

To be held on: Thursday 29 November 2012 at 8.45am
Venue: Speechly Bircham LLP, 6 New Street Square, London EC4A 3LX

AGENDA

1. Apologies
2. Approve the minutes of the previous meeting (27 September 2012)
3. Current consultations and issues:
 - a) FSA Consultation CP12/2 - Listing Rules – consultation on proposed amendments and feedback on CP12/2 (CP 12/25) (RD: 2 January 2013) – joint working group with the Legal and Corporate Finance Expert Groups
(Legal update, Listing rules: consultation on proposed amendments and feedback on CP 12/2 (CP 12/25))
<http://www.fsa.gov.uk/library/policy/cp/2012/12-25.shtml>
4. Update on European Issues
 - a) MiFID II/MiFIR *(Legal update, Council compromise proposals on MiFID II (dated 20 November 2012))* - MiFID II/MiFIR (Briefing Note/Final Versions of Text Adopted by European Parliament – 26 October 2012 *Legal update, European Parliament votes on MiFID II*)
 - b) MAD/MAR *(Practice note, Hot topics: MAD II)* - Insider lists and manager transaction thresholds
 - c) European Commission Company Law Review
http://ec.europa.eu/internal_market/consultations/docs/2012/companylaw/feedback_statement_en.pdf – The Future of Company Law (feedback statement)
 - d) Transparency Directive *(Practice note, Interim Management Statements)* - Interim management statements
5. Communications:
 - a) Terms of Reference
 - b) Policy Update (November 2012) (for information only)
 - c) QCA/BDO Small and Mid-Cap Sentiment Index Results:
<http://bdoqcasentimentindex.co.uk/downloads/QCA-BDO-Small-and-Mid-Cap-Sentiment-Index-November-2012.pdf>
 - d) Liaison with the Law Society
 - e) Guest invitations
 - f) Format for meeting at Winterflood Securities – 24 January 2013
 - g) Meeting dates 2013
6. Review of actions from the last meeting (to the extent not already covered)
7. Any Other Business

Legal Expert Group Agenda – 29 November 2012

Information for noting

1. Consultation Update – Responses submitted:

- Takeover Panel Consultations (RD: 28 September 2012)
 - PCP 2012/1 - Profit forecasts, quantified financial benefits statements, material changes in information and other amendments to the Takeover Code
 - PCP 2012/3 - Companies subject to the Takeover Code

2. Next meeting(s)

8.45am Thursday 24 January 2013 (Venue: Winterflood Securities Ltd)