

Present:	Tom Shaw (in the Chair)	TS
	Gary Thorpe (Deputy Chair)	GT
	Richard Beavan	RB
	Ian Binnie	IB
	Ross Bryson	RB
	Stephen Hamilton	SH
	Susan Hollingdale	SH
	Hilary Owens	HO
	Martin Kay	MK
	Danette Antao	DA
	Donald Stewart	DS
	Julie Keefe	JK
	Tim Ward	TW
In attendance:	Jaspal Sekhon (Minutes)	JS
	David Hicks	DH
	Paul Arathoon	PA

ACTIONS

1. Apologies

Apologies were received from Anthony Turner, June Paddock, Chris Barrett, Mebs Dossa and Philip Lamb.

2. Meetings

a) Approve the minutes of the previous meeting (25 April 2013)

The minutes of the last meeting were approved.

3. Current consultations and issues

a) Packaged Retail Investment Products (PRIPs): Briefing note for MEPs on the Economic and Monetary Affairs Committee (27 May 2013)

Not discussed.

b) ESMA Paper: Draft Regulatory Technical Standards on specific situations that require the publication of a supplement to the prospectus (response date: 12 June 2013)

IB updated the expert group on the work he and HO have been doing. They are not proposing to answer all 35 questions in the consultation response but will instead focus on the language around when the requirement to publish a supplementary prospectus will be triggered. IB will circulate a draft of the consultation response for comment.

IB

c) Economic and Monetary Affairs Committee - European Parliament - Public consultation on the coherence of EU financial services legislation (response date: 14 June 2013)

TW proposed to keep the consultation response fairly high level. The main focus will be on the timing of legislation and the impact that has when they conflict or are inconsistent. For example, the Prospectus Directive and MiFID use different definitions of "SME".

d) European Commission: Green Paper - Long-term Financing of the European Economy (response date: 25 June 2013)

TW noted that this was a topic of great interest to the government who have asked the ICA, ABI and QCA to organise roundtable discussions (two of which have already taken place).

The QCA has produced a paper of this topic (committee members can ask TW for a copy) which it will turn into a consultation response which will be circulated for comment.

TW has written to the various members of EuropeanIssuers to coordinate the responses so that there is a consistent message across the EU.

4. Communications

a) Guest invitations

Suggestions for future guest invitations include:

- Takeover Panel (in particular to discuss their sensitivity to small cap M&A)
- ESMA
- European Parliament
- UKLA

b) Policy Briefing Update - 22 April 2013 (for information only)

Noted for information.

c) Takeover Panel - Panel Statement 2013/6 - Code Committee - Companies subject to the Takeover Code (for information)

Noted for information.

5. Review of actions from the last meeting (to the extent not already covered)

N/A

6. Any other business

ESMA

TW noted that some people from ESMA are over today to see SME market trading first hand by visiting Winterfloods.

Business Growth Fund / Vince Cable

TW reported that he had a meeting with Vince Cable ("VC") the previous week. TW mentioned that the BGF could be involved in small caps and he offered to raise the matter with them (at his twice yearly meeting). VC was of the view that the BGF is not investing its funds quickly enough.

RB noted that he has advised on a deal where the BGF was a co-investor. RB mentioned to the BGF about the possibility on investing in small cap companies but they were not interested.

TW reported that his conversation with Vince Cable included the following topics:

- ways in which to create a specific asset class of small quoted companies;
- developing an index of UK-centric companies;
- promoting the use of equity finance (as opposed to debt finance); and
- tax issues such as entrepreneurs' relief and tax credits.

QCA membership T&Cs

The QCA are currently reviewing their membership terms and conditions and would be grateful if any committee members could volunteer to help.

Information for noting

- Consultation Update – Responses submitted:
 - ISA qualifying investments: consultation on including shares traded on small and medium-sized enterprise equity markets (response date: 8 May 2013) (with Tax Expert Group)
 - ICAP (ISDX): ISDX Regulatory Consultation (response date: 13 May 2013) (with Corporate Finance Advisors Expert Group)
- Next meeting(s)
 - 8.45am Tuesday 9 July 2013 (Venue: Norton Rose Fulbright)

7. Actions

Action	Person	Timing
IB will circulate a draft of the consultation response (ESMA Paper: Draft Regulatory Technical Standards on specific situations that require the publication of a supplement to the prospectus) for comment.	IB	Before 12/06/2013