



Minutes of the QCA Legal Expert Group

Held on: Thursday 23 March 2017

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

(Host: Paul Arathoon)

Present:

Gary Thorpe (Chairman)	Clyde & Co	GT
Maegen Morrison (Deputy Chairman)	Hogan Lovells International LLP	MM
Danette Antao	Hogan Lovells International LLP	DA
Stephen Hamilton	Mills & Reeve LLP	SH
Sarah Hassan	Practical Law Company Limited	SHa
David Hicks	Charles Russell Speechlys LLP	DH
Martin Kay	Blake Morgan	MK
Nicholas McVeigh	Mishcon De Reya	NMc
Catherine Moss	Winckworth Sherwood LLP	CM
Hilary Owens Gray	Practical Law Company Limited	HG
Richard Pull	Hamlins LLP	RP
Donald Stewart	Kepstorn	DS
David Wilbe	Lewis Silkin	DW
Tim Ward	Quoted Companies Alliance	TW
Callum Anderson (minutes)	Quoted Companies Alliance	CA

In attendance:

Jaspal Sekhon	Charles Russell Speechlys LLP	JS
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1. APOLOGIES

Apologies were received from Ross Bryson, Simon Cox, Kate Higgins, Tara Hogg, Julie Keefe, Nicola Mallett, June Paddock, Mark Taylor and Lisa Vainio.

2. MINUTES OF LAST MEETING (23 February 2017)

The minutes were approved.

3. ISSUES FOR DISCUSSION

	ITEM	ACTION
a)	<p>FCA Discussion Paper – DP17/2 Review of the Effectiveness of Primary Markets: The UK Primary Markets Landscape</p> <p>JS summarised the Discussion Paper. He noted that it contained a broad discussion on the potential enhancements that could be made to standard listing, in particular in relation to a possible international</p>	<p>CA to liaise with JS & Paul Arathoon on drafting response.</p>

	<p>segment for large overseas companies.</p> <p>The Expert Group also noted that the FCA sought views on whether enhancements to the primary market regulatory regime could help better support and encourage the growth of science and technology companies.</p>	
b)	<p>FCA Consultation Paper – CP17/4 Review of the Effectiveness of Primary Markets: Enhancements to the Listing Regime</p> <p>JS noted that the FCA proposes that a reverse takeover would no longer trigger a suspension of listing. He added that the Consultation Paper also contained proposed clarifications to the premium listing eligibility requirements for commercial companies in LR 6.</p>	<p>CA to liaise with JS & Paul Arathoon on drafting response.</p>
c)	<p>FCA Consultation Paper – CP17/5 Reforming the availability of information in the UK equity IPO process</p> <p>The Expert Group noted that the Consultation Paper reflects on comments made to the FCA in response to its July 2016 consultation. It noted that the FCA proposes that unconnected analysts must be allowed to participate in any communication with an issuer's management team before publication of any connected research by syndicate bank analysts.</p> <p>The Expert Group also noted that the FCA proposes that if unconnected analysts are allowed to participate in any communication with an issuer's management team, connected research may be published one day after the prospectus or registration document is published. If not, connected research cannot be published until seven days after publication of the prospectus or registration document.</p> <p>DA and MM offered to lead on the Expert Group's response.</p>	<p>CA to liaise with DA & MM on drafting response.</p>
d)	<p>Prospectus Regulation – status update</p> <p>GT explained that the QCA Working Group on the Prospectus Regulation was developing a series of mock EU Growth Prospectuses to submit to the European Commission and ESMA to inform their development of Level II measures.</p> <p>GT mentioned that he and Lisa Vainio would be attending a Commission workshop on implementation measures for the Prospectus Regulation on 29 March 2017. GT added that he would then provide an additional status update at the April meeting.</p>	<p>None to note.</p>
e)	<p>Brexit</p> <p>GT noted that the Expert Group's Working Group on Brexit had met after the previous Expert Group meeting and was in the process of preparing a briefing note to submit to the QCA board in April 2017.</p>	<p>None to note.</p>

4. COMMUNICATIONS AND FUTURE MEETINGS

	ITEM	ACTION
a)	Policy Update (February 2017) This was tabled for information only and was not discussed.	None to note.
b)	Guest invitations to future meetings GT noted that Tony Pullinger of the Takeover Panel would be attending the next meeting, with NEX Exchange attending the May meeting.	None to note.

5. NEXT MEETING

Thursday 27 April 2017, 9.00am – 10.30am, with Tony Pullinger, Deputy Director General – the Takeover, as guest (Venue: Charles Russell Speechlys, 5 Fleet Place, London, EC4M 7RD (Host: Paul Arathoon))