

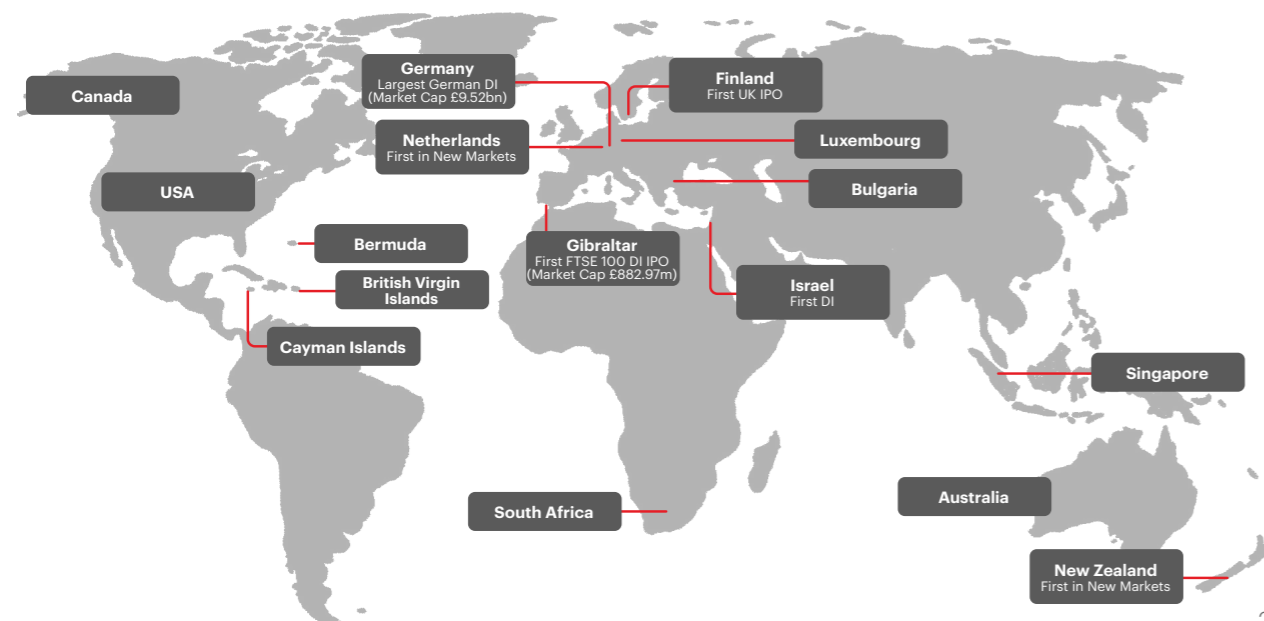
Corporate Markets:
Offshore Services



Confidence connecting your Offshore registration requirements with the city and beyond

Knowing what good looks like underpins every aspect of our comprehensive service offering. That's why our team of experts are trusted to support advisers, company secretaries and boards of over 200 companies registered in the crown dependencies.

Our Offshore capabilities span Jersey, Guernsey, the Isle of Man, Bermuda, the British Virgin Islands and the Cayman Islands.



Share registration

Taking care of your shareholders and being their first point of call.

We are the UK's largest share registrar, delivering tech-enabled services to support companies to progress in a challenging financial world with confidence. We maintain registers for over 200 clients in our offshore territories including Jersey, Guernsey and Isle of Man. As the number one registrar, with a long track record of industry firsts, we work closely with our clients to deliver shareholder services for companies and funds listed on London's Main or AIM markets as well as European listings including TISE. Our teams support boards at all levels of maturity with ever-evolving regulation, governance and shareholder engagement.

What we do:

- Maintain and update your register of members
- Shareholder support by providing an online platform for shareholders and employees to view and manage their holdings online
- Dividend Payments such as paying dividends, tax statements, reconciliation of the dividend bank accounts
- Annual General Meeting (AGM) and Meeting Support through Virtual and / or Hybrid AGMs, General Meetings (GM), proxy voting and planning Scrutineer Services
- Management of your shareholder meetings, welcoming and registering all attendees and collating resolution votes
- Corporate Actions

For more information visit our website [here](#)

Depository Interest listings in the UK

As the UK's largest share registrar, investor analyser and professional services secretarial team, we help our international clients gain the full benefits of being a London-quoted company.

Any company admitted to trading in London is legally required to ensure that their shares can be held and settled electronically. UK legislation only permits securities issued by companies domiciled in the UK to be held or transferred within CREST. For this reason, Jersey, Guernsey and the Isle of Man adopted equivalent regulatory structures allowing securities from those jurisdictions to access CREST.

Why choose DIs?

The London capital markets have long been recognised as a listing and trading venue of choice for international companies, hosting all types of international companies from early-stage tech to multi-national industrial.

The advantages that have attracted so many issuers to London include:

- a well-capitalised investor base
- a deep concentration of the best financial practitioners in the world
- a flexible, principles-based regulatory and governance regime
- a trusted legal environment

How do we help?

We pioneered Depository Interests (DIs) in 2000 to allow the shares of international issuers to be held and transferred within CREST without the need to incorporate a new holding company in one of the 'home nations': The UK, Jersey, Guernsey and Isle of Man. We have delivered DI solutions for over 30 countries. We currently provide services to approximately 100 international companies from the FTSE 100 to small cap, AIM or even unlisted issuers. We will support your investors by assisting with the conversion between ordinary shares and DIs and the movement between markets, ensuring:

- a single pool of liquidity across all trading venues
- minimum price differences between markets and maximum price transparency
- low transaction costs for market participants and investors
- robust controls over the number of shares in issue

For more information visit our website [here](#)

Employee share plans



Employee share plans are an integral part of the remuneration package and a key element for companies to attract, retain and motivate their employees. Share plans sit within our range of administration services and are part of a complete range of employee solutions – allowing you to work with one provider.

We have significant experience in providing competitive tenders for existing trusts – helping companies simplify the transfer process and realise savings.

Why work with us?

- We provide comprehensive employee benefit trust services for our clients ranging from private companies, through IPO, to main exchange listed companies
- As offshore trustees, we work closely with our share plan services in the UK, specialists in share plan administration to provide a complete onshore and offshore solution
- Our clients have access to a wide range of related services including registration services, full IPO advisory services (onshore and offshore support), award valuation and share dealing
- We have a dedicated team of experienced trust and administration professionals, with over 30 years' experience, based in Jersey – a stable and highly regulated environment
- As we are independent of any bank, investment manager, law or accountancy firm we are free to work with you and your advisors in the provision of a commercial and practical professional service.

For more information visit our website [here](#)

Plans include the full range of:

- Long term incentive plans (RSP, co-investment)
- Jointly owned equity plans
- Option plans (ESOP, CSOP, EMI)
- International SAYE
- SIP



Crest share custody service for employee benefit trustees

Many companies understand the value of providing their workforce with a range of incentives, including share options and share awards.

These can include:

- Share options (CSOP, ESOP, EMI)
- Long term incentive plans (including RSP, DFB)
- Sharesave

Once the decision has been made on the share plan, the company will need to decide how to satisfy the shares requirement when the options are exercised or released.

There are several ways to achieve this:

- The most common is to get a block listing and issue new shares when called upon. However, this will dilute current shareholders and may not pass shareholder approval
- Depending on cash, a company may seek to purchase shares in the Market and engage an Employee Benefit Trust ("EBT") to assist with the efficiency of holding shares in an unallocated Trustee account
- There are important statutory and tax exemptions which apply to EBTs. Ordinarily shares held in an EBT, normally offshore, are protected from UK capital gains tax
- The Trustee operating the EBT can only be used in connection with employees, former employees and family members, but family members are at the Trusts discretion

For more information visit our website [here](#)

Helping the Trustee:

We provide CREST Custody accounts to the Trustee to hold the shares until called upon to cover the shares requirement for the share plan exercise/release. We work closely with most Trustees (in Jersey) and can offer an introduction to our panel of Trustees, including:

- CREST dematerialised share custody
- Dividend waiver facility or full dividend payment against a mandate
- AGM voting
- Corporate action work
- Purchase and/or sell shares on behalf of the Trustee, as Trustee
- Undertake share sales to cover participant tax withholdings

Where our team administer the share plan on behalf of the company, releasing shares is easy to undertake. Once we receive the Trustee instruction, we do the rest. Whether a company self-administers the share plan, or uses our share plan administration service, we can offer employees a sale facility service and co-ordinate all the actions with the employees, company, and Trustee for a seamless process.

Investor relations



Orient Capital, a part of MUFG Corporate Markets, is a global leader enabling clients to underpin their investor relations activity, from monitoring shareholder base activity, to engaging with investors, targeting new institutions and in turn reporting at board level.

We help offshore listed companies identify and track their shareholders and underlying beneficial owners, as well as their behaviour. Turning quality analysis into valuable, up-to-date insights, enabling engagement with investors and stakeholders with confidence.



Shareholder analytics underpins any investor relations programme, from monitoring movement on your shareholder base to using it to report on and broaden your engagement. Orient Capital Analytics are compliant with Jersey, Guernsey and IoM statutes.

Our team supports some of the largest issuers in the world with IR related services such as share ownership analytics, market intelligence and investor communications. We give you the confidence to engage with your shareholders. As the largest global analyser of shareholder intelligence globally, we support over 1,600 issuers and are well placed to understand your IR requirements.



Perception studies are used to receive uncensored feedback from the investor community on a wide variety of subjects to support corporate strategy.



Investor targeting allows you to access intelligence on a wide pool of investors to broaden out your shareholder base and target non-investors.

For more information visit our website [here](#)



Webcasting gives you the ability to support messaging to your stakeholders. We assist audio, video and conference calls which can be linked to your website for corporate events like your results or AGM.



Our activist monitoring support extends from profiling and providing alerts on movement on your share register to supporting activist defence (via our D.F. King team).



Proxy solicitation

D.F. KING

D.F. King, a part of MUFG Corporate Markets, is one of the world's oldest and leading firms in the field of proxy solicitation, governance advisory, M&A, and activist defence. Our proxy team supports over 350 projects a year to help our clients engage with their key Investors in AGM, EGMs and other key corporate actions in offshore jurisdictions. Board director remuneration and composition, ESG and dividend payments have all been triggers for more vocal investor activity.

Our services include:

Proxy solicitation (institutional and retail)

Active engagement with key institutions to improve their understanding of issues as well as gauge voting intentions (verification of deadlines, vote shepherding, daily monitoring of voting) and vote matching.

Governance support

Strategies on how to mitigate the risk around negative votes, from identifying top contentious issues through to preparation of material and active engagement.

M&A / takeovers / activist defence

Winning the hearts and minds of shareholders during corporate actions, especially when they are contested, is critical. Well-designed and targeted campaigns, articulating key messages and benefits to shareholders, will deliver shareholder support – we provide the intelligence you need to effectively manage these situations.

What makes us different?

Through D.F. King, we are able to offer our clients an unrivalled specialist capability, which is a key factor in our success. This coupled with our Registry capability and the in-house shareholder intelligence from our Orient Capital team, is a key benefit of our integrated solution, delivered by a team who knows how to deliver.

Our highly regarded team contains longstanding industry professionals with investment banking and related experience, who have an excellent track record in ensuring the best outcome for their clients. We are consistently ranked #1 Proxy Solicitor by number of deals supported.

Security of information is critical to our business and by offering a dedicated and trustworthy integrated solution, we are confident in providing a complete solution across your team.

We call this the **DFK Standard**.

For more information visit our website [here](#)

A global, digitally enabled business connecting millions of people with their assets – responsibly, securely and safely

From equities, pension and superannuation to investments, property and other financial assets, we partner with a diversified portfolio of global clients to provide robust, efficient and scalable services, purpose-built solutions and modern technology platforms that deliver world class outcomes and experiences.

We help manage regulatory complexity, improve data management and connect people with their assets, through exceptional user experiences that leverages the expertise of our people combined with technology, digital connectivity and data insights.

MUFG Corporate Markets is a trading name of Link Market Services Trustees Limited which is authorised and regulated by the Financial Conduct Authority and which is also authorised to conduct cross-border business within the EEA under the provisions of the EU Markets in Financial Instruments Directive.

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