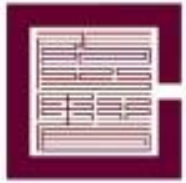


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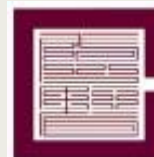


**NEX Exchange Asia Roadshow
2017**

Gavin Wilkins - Minerva

Tuesday, 28th February 2017, Singapore
Wednesday 1st March 2017, Kuala Lumpur
Thursday, 2nd March 2017, Bangkok

Introduction



NEX Exchange Asia Roadshow
2017

Gavin Wilkins
Client Relationship Director
Minerva Trust & Corporate Services

- Case studies – similarities & differences
- Holding Companies – why use Jersey?
- Relocating an existing holding company
- Pre-IPO structuring considerations
- Role of the Fiduciary Services Provider
- Minerva at a Glance

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Case Studies



Case Studies



2016 IPO
London

NEX Exchange



- Provides liquidity for shareholders and a platform for raising the profile of the business with a targeted investor relations programme
- Balanced approach to regulation, governance and ongoing obligations
- Benefits from an admission process which is clear and easy to negotiate
- No minimum prescribed funds to be raised on IPO, at least 10% of share capital to be issued to the general public ("free float")
- This provides greater clarity than the unwritten free float minimums which exist in some other markets
- Growth market is a potential stepping stone to other markets including the Main Board
- Increasing interest from Companies wishing to join the exchange

Case Studies



Asia

Case Studies



Jersey
Holding
Companies

They are not alone....

Jersey Holding Companies as Listing Vehicles

- Jersey companies listed on worldwide stock exchanges from London to New York with combined market capitalisation over £240 billion
- Jersey has the greatest number of FTSE 100 companies registered outside the UK
- The greatest number of AIM companies registered outside the UK
- A jurisdiction of choice for listings on NEX Exchange

GLENCORE

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About Jersey?

- Around 20km from France and 130km from the United Kingdom. Official & business language is English. 30 minute flight from London - regular flights.
- A crown dependency, benefitting from British protection but not part of the UK
- Independently recognised as a well-regulated, transparent and co-operative jurisdiction by the IMF & OECD
- Stable and reliable global finance industry for over 50 years. 12,000+ finance industry professionals
- Does business with over 200 countries and \$1 trillion of assets invested/administered



Why use a Jersey HoldCo?

Why is there a recent trend for choosing Jersey?

- Track record
- Well connected with London & same time zone
- Strong corporate governance
- OECD & IMF rate Jersey as a co-operative international finance centre
- Straightforward tax neutral environment
- Politically stable, respected legal infrastructure & court system
- AA- rated by Standard and Poors

- Jersey Public Holding Company is comparable to a UK PLC
- Modelled on English company law - more flexible in a number of areas
- Investors in London listed Jersey Co's protected by UK Takeover Code
- Shares settled through CREST (UK share settlement system) without the need for depository instruments

Ultimately, this contributes to the chances of the IPO successfully raising the funds required which has to be the primary consideration

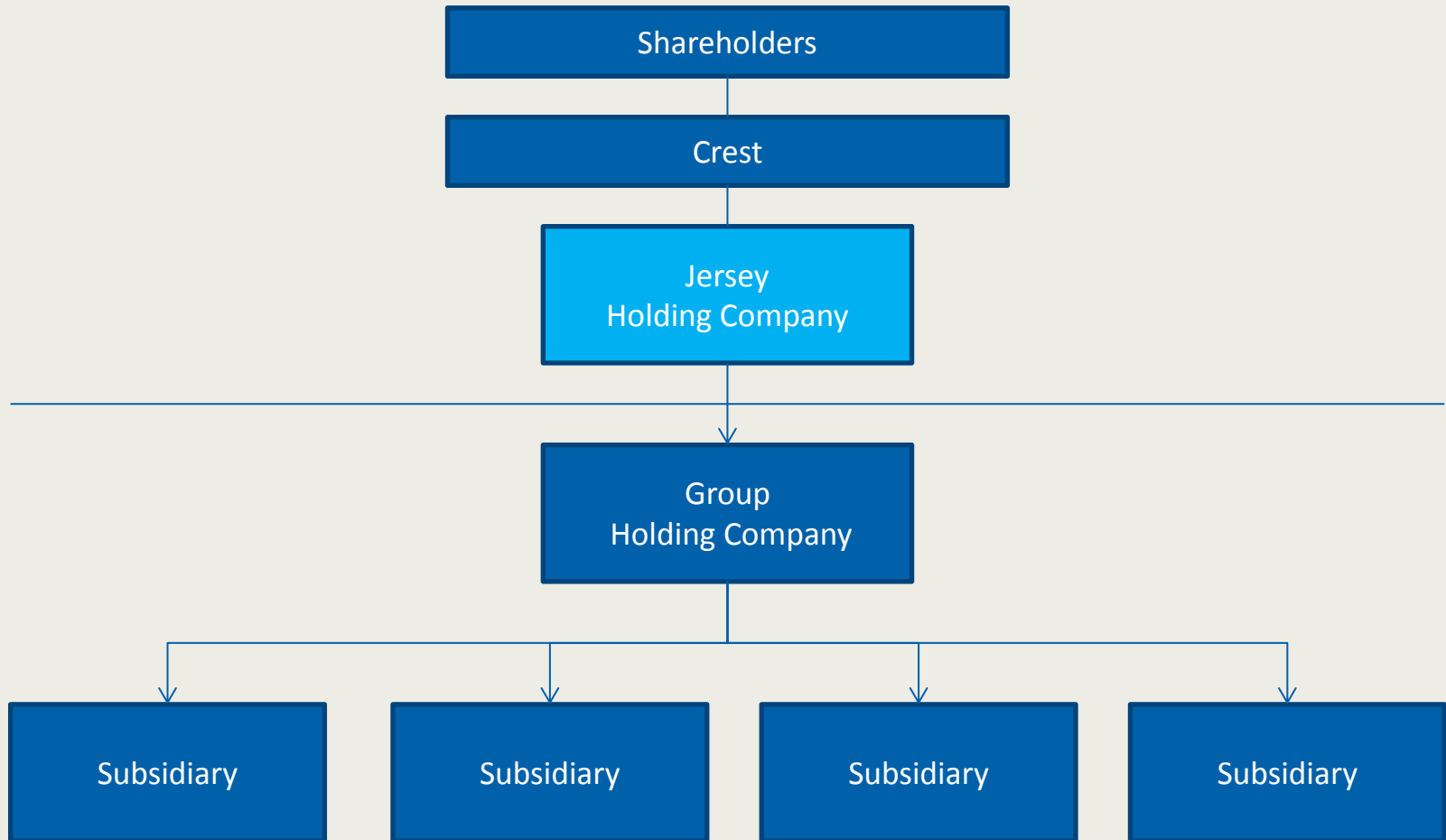
Implementing a Jersey Holdco

Introducing a Jersey Company to a corporate structure

Three scenarios:

- New holding company for existing business: Incorporate new company, group re-organisation prior to listing (share for share exchange)
- Migration of existing holding company to Jersey: Re-domiciliation of foreign company to Jersey so that it continues existence as a Jersey registered company
- New businesses: Use Jersey holding company from the outset e.g. investment company

Typical Holding Company



The Process – Jersey Perspective

- Pre-IPO considerations, planning and structuring (more later)
- Engagement with advisors including:
 - Reporting accountants, corporate advisor, legal counsel
 - Share registrar (share register in Jersey)
 - Fiduciary & corporate services provider (registered office in Jersey)
- Jersey holding structure
- Admission documentation (compliance with Jersey law, verification of content, regulatory approval)
- Board meetings
- Listing

BREXIT & Jersey

- Jersey is a dependency of the British Crown but not part of the UK. It has its own elected government and retains responsibility for all matters apart from defence and international diplomacy
- One of the UK's closest trading partners, irrespective of the UK's membership of the EU. Value held in Jersey trusts, banks, funds & SPVs invested in UK assets totals half a trillion GBP and represents 5% of the UK total of foreign owned assets
- Jersey is not a member of the EU but is subject to some EU legislation and gains access to EU markets granted after assessment of equivalent regulatory standards. Over £200 billion of assets managed in Jersey originated from EU markets (excluding UK) and around 22% of total assets managed put to use in EU
- Jersey already facilitates significant investment into the EU. It is difficult to see what incentives BREXIT will create for the EU to move towards more protectionist policies to prevent this in the future

Redomiciliation

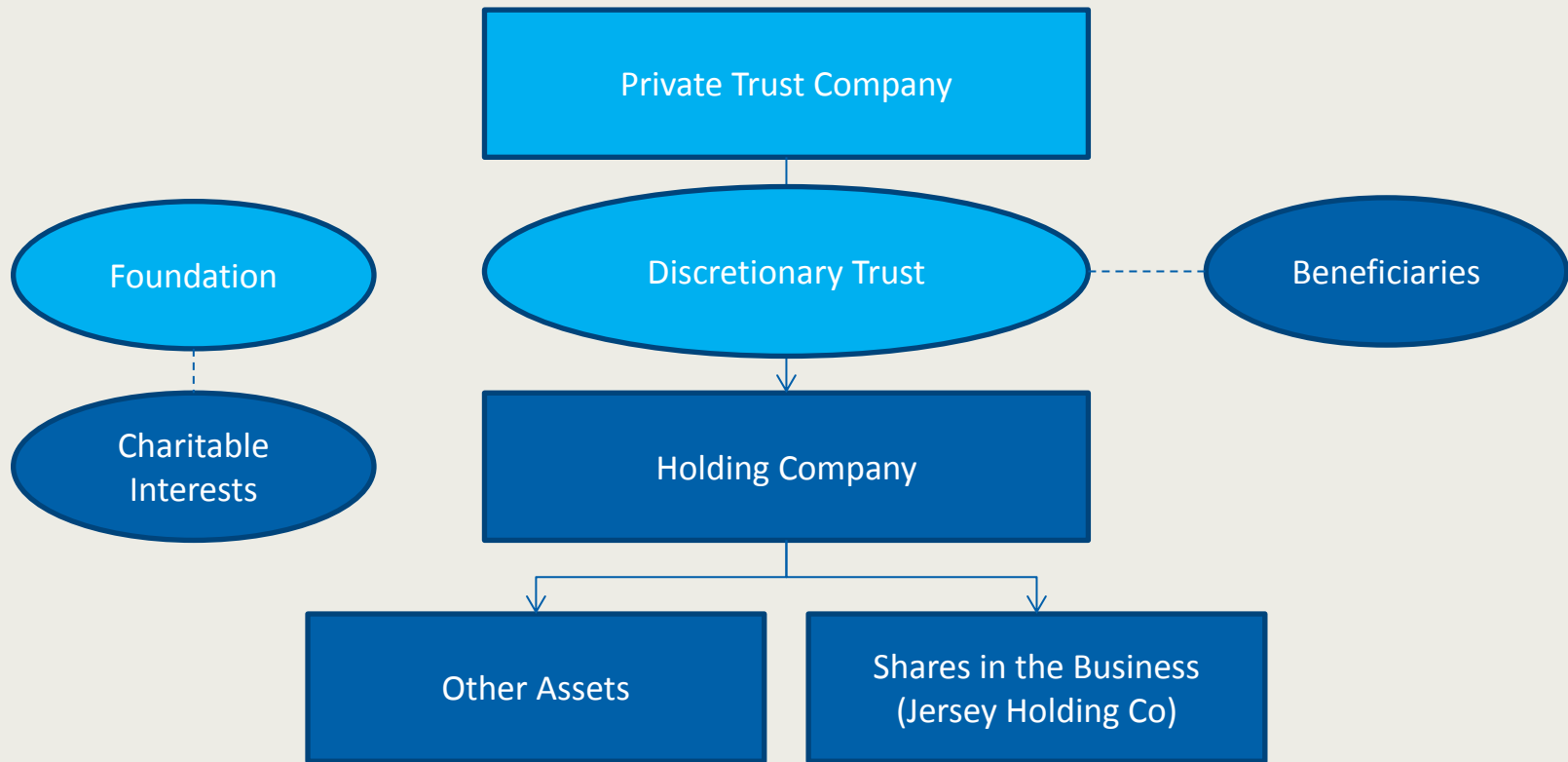
- Examples
- Particular differences in each country , specific advice required
- In general:
 - In good standing – certificate of good standing
 - Apply for company name
 - Directors & Shareholders meetings, Shareholder notice, EGM
 - Special resolution approving re-domiciliation to registrar
 - Documentation to new jurisdiction
 - Notices in old jurisdiction to give creditors time to object
 - Prepare M&A in new jurisdiction
 - Opinion from lawyer in old jurisdiction may be required
 - Old registrar issues Certificate of Discontinuance & strike off
 - New Registrar issues Certificate of Continuation
- Re-admission process with relevant stock exchange

Pre-IPO Considerations

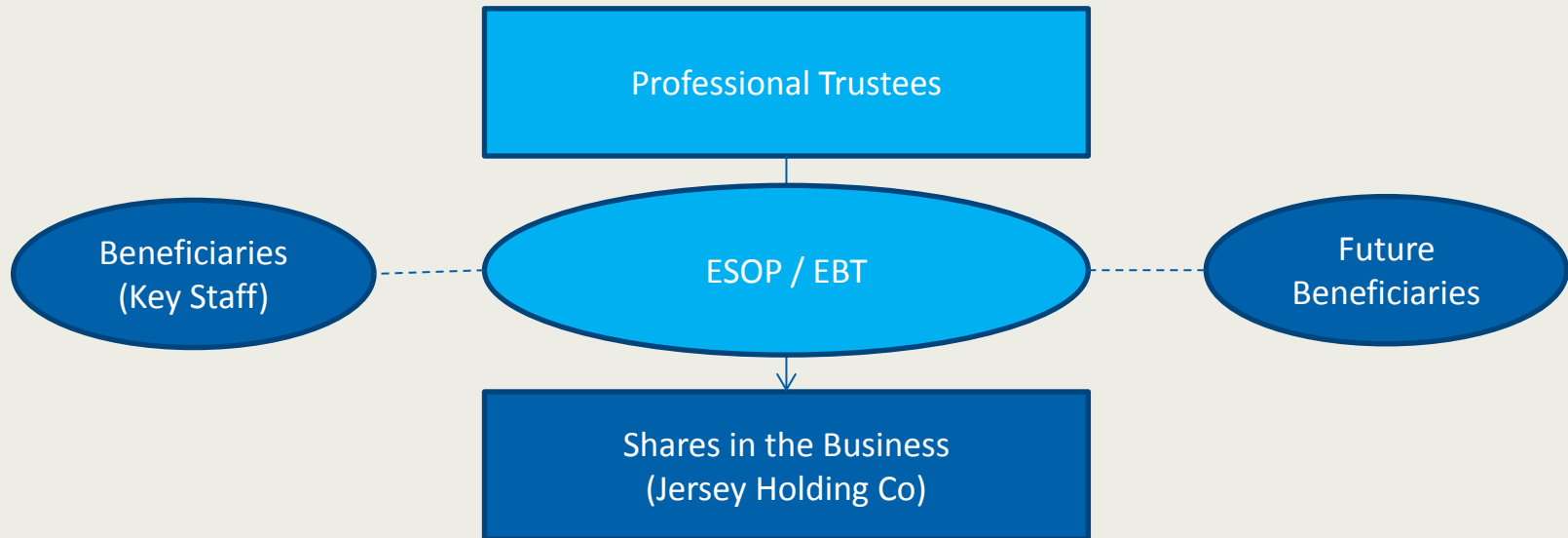
Includes:

- Pre-IPO fund raising
- Implementing corporate governance regimes
- Becoming Investor ready
- Holding company establishment / migration
- Wealth planning & structuring by founders
- Employee incentives schemes and related structuring

Wealth Planning



Share Incentives

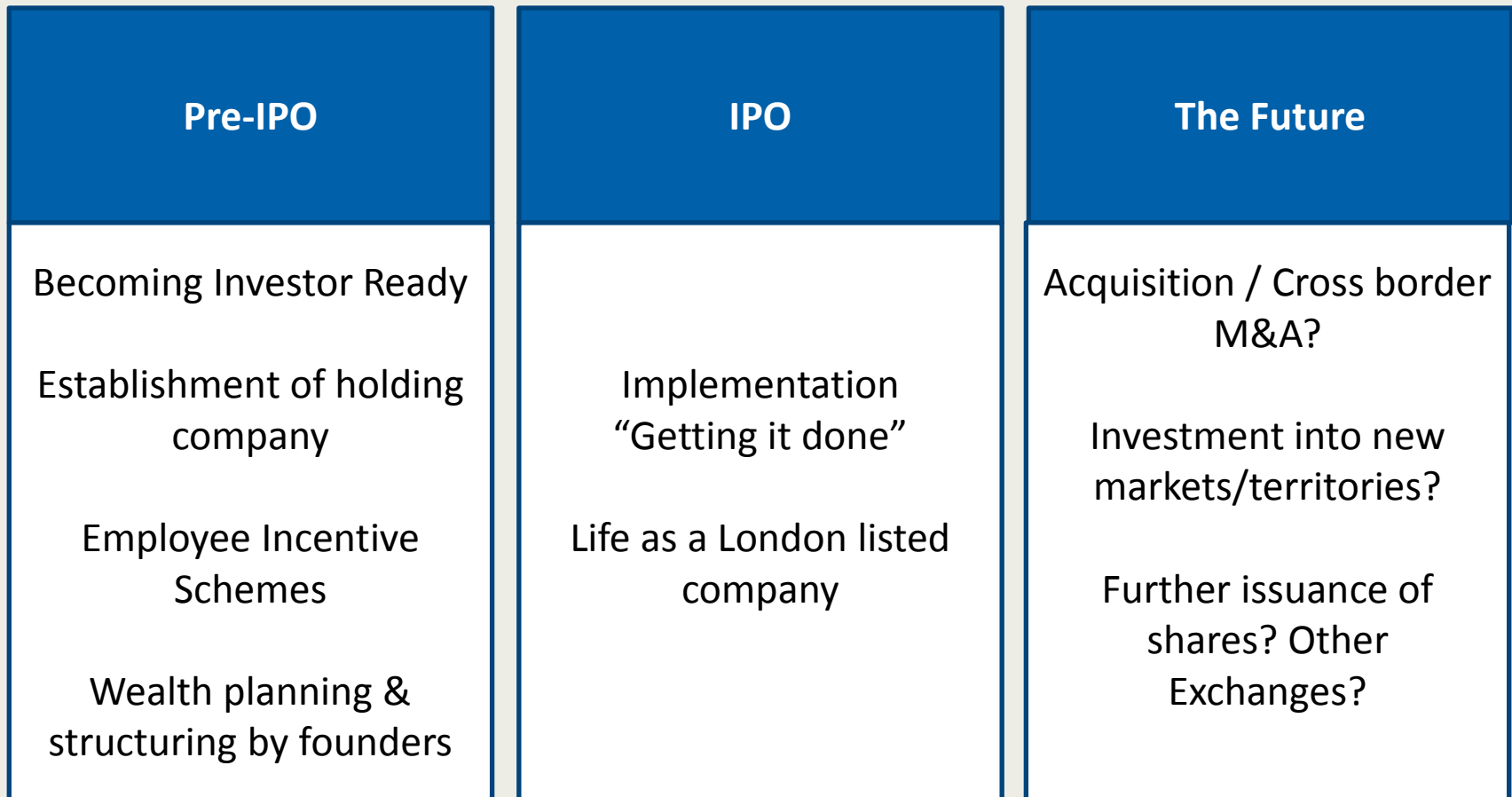


Pre-IPO Considerations

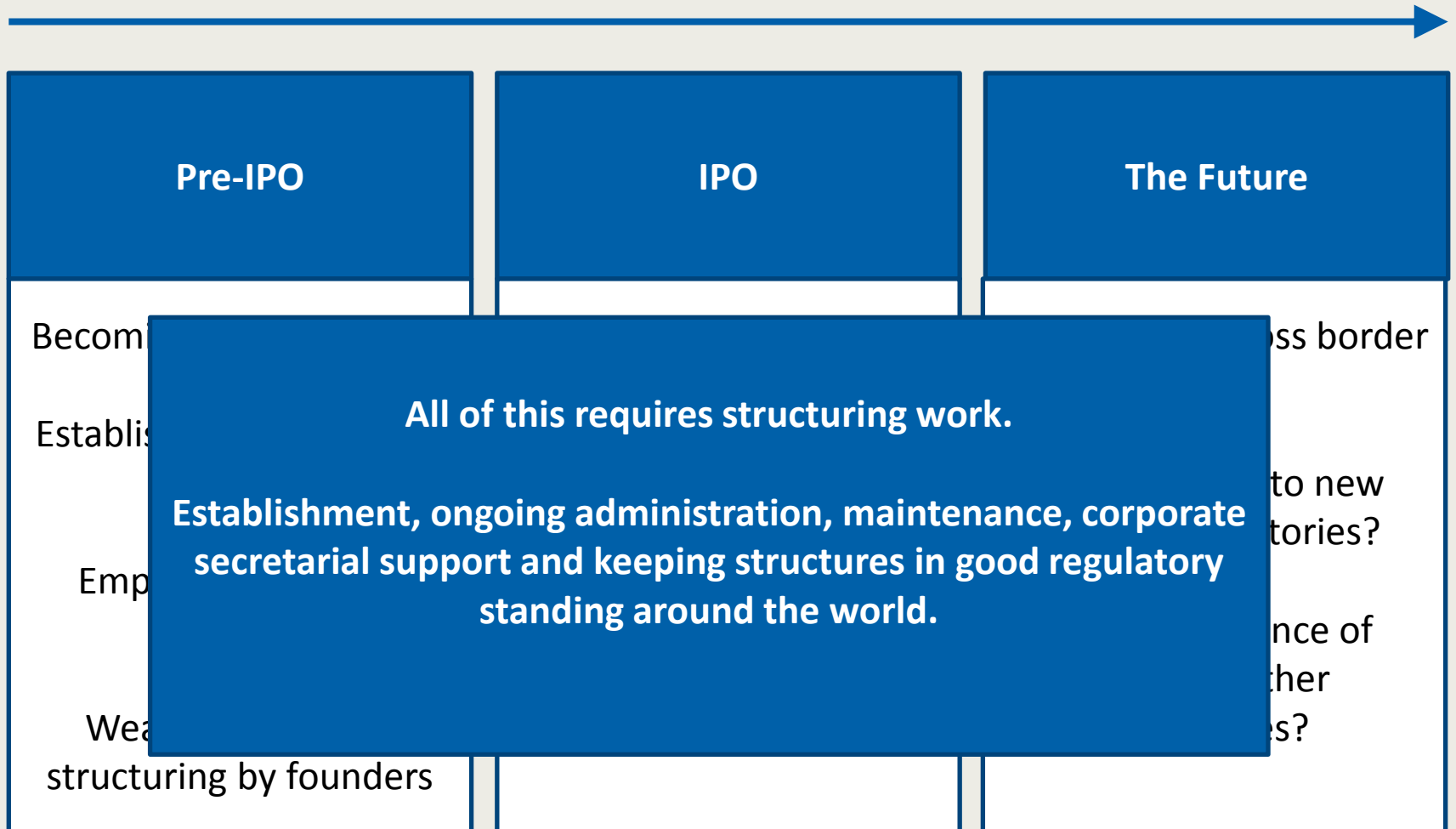
Thoughts:

- Consider all angles as part of the overall IPO planning
- Discounting options in one thing but finding out afterwards that there was an option is another thing!
- Cost vs Benefits – some things can come later
- Engage with professional advisors and get written advice - the blueprint for the establishment of relevant structures

The Journey



The Journey



Role of Fiduciary Services Provider

Can include:

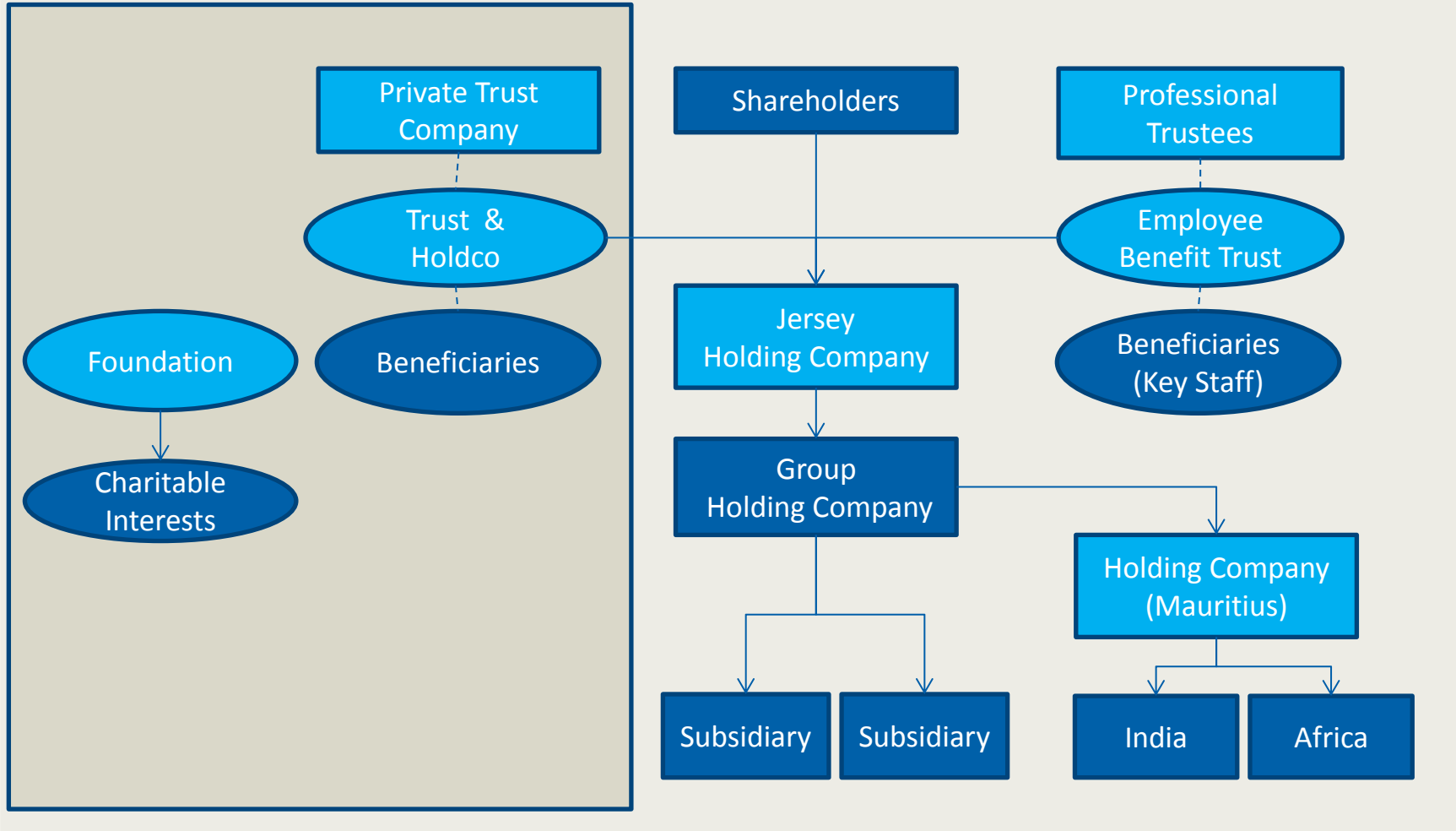
- Formation / incorporation of relevant legal entities
- Company secretarial services and registered office
- Provision of non executive directors
- Ongoing administration including processing transactions, maintenance of statutory and corporate records and undertaking filings
- Board meeting facilitation and support
- Book-keeping and preparation of financial statements in accordance with International Financial Reporting Standards (IFRS) or other relevant accounting framework and arrangement of annual audit
- Management of banking facilities

Role of Fiduciary Services Provider

Continued:

- Similarly, trustee services or related services for pre-IPO wealth structures, investment holding structures or related arrangements
- Co-ordination of advice from local and international lawyers and tax and other advisors
- A key partner throughout the process and beyond – key considerations

Example Interaction



Minerva at a Glance

- In existence for over 35 years
- Strategically located offices in Jersey, London, Geneva, Dubai, Mauritius, Kenya, Singapore and Amsterdam
- Asia is a core market, present in Asia, regular visiting plan
- Track record – Transactions and IPOs on the London Main Market, AIM and NEX Exchange in 2016
- Crowe Horwath business alliance member

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Thank You

Gavin Wilkins
Client Relationship Director
Minerva Trust & Corporate Services

+44 (0) 1534 702815
gavin.wilkins@minerva-trust.com



Best Corporate Services Administrator -
Channel Islands & IPO Support Services



This presentation is for information purposes only and should not be treated as advice. Minerva holds no responsibility if the information provided is used otherwise. Advice should be sought prior to setting up any structure. Minerva will be happy to assist in this respect.

Minerva Trust & Corporate Services is regulated by the Jersey Financial Services Commission.

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