



## Minutes of the QCA Legal Expert Group

Held on: Thursday 2 February 2017

Venue: Charles Russell Speechlys, 5 Fleet Place, London, EC4M 7RD

(Host: Paul Arathoon)

### Present:

Gary Thorpe (Chairman)	Clyde & Co LLP	GT
Maegen Morrison (Deputy Chairman)	Hogan Lovells International LLP	MM
Danette Antao	Hogan Lovells International LLP	DA
Paul Arathoon	Charles Russell Speechlys LLP	PA
Sarah Hassan	Practical Law Company Limited	SH
David Hicks	Charles Russell Speechlys LLP	DH
Martin Kay	Blake Morgan	MK
Julie Keefe	Norton Rose Fulbright LLP	JK
Nicola Mallett	Lewis Silkin	NM
Nicholas McVeigh	Mishcon De Reya	NMc
Kieran Rayani	Stifel	KR
Donald Stewart	Kepstorn	DS
Callum Anderson (minutes)	Quoted Companies Alliance	CA

### In attendance:

Ashmi Bhagani	Pillsbury Winthrop Shaw Pittman LLP	AB
Daniel Okusaga	LexisNexis	DO
Jane Wang	Fasken Martineau LLP	JW

## 1. APOLOGIES

Apologies were received from Sandra Bates, Naomi Bellingham, Ross Bryson, Philippa Chatterton, Andrew Collins, Simon Cox, David Davies, Stephen Hamilton, Kate Higgins, Tara Hogg, June Paddock, Jaspal Sekhon, Mark Taylor, Lisa Vainio, Tim Ward and Ben Warth.

## 2. MINUTES OF LAST MEETING (27 October 2016)

The minutes were approved.

## 3. ISSUES FOR DISCUSSION

	ITEM	ACTION
a)	<b>Brexit</b>  GT explained that the QCA board had begun work on how to best represent the interests of small and mid-size quoted companies in light of	None to note

	<p>Brexit to the UK Government.</p> <p>GT noted the email that he had sent to Expert Group members in January 2017, which explained this and mentioned that volunteers were being sought for a working group from within the Legal Expert Group to assess specific EU-driven legislation that should be retained, modified or repealed in a post-Brexit world.</p> <p>The Expert Group agreed that it was important that the QCA engaged with government departments to highlight the opportunities, as well as the threats, of Brexit for smaller quoted companies.</p> <p>The Expert Group noted that the Prospectus Regulation; the Market Abuse Regulation; the Company Law Directives; the Money Laundering Directives; MiFID II (although the Secondary Markets Expert Group would lead a review on this regulation) and the Shareholder Rights Directive should be reviewed by the Working Group. The Expert Group briefly discussed the merits of retaining or repealing these regulations from the perspective of small and mid-size quoted companies.</p> <p>There was a discussion on the Takeover Directive and the City of London. The general view was that the impact of this on EU-driven regulation had not had a significantly detrimental effect on the City Code or the Panel and that the current situation should be retained.</p>	
<b>b)</b>	<p><b>European Commission consultation – The Capital Markets Union mid-term review</b></p> <p>CA briefly summarised the Commission’s consultation on the CMU mid-term review, noting that it sought suggestions for complementary policy measures. The Expert Group determined that it had nothing to contribute to any QCA response at this time.</p>	None to note.
<b>c)</b>	<p><b>QCA Legal Expert Group work plan for 2017</b></p> <p>GT noted that Brexit issues and Level II measures for the Prospectus Regulation, as well as any new regulations and / or consultations published by AIM Regulation, the Takeover Panel or the FCA would constitute the majority of the Expert Group’s workload in 2017.</p> <p>It was agreed that guests would be invited as appropriate (see item 4b below).</p>	None to note.
<b>d)</b>	<p><b>QCA Legal Expert Group Terms of Reference</b></p> <p>GT noted that the Expert Group Terms of Reference had been updated and contained additional bullet points regarding the expectation of members to actively contribute to the activities of the Expert Group, either through attendance and participation at meetings and / or contributing to the drafting of consultation responses.</p>	None to note.

#### 4. COMMUNICATIONS AND FUTURE MEETINGS

	ITEM	ACTION
a)	<b>Policy Update (January 2017)</b>  This was tabled for information only and was not discussed.	None to note.
b)	<b>Guest invitations to future meetings</b>  Suggestions included the FCA to discuss Brexit, Tony Pullinger from the Takeover Panel to update the Expert Group on the Panel's workstream, as well as officials from the Department for Exiting the European Union (DExEU) to discuss the environment for small and mid-size quoted companies post-Brexit.	None to note.

#### 5. NEXT MEETING

Thursday 23 February 2017, 9.00am – 10.30am, with Catherine Clarke, General Counsel – Business Growth Fund, as guest, to discuss BGF's investment activities in AIM companies (Venue: Charles Russell Speechlys, 5 Fleet Place, London, EC4M 7RD (Host: Paul Arathoon)).