Intrastat returns. In addition, we are able to manage the payroll and benefits associated with the employees and directors of these companies. Naturally, the associated Inland Revenue monthly and annual reports are included.

We can also assist your operational companies with their accounting and financial administration.

Management Reporting: We can co-ordinate the monthly management reporting and prepare the consolidated management accounts. In doing so we will work with key management personnel to bring together incisive commentary on the results and issues raised by these for the Board to focus on.

Treasury: To maximise interest income or minimise interest expense we can manage the cash resources of your company within established treasury guidelines. This includes the generation of cash flow forecasts necessary to achieve this. Additionally, we can monitor your borrowing levels and report against covenant or borrowing criteria and limits.

Taxation: As part of our accounting service for a company we undertake all the PAYE and VAT reporting associated with it. In other cases where additional tax expertise is required, we work with your corporate tax advisers and assist them in the preparation of the annual tax return and answering subsequent queries that may arise from the Inland Revenue.



Tim Evans
who leads our
finance function

Corporate Governance and Compliance

Corporate governance and compliance issues apply to all companies, both public and private, to some degree. We use our knowledge of the rules and of the individual company to advise upon and implement them in the way most appropriate to that company.

Stock Exchange: We not only advise on the Listing, Disclosure and AIM Rules and requirements. We can actually carry out the work necessary to implement them in your company. We can handle your regulatory announcements. Where the rules require procedures to be put in place, we can look after or assist you with this.

Public Company Corporate Governance: For public companies, we work with you using our knowledge and experience of corporate governance guidance relative to your company to ensure its appropriate implementation in your company or, where appropriate, explain its non-adoption.

Private Company Corporate Governance: For private companies, we ensure the proper implementation of any shareholder agreements as well as the Company's Articles of Association. We do this in a straightforward way that adds to, rather than impinges upon, the business objectives of the company and its shareholders.

Legal Compliance: Whether the obligations arise under the Companies Act, a UK company's Memorandum and Articles of Association, or an overseas company's constitution, we will identify and steer you through them, taking care of any work required.



Special Projects

Our knowledge of our clients, technical expertise and more than 20 years of experience make us uniquely placed to assist with particular projects. These can range from acquisitions and disposals, IPOs and 'go private' transactions to public company takeovers and proxy battles. Whatever corporate project you are undertaking, we will be able to help.

For example, in a disposal there will often be a large amount of due diligence materials to be produced, checked against the sale and purchase agreement and, in a larger public company disposal, incorporated into the shareholder circular. We can handle all of this for you.

In addition, we have developed an extensive network of specialists to assist us and our clients in specific areas that would generally involve external advisors. These specialists include HR consultants, pension advisors and graphic and Annual Report designers, as well as firms of lawyers, auditors, and brokers of different sizes appropriate to all types of company.