



Campaigning Informing Connecting Influencing



Annual Review 2019

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We are the independent membership organisation that champions the interests of small and mid-size quoted companies.

- We campaign: We focus on the issues that matter to small and mid-size quoted companies to influence policy and regulation. We run seven Expert Groups that bring together individuals from companies and advisory firms to help shape our policy work around specific issues.
- We inform: Our guides, events, newsletters, and other communications arm our members with the information their business demands, allowing them to make better decisions for their companies. We publish a Corporate Governance Code written specifically with small and mid-size quoted companies mind.
- We create interaction: We provide a forum for small and mid-size quoted company directors to network and share ideas with other directors, fund managers, brokers and advisors. Through our events, we help put small and mid-size quoted companies in touch with leading players in the market.

There are over 1,250 small and mid-cap companies on UK public markets

Small and mid-caps make up 93% of all the companies on the UK public market

Small and mid-caps have a combined workforce of over 3 million people Small and mid-caps contributed at least £26bn in tax in 2017/18

Source: QCA/Hardman & Co research: How small and mid-cap quoted companies make a substantial contribution to markets, employment and tax revenues.





Gervais Williams Chair, QCA

Chair's report

After three years as Chair of the QCA, it's time to hand the baton to a new person. I'm delighted that Adam McConkey has agreed to step up and take the reins. I'm sure he will do a fantastic job in leading the board as he has all the right attributes to ensure the QCA carries on representing the interests of small and mid-size quoted companies effectively.

The past 12 months have been extremely successful for the QCA. Membership numbers have continued to go up and break records. A new *Audit Committee Guide* was released to accompany the extremely successful *QCA Corporate Governance Code*. The QCA Code has established itself as the benchmark for small cap governance. Strong relations with government and regulators have been built upon to increase visibility and influence over policy. The QCA's events have continued to offer the best practical information for small and mid-size quoted companies in the UK.

Those involved in the QCA, through the board, expert groups and other working groups, do a fantastic job and give their time generously. Tim Ward and his team do an excellent job of taking advantage of these resources. My thanks go to everyone involved.

"The QCA Code has established itself as the benchmark for small cap governance."



The QCA needs to keep up the good work as we have an important job to do in the coming years. There are no signs of political and economic turbulence calming and the slowdown in numbers of smaller companies coming to the public markets is an issue that needs addressing.

It's been a pleasure to have been able to be part of the QCA's growth over the past few years. I wish all the best to Adam and I plan to carry on being an active member of the board and will support the organisation in any way I can.

Gervais Williams

Chair, QCA

Senior Executive Director, Miton Group PLC

Garri William





Tim WardChief Executive, QCA

"Our research shows that about 3 million people are employed in the sector and that these companies contribute over £26bn in tax to the Exchequer. These impressive figures create a keener interest in our arguments from politicians and policymakers."

Chief Executive's report

We have developed over the last year into a stronger, more visible and more impactful organisation. At the end of the year our membership stood at 293 firms, of which 202 are quoted companies. This is a record number of members and, as a consequence our revenues have increased markedly. You will see in the Treasurer's Report by Paul Watts that we have made a healthy surplus. This has not been a regular feature of our financial results over the last 10 years so we continue to be cautious in our outlook.

Corporate Governance remains high on our agenda and this year saw over 800 AIM listed companies adopting the QCA Code as a result of the AIM rule change. YouGov are conducting a study looking at the costs and benefits for companies that have adopted the QCA Code. The results will be published before the end of 2019.

We are aware of the responsibility we have to ensure that the Code remains relevant. As we become confident that our finances have stabilised at a higher level, so we will look to add to our resources to ensure that our members get all the support they need in using the Code. Above everything else we intend to keep the Code simple and easy to adopt; designed for growing companies to enable them to build sustainable value for shareholders.

The adoption of the QCA Code has in itself encouraged a wave of new members who are making full use of the workshops and other events that we provide. It is great to meet so many directors from our new member organisations.

Campaigning for proportionality in regulations that affects all public markets (not just the growth markets such as AIM) continues to be an important feature of the work that we do. The Prospectus Regulation, MiFID II, MAR, CSDR and the Short Selling Regulations are all issues that concern our members. Our Policy team have led campaigns and worked on all these subjects ably abetted by the Expert Groups.

An example of a recent success saw the FRC Review undertaken by Sir John Kingman recommending the setting up of a new regulator, ARGA. We are pleased that Sir John has adopted our recommendation to ensure that the objectives of the organisation require it to adopt a proportionate approach in its work, taking into account the resources available to issuers that can vary so much in size.

We commissioned Hardman & Co to work with us to build up a picture of the economic contribution that the small and mid-size quoted sector provides to the UK. Our research shows that about 3 million people are employed in the sector and that these companies contribute over £26bn in tax to the Exchequer. These impressive figures create a keener interest in our arguments from politicians and policymakers.

For a second year, we have conducted research – through YouGov in conjunction with Peel Hunt – into the impact of MiFID II on the small and midcap market. This has provided us with evidence of decline and fundamental change in the market for issuers, brokers and investors. We have set this before regulators such as ESMA and the FCA as well as the European Commission and HM Treasury.

With Downing LLP, we have commissioned Henley Business School to look at the role of non-executive directors in growth companies and to look at how this differs within that segment as well as in comparison to the FTSE100.

We continue to work in Brussels on a regular basis both directly and through EuropeanIssuers. Legislation that is developing or about to be delivered in the EU is going to affect us in at least the medium term. It is essential that, as far as we can, we influence the outcome of legislation that will affect small and mid-size quoted companies on the Main Market, AIM and NEX Exchange.

Our Expert Groups are a huge asset to our organisation. They provide so much excellent support and professional input to our work on a pro-bono basis; we could not operate at such a high level without them.

Our longstanding fund manager and market maker events continue to be very well received. Over the years we have added a wide variety of events such as dinners for Chairs, CEOs and Chairs of Audit and Remuneration Committees so that each function can hear from an expert and share experiences. We are

partners with many organisations who sponsor these events and we are very grateful for their support.

Our Annual Forum took place in June and was attended by over 60 companies with Andrew Kakabadse from Henley Business School as our keynote speaker and two panels of distinguished speakers. The theme was 'Building Better Boards' and drew a lively debate across a range of subjects including board evaluation and remuneration. The Forum was followed by a well-attended Members' Reception. I'd like to thank Allenby Capital, Winterfloods, Link Asset Services and Mazars for their sponsorship.

Our Annual Dinner, sponsored again by the London Stock Exchange for which we are hugely grateful, was very well attended and we appreciate the support of BoardEx/The Deal, and Winterfloods in making this event such a success.

In writing this, I am reminded that we cover a huge amount of ground on your behalf. This is all down to the hard work of Hayley, Sam, Anthony, Maria, Chris, Cleo, Jack and Lydia. Thank you to each of them.

My thanks go to our members for your continued support. And thank you to all those members who have enthusiastically sponsored us over the last 12 months. We are a not-for-profit organisation that exists only if our members see a benefit.

Finally, I'd like to thank Gervais for his outstanding service as Chair of the QCA over the last 3 years. He is a very good Chair and a great person to work with. He has played an active part in leading the QCA to become a larger, more impactful organisation and I thank him for the support and encouragement he has given me. I take this opportunity to welcome Adam McConkey as the new Chair. Adam has a hard act to follow and I know that he will bring his own successful approach to getting the best out of me, the team and the QCA over the next few years!

Tim Ward

Chief Executive, QCA

QUOTED COMPANIES ALLIANCE



"We are grateful to all our members, sponsors and the wider quoted company community for their continued support"

Paul Watts Treasurer, QCA

Treasurer's statement

The QCA has had a good financial year, with both subscription income and income from events and publications up on the previous year. The increased membership numbers and profile arising from, amongst other initiatives, the new Corporate Governance Code has driven this improved position.

Total turnover increased from £766,280 to £893,076. Administrative expenses were up 8% at £775,501 this year (2018: £717,521), which reflects general pressure on costs of running a membership organisation.

There is a profit for the year after tax of £95,434. This helps build the reserves (2018: profit of £41,482). The retained accumulated surplus at 30 June 2019 is £251,417 (2018: £156,413) which still represents less than six months overheads. We aim to balance the budget over the medium term economic cycle and we do this by generally matching income with expenditure, whilst maintaining a reasonable accumulated surplus to cover unforeseen costs and maximising the annual benefit to members from our activities.

We are grateful to all our members, sponsors and the wider quoted company community for their continued support. As always, the QCA is fortunate to receive generous support in the way of time given by all members of the expert groups, at no cost, and that help is most gratefully received and appreciated by all at the QCA.

Paul Watts

Treasurer, QCA Partner, RSM

QCA Board of directors

Gervais Williams Senior Executive Director, Miton Group PLC

Chair

Alan Newman Chief Financial and Operating Officer, Ebiquity PLC

Deputy Chair

Paul Watts Partner, RSM

Treasurer

Tim Ward Quoted Companies Alliance

Chief Executive

James Brotherton Chief Financial Officer, Safe Harbour Holdings PLC

Anthony Carey Partner, Mazars LLP

Michael Higgins Non-Executive Director, Plant Health Care plc,

Progility plc and Chairman of IPSX UK

Scott Knight Partner, BDO LLP
Judith MacKenzie Partner, Downing LLP

Adam McConkey Portfolio Manager, Lombard Odier Asset Management

(Europe) Ltd

Claire Noyce Founding Partner and Chief Executive Officer, Hybridan LLP
Peter Simmonds Chairman, Cloudcall Group PLC and d4t4 Solutions PLC

Sam Smith Chief Executive Officer, finnCap

Dick SteeleNon-Executive Chairman, Portmeirion Group PLCGary ThorpeSenior Corporate Finance Partner, Clyde & Co LLPPhilip YarrowChief Executive, Winterflood Securities Ltd

QCA Executive team



Tim Ward Chief Executive



Hayley Zeff Head of Operations



Samantha Green Head of Marketing & Events



Anthony Robinson Head of Policy & Communications



Maria Gomes Senior Policy Consultant



Chris Stapeley Membership Manager



Lydia Uthayakumar Marketing & Events Executive



Jack Marshall Policy Advisor



Cleo Watson PA and Office Manager





Expert Groups

We run seven Expert Groups, that bring together 150 individuals from companies and advisory firms who focus on issues that matter to our members. These groups help to shape our work to influence policymakers and regulators.

The Seven Expert Groups are:

- Corporate Governance Expert Group works with boards, investors and regulators to promote good quality corporate governance by quoted companies.
- Financial Reporting Expert Group campaigns for proportionate reporting standards for small and mid-size quoted companies.
- **3. Legal Expert Group** ensures that new and revised law and regulations that affect small and mid-size quoted companies are proportionate and appropriate for the sector.
- Primary Markets Expert Group acts as a dynamic forum composed solely of nominated advisers and brokers to discuss primary market issues with a view to influencing market practice, market structures and the regulatory framework to support firms advising small and mid-size quoted companies.
- **5. Secondary Markets Expert Group** deals with issues arising from the European and UK government and regulators that affect secondary markets and the ability of small and mid-size quoted companies to raise finance.
- **6. Share Schemes Expert Group** examines all aspects of share scheme regulation to ensure that it remains cost effective and easy to implement share schemes for small and mid-size quoted companies.
- Tax Expert Group campaigns to introduce measures that encourage investment in and reduce the tax burden of the small and mid-size quoted company sector.

Corporate Governance Expert Group





Will Pomroy Chair of the Corporate Governance Expert Group

Director – Engagement, Hermes Investment Management Ltd

Tracy GordonDeputy Chair of the Corporate
Governance Expert Group

Director, Deloitte LLP

It has been another busy year in corporate governance. There has been much activity, much of it positive. As a result the QCA's Corporate Governance Expert Group has been busily discussing and supporting the QCA's responses to a plethora of policy consultations. Formally the Group has met with a range of key stakeholders, spanning the London Stock Exchange, the Department for Business (BEIS) and the UK Investor Forum.

The most prominent focus of this past year has of course been the ongoing implementation of the QCA's Corporate Governance Code. Updated and published in April 2018, the Code's importance grew with the London Stock Exchange's change to AIM rule 26 coming in to force soon after. A year-on, we are more than pleased to observe the large-scale take-up and adoption of our Code. The improved levels of governance disclosure amongst smaller companies is a very positive development. The Code rightly remains, however, a set of Principles as opposed to prescribed practices. Therefore the Group is cognisant of the need to continue to support the market's understanding of what good practice in fulfilment of these principles looks like in practice.

Beyond the QCA Code, the UK Corporate Governance Code was also updated later in 2018 and the FRC and other regulators have been busy again this year across a range of governance and related topics. Most notably the FRC has been reviewing the Stewardship Code, a key parallel to the Governance Code, while in conjunction with the FCA they have been reviewing the regulatory

framework for effective stewardship. This theme chimes with our view that the effectiveness of the governance arrangements of UK companies is dependent and reliant upon the meaningful and informed engagement with the company from its shareholders, a topic which was discussed with the Investor Forum this year, who have facilitated collective investor engagement with a handful of smaller companies since their inception. The role of proxy advisors remained a consistent theme of discussion in this context too. I would fully expect the Group and the QCA to continue to explore this area more in the coming year.

Sound governance arrangements and consideration of and commitment to all stakeholders are necessary conditions to achieve sustained success. Nonetheless, with societal expectations of companies growing rapidly and policy makers, regulators and indeed investors responding in kind, we will continue to encourage a tailored and proportionate response be adopted for smaller companies.

The Corporate Governance Expert Group remains committed to supporting continued improvement in governance practices. I would like to thank each member for their contribution and support.

Corporate Governance Expert Group Members

Will Pomroy Hermes Investment Management Ltd

Tracy Gordon Deloitte LLP

Edward Beale Western Selection PLC

John Beresford-Pierse Hybridan LLP
Nigel Brown Gatelev

Amanda Cantwell Practical Law Company Ltd

Richie Clark Fox Williams LLP

Jonathan Compton BDO LLP

Louis Cooper Non-Executive Directors Association (NEDA)

Edward Craft Wedlake Bell LLP

Ed Davies LexisNexis

Tamsin DowHogan Lovells International LLPPeter FitzwilliamThe Mission Marketing Group PLC

David FullerCLS Holdings PLCNick GibbonDAC Beachcroft LLPNick GravesBurges SalmonIan GreenwoodKorn Ferry

David Hicks Charles Russell Speechlys LLP

David Isherwood BDO LLP

Daniel Jarman BMO Global Asset Management (EMEA)

Colin JonesCandid CompassDamien KnightMM & K LtdPeter KohlKerman & Co LLP

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Darius Lewington LexisNexis

James LynchDowning LLPEfe OdekaUHY Hacker Young

Sahul Patel FIT Remuneration Consultants

Philip Patterson PwC LLP Jack Shepherd CMS

Julie Stanbrook

Carmen StevensVistra LtdPeter SwabeyICSAJacqueline TeesVistra Ltd

Melanie Wadsworth Faegre Baker Daniels LLP

Kerin Williams Prism Cosec

Financial Reporting Expert Group





Matthew Howells Chair of the Financial Reporting Expert Group

Partner, Smith & Williamson

Rochelle DuffyDeputy Chair of the Financial
Reporting Expert Group

Technical and Training Director, PKF Littlejohn LLP

Our group has representatives from business, investors and audit firms, who believe that high quality financial reporting by quoted companies is vital for the market to have confidence in their businesses and in the information provided by companies generally.

The past year has seen no let-up in new regulation, with major new accounting standards on revenue and financial instruments coming into effect and new narrative reporting requirements announced and implemented. Through our responses to consultations on changes to standards and regulations, we've continued to encourage those who set them to do so in a practical way that meets the genuine needs of investors, shareholders and stakeholders. In our responses, we have reiterated our belief that standard-setters and regulators should:

- Provide information to preparers on good practice and on reporting issues which companies generally need to address.
- Take a strategic rather than a piecemeal approach to their work, periodically seeking to eliminate requirements which have not been found to provide useful information
- Carefully assess the costs compared to the benefits of introducing requirements and avoid unintended consequences wherever possible, being conscious of the risks of a 'one-size-fits-all' approach.

We continue to see an unprecedented level of scrutiny of the audit profession in the wake of the high-profile problems of Carillion, BHS and Patisserie Valerie. Although audit regulation has no direct effect on companies, the knock-on effect of increased audit costs, changes to tendering requirements or restrictions on the provision of non-audit services would be considerable. We held a QCA round table with Sir Donald Brydon, who is leading the Government's review of the audit profession, as well as contributing to responses to the Competition and Market Authority's review of the profession and Sir John Kingman's review of the Financial Reporting Council, the UK's audit and accounting regulator.

As well as these formal consultation responses, we held our annual round table with senior members of the International Accounting Standards Board (IASB), responsible for setting IFRSs. We were joined by finance directors from the QCA membership to discuss the IASB's priorities and direction of travel on several of their current major projects, giving an excellent opportunity for the IASB to hear directly from preparers of small and mid-size quoted company accounts.

External guests regularly attend our expert group meetings. In the past year we've spoken, for example, to BEIS on their approach to the UK's Brexit negotiating position on accounting and reporting policy; the FRC's Financial Reporting Lab on their work and how they can better engage with smaller quoted companies and investors; and an investment manager on how they use companies' accounts to make investment decisions.

I would like to take the opportunity to thank every member of the Financial Reporting Expert Group for their continued support and contributions over the past year.

Financial Reporting Expert Group Members

Matthew HowellsSmith & Williamson LLPRochelle DuffyPKF Littlejohn LLPEdward BealeWestern Selection PLC

Matthew Brazier Invesco Asset Management Ltd

Anna Hicks Saffery Champness LLP
Mark Hodgkins Trackwise Designs PLC

Clive Lovett Bilby PLC

Laura MotthaysmacintyreClaire NeedhamKPMG LLPElisa NobleBDO LLPMatthew StallabrassCrowe UK LLPJon WallisGrant Thornton UK LLP

Peter Westaway Deloitte LLP

Legal Expert Group







Mark Taylor Chair of the Legal Expert Group

Partner, Dorsey & Whitney

Maegan Morrison Co. Deputy Chair of the Legal Expert Group

Partner, Hogan Lovells International LLP

Stephen HamiltonCo. Deputy Chair of the Legal Expert Group

Partner, Mills & Reeve LLP

I have the privilege of chairing the QCA's Legal Expert Group (LEG) assisted by deputy chairs, Maegan Morrison and Stephen Hamilton.

In line with our mandate, one of our main activities over the year in review has been to engage with and respond to consultations issued by Government departments and regulators with an overriding focus on promoting a proportionate and appropriate regulatory environment for small and medium-sized quoted companies (SQCs). In furtherance of this mandate we have met quarterly or more frequently as required to discuss relevant issues and have had discussions with regulators and organisations whose activities are of relevance to small and mid-size quoted companies.

Consultations

The overall volume of consultations which came before the LEG in the period under review was down on previous years. However, there were a number of relevant papers for us to consider. Members of the group prepared or contributed to a number of response documents including:

- European Commission request for feedback on proposals to amend MAR and the Prospectus Regulation (July 2018)
- London Stock Exchange proposed changes to the AIM Disciplinary Procedures and Appeals Handbook (September 2018)
- ESMA consultation on draft guidelines on risk factors under the Prospectus Regulation (October 2018)
- Call for evidence on the financial services future regulatory framework review (February 2019); and
- Revised Shareholder Rights Directive draft statutory instrument (March 2019).

Discussions with Regulators and others

We engaged in discussions with:

- Helen Boyd, Frances Hutchinson and Michael Naughton of the Financial Conduct Authority (FCA) to discuss implementation of the Market Abuse Regulation;
- Sir Adrian Montague of the Pre-Emption Group (PEG);
- Helen Boyd, Babatunde Carew, Reena Dattani and Frances Hutchinson of the Primary Markets Oversight Department of the FCA to discuss SME Growth Market regulation; and
- John Mulcahy and Michaela Halse, Managers of the Listing Transactions Department at the FCA.

By way of illustration of our activities, the discussion with Sir Adrian Montague focussed on the existing statement of principles of the PEG and their appropriateness (or otherwise) for the companies that make up the membership of the QCA. Following the conclusion of that meeting the LEG made some suggestions for wording which would emphasise the greater flexibility which should generally be allowed for disapplication's of pre-emption rights by AIM companies. We also enjoyed a positive discussion with the FCA earlier this year which focussed on topics such as SME growth market regulation, the future of market regulation overall and a review of MAR and its reception across the SQC community. The LEG was encouraged by the FCA's comments on reducing administrative burdens for SQCs without compromising the integrity of the market.

I would like to thank the other members of the committee for their work over the year and the QCA for providing us with an opportunity to contribute to the tireless work it undertakes in promoting the interests of its members and the market at large.

Legal Expert Group Members

Mark Taylor Dorsey & Whitney

Maegen Morrison Hogan Lovells International LLP

Stephen Hamilton Mills & Reeve LLP

Danette AntaoHogan Lovells International LLPPaul ArathoonCharles Russell Speechlys LLP

Daniel Bellau Hamlins LLP

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Jaspal Sekhon Hill Dickinson LLP

Donald Stewart Kepstorn

Kieran Stone Memery Crystal Gary Thorpe Clyde & Co LLP

Robert Wieder Faegre Baker Daniels LLP

Primary Markets Expert Group





Andy Crossley Chair of the Primary Markets Expert Group

Director, Shore Capital Group Ltd

Azhic Basirov Deputy Chair of the Primary Markets Expert Group

Corporate Finance, Cenkos Securities PLC

The Primary Markets Expert Group concerns itself with primary activity on the stock markets – the issuance of new shares by listed companies enabling them to raise new equity capital.

This is in contrast to the secondary market, where shares are traded by investors on a daily basis, with funds flowing between those investors but not to the company which issued those shares in the first place.

Although this trading activity makes up the overwhelming bulk of share transactions on the London Stock Exchange (LSEG), it wouldn't exist if the primary activity hadn't created the shares in the first place, which are then traded in the secondary market. Furthermore, the ability of companies to raise equity capital to fund their growth and to create jobs and wealth, is of critical importance to the economy and hence of political interest.

Finally, regulatory, market and economic changes, along with continuing overcapacity, have undermined the traditional model for UK corporate stockbrokers, making them increasingly dependent on the commissions they earn for raising capital for their clients. Clearly, the ability to access capital through the stock market is of paramount interest to quoted companies themselves, and in many cases is why they chose to list their shares in the first place.

The Primary Markets Expert Group is, therefore, concerned with the health of the IPO market in London, and the ease with which companies already listed on AIM or the Official List (Main Market) are able to raise additional capital.

Like the other QCA Expert Groups, it responds to consultations from regulators and governments and it lobbies to ensure that the needs of smaller quoted companies are addressed in any proposed changes to the relevant rules and regulations. The pace of change in these areas has accelerated since the Global Financial Crisis and, as regulators and politicians initially (and understandably) make these changes thinking about larger quoted companies, it is essential that they are warned about unintended negative consequences for smaller quoted companies, so the rules can be amended in order to avoid such outcomes.

A couple of recent examples have been the successful attempt to exclude AIM IPOs from new rules which have, as a result, been applied only to Main Market IPOs. For prospective AIM IPOs these new rules would have increased the risk of IPOs being aborted late in the process, would have increased costs, and would have afforded none of the benefits that were predicted for larger company IPOs. The QCA has also been in dialogue with the AIM Regulation about possible changes to the AIM Rules reflecting the evolution of the marketplace over the last few years.

The membership of the Primary Markets Expert Group is made up of industry practitioners: Corporate Financiers, Corporate Brokers and Qualified Executives. It also works with other QCA Expect Groups as a number of areas of interest cut across more than one Expert Group's areas of expertise.

I have only recently taken over as Chair of the Primary Markets Expert Group and would like to pass on my thanks to my predecessor, Richard Evans, who resigned from the post following his job move out of London. I hope to build on the strong foundations Richard leaves behind. I would also like to recognise the hard work and often unacknowledged contribution made by all of my fellow members of the Group, and in particular the Deputy Chair Azhic Basirov; without their deep pool of knowledge and industry experience, the Group would be far less effective.

Primary Markers Expert Group Members

Andy CrossleyShore Capital Group LtdAzhic BasirovCenkos Securities PLC

Stuart AndrewsfinnCapAndrew BuchananPeel Hunt LLP

David CoffmanCairn Financial Advisers LLP

Richard Crawley Liberum Capital Ltd David Foreman Cantor Fitzgerald Europe Chris Hardie WH Ireland Group PLC Samantha Harrison Grant Thornton UK LLP Cenkos Securities PLC Stephen Kevs Katy Mitchell WH Ireland Group PLC Nick Naylor Allenby Capital Ltd Niall Pearson Hybridan LLP

Tom Price Arden Partners PLC
Tony Rawlinson Cairn Financial Advisers LLP

George Sellar Peel Hunt LLP

James Spinney Strand Hanson Ltd

Stewart WallaceStifelPeter WhelanPwC LLP

Christopher Wilkinson Numis Securities Ltd **David Worlidge** Allenby Capital Ltd

Secondary Markets Expert Group





Jon Gerty
Chair of the Secondary
Markets Expert Group
Head of Risk and Compliance,
Peel Hunt LLP

Mark Tubby
Deputy Chair of the Secondary
Markets Expert Group
Group Head of Compliance,
finnCap

Since January 2017 I have acted as Chair of the Secondary Markets Expert Group, having previously been Deputy Chair.

During the period, the Expert Group has continued to focus on secondary market issues, with a particular emphasis on raising capital. As in previous years, the European Union took up a significant amount of the Expert Group's work – no doubt reflecting the work across the industry in preparing for Brexit. As well as considering the potential impact of Brexit, including a hard Brexit (no doubt like the rest of the country), the Expert Group continued to focus on the potential effects in the UK of the Market in Financial Instruments Directive II (MiFID II) and the Central Securities Depository Regulation (CSDR).

MiFID II took effect in the UK on 3 January 2018 and required firms to make significant changes to their trading and business practices. We were particularly

concerned about the consequences on the availability of research coverage of smaller issuers as a result of MiFID II's proposals to unbundle research costs from execution costs. The Expert Group have met with members of the FCA and HM Treasury to continue to highlight these concerns.

The Expert Group remain concerned that there have been unintended consequences arising from the implementation of MiFID II's rules related to the requirement to pay for research. A representative from the FCA met with members of the Expert Group in early 2019 to discuss MiFID implementation. At that time, the FCA had not seen evidence of a reduction in liquidity in the trading of quoted companies securities as a result of MiFID II, but the Expert Group were able to produce evidence to demonstrate that there was less research coverage of smaller companies. The FCA found this helpful and agreed to consider the matter further. We await the FCA's feedback.

Brexit has also been a large focus of the Expert Group's work during the period, with guest speakers from the FCA and from HM Treasury meeting separately with representatives from the group to give an update on the impact of Brexit on financial services. We discussed with these key stakeholders the proposed approaches in order to assist with our members' Brexit preparations, particularly in the event of a hard Brexit.

Another topic which has remained high on the Expert Group's agenda has been CSDR, the relevant parts of which now look likely to take effect in the UK in late 2020. CSDR will introduce disciplinary measures for failure to settle share trades on time, including daily penalties and an enforced "buy-in" process, which will enable a non-defaulting party to receive their securities, the costs of which are charged to the defaulting party. Market making firms who sell short will be most impacted meaning potentially increased trading costs, increased volatility and a lack of incentive to trade illiquid securities. As most small and mid-size companies rely on market makers for liquidity, CSDR is likely to have a disproportionately negative impact on quoted companies. The Expert Group met with the FCA at the beginning of July 2019 to highlight these concerns, which the FCA agreed to consider further. We shall work hard over the coming months to ensure that CSDR remains high on the regulatory agenda, particularly given the opportunities presented by Brexit.

I would like to thank all members of the Expert Group for their time and valued contributions and, in particular, Mark Tubby, in his role as Deputy Chair.

Secondary Markets Expert Group Members

Jon Gerty Peel Hunt LLP Mark Tubby finnCap

Vadim Alexandre Northland Capital Partners Ltd

John Beresford-Pierse Hybridan LLP

Jasper BerryWH Ireland Group PLCAndrew CollinsCharles Russell Speechlys LLP

Miles Cox Hybridan LLP

Fraser Elms Herald Investment Management Ltd
William Garner Charles Russell Speechlys LLP

Mitchell Gibb Stifel

Keith HiscockHardman & CoJames LynchDowning LLP

Jeremy Phillips CMS

Jack Phillips Cenkos Securities PLC

Katie Potts Herald Investment Management Ltd

James StapletonWinterflood Securities LtdStephen StreaterForbidden Technologies PLC

Share Scheme Experts Group





Fiona BellChair of the Share
Schemes Expert Group

Partner, RSM

Daniel HepburnDeputy Chair of the
Share Schemes Expert Group

Director, PwC LLP

The Share Scheme Experts Group benefits from the diverse membership of the QCA to have a multidisciplinary group with members representing share scheme trustees and administrators, and remuneration consultants, as well as legal, tax

and accountancy representatives. The Group covers a range of issues and we seek to be able to represent QCA members' interests on policy issues affecting practical as well as technical matters.

We have four meetings a year and regularly interact with HMRC discussing policy and technical issues although lack of parliamentary time and HMRC resources has reduced this interaction. We also engage with the Investment Association and other investor representative bodies and have had a recent meeting with the Government Equalities Office to consider the Gender Pay Gap interaction with share schemes in the context of smaller quoted companies. Regulatory issues affecting share schemes are also considered (AIM rules, Listing rules, corporate governance, Market Abuse Regulations, accounting standards).

The Group delivered a well-attended and free seminar for QCA members in May looking at the tax, regulatory and practical issues setting up and running a share plan.

QCA members are welcome to raise issues and concerns affecting their company with the Group.

We look forward to the challenges of the coming year and I would like to thank each member for their contribution.

Share Schemes Expert Group Members

Fiona Bell RSM
Daniel Hepburn PwC LLP

Tristan Adams

Barbara Allen

Emma Bailey

Dave Bareham

Link Asset Services

Stephenson Harwood

Frox Williams LLP

Smith & Williamson LLP

Martin Benson RSM

Danny BlumEversheds SutherlandMichael CarterOsborne ClarkeSara CohenLewis SilkinStephen DiosiMishcon De Reya

Suzy GieleLexisNexisAndy GoodmanBDO LLP

Elissavet GroutTravers Smith LLPJuliet HalfheadDeloitte LLPCaroline HarwoodCrowe UK LLP

Kim Hawkins Shakespeare Martineau LLP

Lea HelmanLexisNexisLiz HunterKPMG LLPStuart JamesMM & K Ltd

Tom Leatherby Stephenson Harwood

Graham Muir CMS

Phil Norton Hewitt New Bridge Street

Isabel Pooley Robert Postlethwaite Jennifer Rudman Richard Sharman Grant Thornton UK LLP
Postlethwaite Solicitors
Prism Cosec
FIT Remuneration Consultants

Tax Expert Group



Paul Fay
Chair of the Tax Expert Group
Partner. Crowe UK LLP

The Tax Expert Group campaigns for changes to the tax environment to inspire private sector growth and employment, encourage long term investment in and to simplify the tax system for small and mid-size quoted companies.

The Government clearly has other priorities during the ongoing Brexit negotiations, and the

outcome of these will affect what changes may be required for the UK tax system. With this in mind we have already started work on our next set of proposals and will continue to focus on our themes whilst being sensitive to what is practical during the Brexit process. In particular, with a new Chancellor and his team now in place and Brexit looming, we will see if there is a change in fiscal direction.

This has been another busy year for the Tax Expert Group. The Government continues to be concerned as what it perceives as unacceptable anti avoidance activities of major corporates, and in conjunction with the international developments on Base Erosion and Profit Shifting, UK domestic law has seen 100 new anti-avoidance measures since 2010.

In the meantime, we continue to have a dialogue with HMRC, HM Treasury and other key bodies such as the Office of Tax Simplification. We submitted our proposals for taxation reform ahead of the 2018 Budget. Our submission continued to focus our campaigns on the long term themes of simplification, building certainty into the tax system and creating a competitive tax regime that incentivises and enables smaller growing companies to raise sustainable capital. It is pleasing to see that a number of changes we have previously lobbied for have now been enacted, including the relaxation of certain Entrepreneur's Relief requirements, and technical changes which avoid anomalies and unnecessary tax liabilities arising on share sales.

We work closely with our colleagues in the Share Schemes Expert Group on suggestions to encourage employee share ownership. We are also making suggestions to create a level tax playing field between debt and equity financing, to enable companies to obtain certainty in areas where legislation is ambiguous through a formal tax ruling process, and to address anomalies in the current corporation tax rules. Informal feedback from our discussions with HM Treasury and HMRC has indicated that they are sympathetic to many of our proposals, but constrained by the position with the EU and managing the deficit.

We continue to forge links with the relevant bodies and look forward to continuing our dialogue with the major political parties.

The UK tax system has become unduly complex and cumbersome, partly as a result of adding complex new measures to a fundamentally outdated system. On top of this, complex anti avoidance measures targeting the largest international groups often adversely impact mid-size quoted company groups, or at the very least can add significant compliance burdens. As it becomes ever more important for the UK to create an environment to encourage business and investment, this needs to change.

Whatever the outcome of the Brexit discussions, the UK will have an opportunity to update our tax system so that it is fit for the commercial realities of the twenty-first century, and designed to encourage investment.

I would like to thank my colleagues in this expert group for their hard work and their helpful insight over the past year.

Tax Expert Group Members

Paul Fay (Chair)Crowe UK LLPMark AllwoodhaysmacintyrePaul AttridgeBeavis Morgan LLPEmma BaileyFox Williams LLP

Edward BrownGrant Thornton UK LLPTom GarezePKF Littlejohn LLP

Rachel Gauke LexisNexis

Oliver Gutman Shakespeare Martineau LLP

Yuri Hamano **BDO LLP** Daniel Hawthorne Dechert Hannah Jones Deloitte LLP Mark Joscelyne CMS Emma Locken PwC LLP Sabina Marquiles LexisNexis Zoe Peck Mazars IIP Dan Robertson RSM Matthew Rowbotham Lewis Silkin Ray Smith Clyde & Co LLP

Andrew Snowdon UHY Hacker Young

Peter Vertannes KPMG LLP





Events

Our events connect our members, impart knowledge and introduce organisations that help grow their understanding of the markets and the impact on them.

Discussions, debates and engagement keep our members up-to-date and ahead of the issues that matter to their business and success.

Throughout the year, we run a number of technical events that focus on hot topics to help company directors understand emerging issues and how they affect growth companies. The technical events this year included:

Technical events

- Roundtable with the International Accounting Standards Board (IASB)
 The IASB met with QCA members to discuss the IASB's approach to proportionality when formulating International Financial Reporting Standards and how they seek to take into account the needs of smaller entities. The IASB gave an update on the implementation of new financial reporting standards to help members acquire a deeper understanding of the measures that would impact them. Our members were asked to give feedback on the userability of the IFRS Foundation's website to help ensure the websites appropriateness and ease of use for those that require it.
- Share Plan Consideration for Smaller Quoted Companies A panel made up of members of the QCA Share Schemes Expert Group outlined and explained the share schemes available to small and mid-size quoted companies, as well as highlighting the issues these companies may face when implementing their own share plans.
- ISS Breakfast Roundtable Rachit Gupta, Deputy Head of UK Research & Head of UK Small and Mid-Size Companies from Institutional Shareholder Services (ISS) spoke about his experience engaging with small and mid-size quoted companies in the 2019 reporting season.
- Breakfast briefing exploring the QCA Code's Principles of Corporate Governance – In partnership with Link Group, we gave a general overview of the QCA Code and how to build trust with shareholders, together with a more in-depth look at seeking to understand and meet shareholder needs and expectations.
- Corporate reporting for AIM Keeping pace in changing times together
 with our member PwC LLP we held a breakfast briefing looking at how
 directors using their strategic report can tell their company's story and
 communicate with investors.
- Remuneration for AIM companies Our Chief Executive Tim Ward, Fund Manager Richard Penny of CRUX Asset Management, and PwC held a roundtable to explore the September 2018 changes to AIM Rule 26 and how this impacted a company's approach to remuneration policy and disclosure.

Fund Manager programme



Our Fund Manager programme gives small and mid-size quoted company directors unique opportunities to have direct access to leading institutional investors outside the usual environment of roadshows and formal meetings. At the dinners this year, companies have heard from the following leading fund managers:



Gervais Williams Miton Group



Adam McConkey Lombard Odier Asset Management



Judith MacKenzie Downing LLP



Richard Hallett Canaccord Genuity



Richard Power Octopus Investment



Matt Tonge Liontrust



Simon Cleaver Investec



Georgina BrittainJP Morgan
Asset Management

Meet a Market Maker programme

The Meet a Market Maker Programme puts company directors straight onto the trading floor allowing them time with the market maker who covers their stock, so directors see how the price of their stock is made, develop an understanding of the information on the screens, and how traders keep track of what they are covering. In depth discussions took place around the issues of market making, spreads, liquidity and current research.

QCA Corporate Governance workshops

A new programme of QCA Code training sessions was initiated. Members of the working group that produced the code and other contributors guided companies and NOMADs on how to effectively use and apply the QCA Code. NEDA's Chief Executive, Louis Cooper, led the one day workshops. Joining him to explain the 10 principles and the background on the QCA Code were:

- Edward Craft, Partner, Wedlake Bell LLP
- Edward Beale, Non-Executive Director, Western Selection PLC
- Jonathan Compton, Director, BDO LLP
- Peter Montagnon, Associate Director, Institute of Business Ethics
- John Patterson, Corporate Governance Specialist, PwC
- Michael Higgins, Portfolio Non-Executive Director & QCA Board Member
- Bob Beveridge, Portfolio Non-Executive Director
- Will Pomroy, Director Engagement, Hermes Investment Management Ltd

Directors' Dinner programme

We have had continued success with our ongoing Directors' Dinner Programmes with regulators and industry leaders. This year's speakers have been Lord Michael Grade, former Chairman of BBC & ITV, Simon Bentley, former Non-Executive Director, Sports Direct PLC, Andrew Belshaw, Chief Financial Officer, Gamma Communications, Peter Harris, Chief Financial Officer, Next Fifteen Communications Group PLC, Sir Donald Cruickshank, Chairman, 7digital Group PLC.

Annual Dinner 2018

More than 320 members of the small and mid-size quoted company community attended our Annual Dinner in London on 20 September. Guests included company directors, investors, market operators, journalists, policymakers and regulators.

QCA Chair, Gervais Williams and Nikhil Rathi, Chief Executive Officer, London Stock Exchange PLC and Director of International Development, London Stock Exchange Group, addressed the guests. Comedian and former media executive Cally Beaton shared her experience and story during the after dinner speech.

The event was sponsored by London Stock Exchange, with BoardEx | The Deal as supporting sponsor and Winterflood Securities sponsoring the after-dinner drinks.







Clockwise: Plentiful bubbles; QCA Chair Gervais Williams, comedian and former media executive Cally Beaton and QCA CEO Tim Ward.

Annual General Meeting 2018

Our 2018 Annual General Meeting (AGM) hosted by **Hogan Lovells International**, took place on the 16 October 2018. The AGM proceedings were followed by a drinks reception for our members.

Building Better Boards Forum 2019

As part of our Building Better Boards theme for 2019, we held our Annual Forum on Tuesday 11 June at Haberdashers' Hall in London, with over 70 guests from small and mid-size quoted companies.







Clockwise: First panel session, James Ashton, Nick Naylor, Judith MacKenzie and Tim Hammett in the Haberdashers' Hall; James Ashton, Chair of the Forum; Andrew Kakabadse, Henley Business School.

The Building Better Boards Forum was sponsored by Allenby Capital, Winterflood Securities Ltd and Link Asset Services Ltd.

This year, the Forum built upon our work on corporate governance and was aimed at helping smaller quoted companies build effective boards and develop good practices and behaviours to drive improved performance and help stimulate their growth.

James Ashton, business writer, speaker and media consultant, chaired the first panel session at the QCA Building Better Boards Forum, which explored the ways in which companies can create the right board. Tracey Brady, Managing Director, Company Matter part of Link Asset Services, chaired the second panel which discussed how the Board needs to evolve with the business.







Clockwise: Chair of the second panel session Tracey Brady with panelists Annette Nabavi, Hugh Cawley and Chris Hodge; members networking at the Annual Forum.





Guides & Publications

We continue to work with our members and partners to produce insightful reports that highlight the special nature and needs of small and mid-size quoted companies.



Small & Mid-Cap Sentiment Index

QCA/YouGov



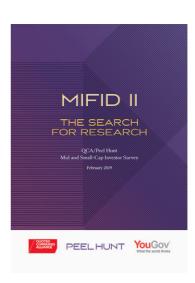
How small and mid-cap quoted companies make a substantial contribution to markets, employment and tax revenues

QCA/Hardman & Co



Corporate Governance Behaviour Review 2018

QCA/UHY Hacker Young



Mid and Small-Cap Investor Survey: MiFID II – The Search for Research

OCA/Peel Hunt/YouGov



The QCA Corporate Governance Code

QCA

Recently launched publications



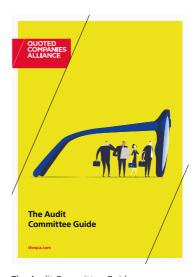
Research Report
The Role of Non Executive Directors
in Growth Companies

QCA/Henley Business School/ Downing



Boardroom behaviour and the QCA Corporate Governance Code

QCA/NEDA



The Audit Committee Guide

QCA





Directory of Members

4imprint Group PLC 600 Group PLC 7digital Group PLC

A

AB Dynamics PLC Accrol Group Holdings PLC Accsys Technologies PLC **Actual Experience PLC** Advanced Medical Solutions Group PLC Allenby Capital Ltd Alliance Pharma PLC Alpha FX Group PLC AMBA Company Secretarial Services Ltd Amerisur Resources PLC Amino Technologies PLC Animalcare Group PLC Arden Partners PLC Ariana Resources PLC ATTRAQT Group PLC **Autins Group PLC** AVEVA Group PLC

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Bango PLC Bank of London and The Middle East PLC Bates Wells & Braithwaite LLP **BDO LLP** Beavis Morgan LLP Belvoir Lettings PLC **Beowulf Mining PLC** Bilby PLC Blackbird PLC Blake Morgan Blue Prism Group PLC BMO Global Asset Management EMEA **Brady PLC Breedon Group PLC Brighton Pier Group PLC** Bruce Wallace Associates Ltd. **Buchanan Communications Burges Salmon**

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C4X Discovery Holdings PLC Cairn Financial Advisers LLP Cambridge Cognition Holdings PLC Camellia PLC Canaccord Genuity Ltd Cantor Fitzgerald Europe Caribbean Investment Holdings Ltd Cello Health Group PLC Cenkos Securities PLC Central Asia Metals PLC CentralNic Group PLC Cerillion PLC Character Group PLC Charles Russell Speechlys LLP Christie Group PLC Clarkson PLC Clear Insurance Management Ltd **CLS Holdings PLC** Clyde & Co LLP CML Microsystems PLC CMS Cohort PLC Concurrent Technologies PLC Conygar Investment Company PLC Corporate Governance Ltd Covington and Burling LLP Crowe UK LLP

D

D4t4 Solutions PLC
DAC Beachcroft LLP
Dart Group PLC
Dechert
Defenx PLC
Deloitte LLP
Denholm Oilfield Services Ltd
discoverIE Group PLC
Dorsey & Whitney
dotdigital Group PLC
Downing LLP
Druces LLP

CyanConnode Holdings PLC

E

Earthport PLC
Ebiquity PLC
ECO Animal Health Group PLC
ECSC Group PLC
Eddie Stobart Logistics PLC
Eden Research PLC
Eland Oil & Gas PLC
Elecosoft PLC
Epwin Group PLC
Eversheds Sutherland
Everyman Media Group PLC

F

Faegre Baker Daniels LLP
Falanx Group Ltd
finnCap Group PLC
Finsbury Food Group PLC
Fiske PLC
FIT Remuneration Consultants
Flathill Communications Group PLC
Flowtech Fluidpower PLC
Focusrite PLC
Fox Williams LLP
Franchise Brands PLC
Frontier IP Group PLC
Fusion Antibodies PLC

G

Gamma Communications PLC
Gateley Holdings PLC
Gateley LLP
Gear4music Holdings PLC
Georgian Mining Corporation
Goodwin PLC
Gordon Dadds Group PLC
Grant Thornton UK LLP
Gresham House PLC
Gym Group PLC

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H&T Group PLC
Hamlins LLP
Harbottle & Lewis LLP
Hardide PLC
Hardman & Co
Harvey Nash Group PLC
Harwood Wealth Management Group PLC
Haydale Graphene Industries PLC

Haynes Publishing Group PLC
haysmacintyre
Helical PLC
Herald Investment Management Ltd
Hewitt New Bridge Street
Hill Dickinson LLP
Hogan Lovells International LLP
Hurricane Energy PLC
hVIVO PLC
Hybridan LLP

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IDOX PLC
Inland Homes PLC
Inspiration Healthcare Group PLC
Inspired Energy PLC
Invesco Asset Management Ltd
Iomart Group PLC
IQGEO Group PLC

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Jaywing PLC Jersey Oil And Gas PLC

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K3 Capital Group PLC Kape Technologies PLC Kerman & Co LLP Korn Ferry Hay KPMG I I P

L

Lewis Silkin
LexisNexis
Liberum Capital Ltd
LiDCO Group PLC
Link Asset Services
Liontrust Asset Management PLC
Locke Lord LLP
Lok'n Store Group PLC
Lombard Odier Asset Management
Europe Ltd
London Finance & Investment Group PLC
London Stock Exchange PLC
LPA Group PLC

M

M P Evans Group PLC M Winkworth PLC Macfarlane Group PLC Maintel Holdings PLC Majestic Wine PLC Manx Financial Group PLC Manx Telecom PLC Mattioli Woods PLC

Mazars LLP

McKay Securities PLC Mears Group PLC

Mercia Technologies PLC

Metal Tiger PLC

Michelmersh Brick Holdings PLC

Mills & Reeve LLP Mind Gym PLC Mishcon De Reya

Mission Marketing Group PLC

Miton Group PLC

MM & K Ltd Moneycorp

MSP Secretaries Ltd Morses Club PLC

Mortgage Advice Bureau Holdings PLC Motorpoint Group PLC

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NAHL Group PLC
Newmark Security PLC
NEX Exchange
Next Fifteen Communications Group PLC
Nichols PLC
Non-Standard Finance PLC
Norish PLC
Norman Broadbent PLC
Northbridge Industrial Services PLC
Norton Rose Fulbright LLP
Nucleus Financial Group
Numis Securities Ltd
NWF Group PLC

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Oncimmune Holdings PLC One Media IP Group PLC Origin Enterprise PLC Osborne Clarke Oxford BioDynamics PLC

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Palace Capital PLC Panmure Gordon & Co PLC Panther Securities PLC Parity Group PLC Peel Hunt LLP Personal Group Holdings PLC Petroneft Resources PLC Pittards PLC PKF Littlejohn LLP Pomanda Portmeirion Group PLC Porvair PLC Practical Law Company Ltd Premier Asset Management Group PLC Pressure Technologies PLC PwC LLP Primary Health Properties PLC Prism Cosec **Project Heather** Property Franchise Group PLC

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Qannas Investments Ltd Quixant PLC

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Ramsdens Holdings PLC reach4entertainment Enterprises PLC Real Estate Investors PLC Restore PLC Rockfire Resources PLC RSM RTC Group PLC Rurelec Group PLC

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Safe Harbour Holdings PLC Saffery Champness LLP Scancell Holdings PLC Schroder Investment Management Scientific Digital Imaging PLC Severfield PLC Shakespeare Martineau LLP Share PLC Shore Capital Group Ltd SkinBioTherapeutics PLC Smartspace Software PLC Smith & Williamson LLP Solid State PLC Starcrest Education The Belt & Road Ltd StatPro Group PLC Stephenson Harwood Stifel Strand Hanson Ltd Sumo Group PLC Sureserve Group PLC Surgical Innovations Group PLC Sylvania Platinum Ltd Symphony Environmental Technologies PLC System1 Group PLC

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TClarke PLC Telford Homes PLC Ten Lifestyle Group PLC Tern PLC The International Stock Exchange Totally PLC TP Group PLC Trackwise Designs PLC Transense Technologies PLC Travers Smith LLP Treatt PLC Tribal Group PLC Trifast PLC TruFin PLC Tungsten Corporation PLC Tyman PLC

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UHY Hacker Young ULS Technology PLC Unicorn Asset Management

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ValiRx PLC
Van Elle Holdings PLC
Venture Life Group PLC
Verona Pharma PLC
Versarien PLC
Vertu Motors PLC
Vianet Group PLC
Vinaland Ltd
Vistra Ltd

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Warpaint London PLC Wedlake Bell LLP Western Selection PLC Westminster Group PLC WH Ireland Group PLC Winterflood Securities Ltd Woodbois Ltd

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YouGov PLC Young & Co's Brewery PLC Yourgene Health PLC

Z

Zeus Capital Ltd Zytronic PLC

QUOTED COMPANIES ALLIANCE



Quoted Companies Alliance

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