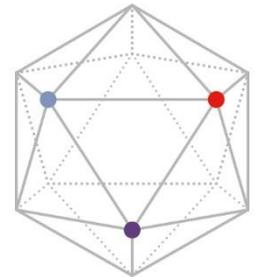




Employee Services Forum 2018



Paul Butcher

Brexit Director, Herbert Smith Freehills

Nicholas Greenacre

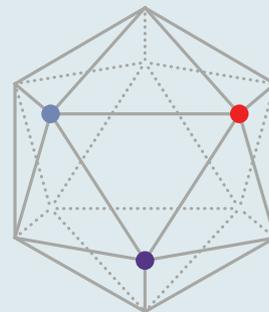
Partner, White & Case LLP (Facilitator)

John Heaton

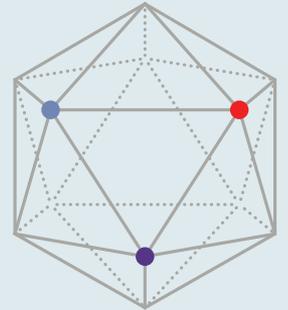
Institute of Chartered Secretaries and Administrators

Jennifer Rudman

Strategic Development Manager, Equiniti

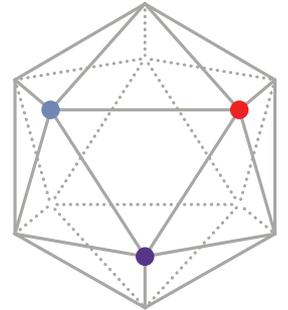


Brexit and What's in Store for the Future



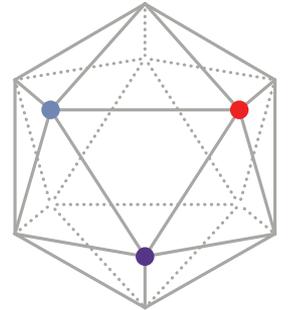
WHERE ARE WE NOW?

- Article 50 triggered – UK to leave EU by 29 March 2019
- European Union (Withdrawal) Act 2018
- Withdrawal agreement
 - Target date of November to agree
 - If deal, ratification in January 2019
 - If no deal, contingency plan to be invoked 21 January 2019
- Possible transition period until 31 December 2020
- Free trade agreements
- Regulatory divergence / alignment
- Politics
- Global view



EUROPEAN UNION (WITHDRAWAL) ACT 2018

- Repeal of European Communities Act 1972
- Conversion of existing EU law into domestic law
- Creation of powers to make secondary legislation, including temporary powers to enable corrections to be made to laws that would otherwise no longer operate appropriately once the UK has left the EU and to implement a withdrawal agreement
- Aim: to maximise legal certainty and preserve the status quo

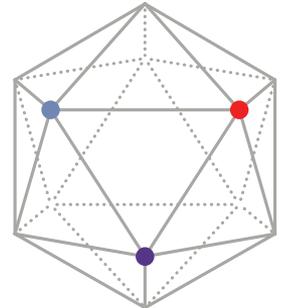


POLL 1

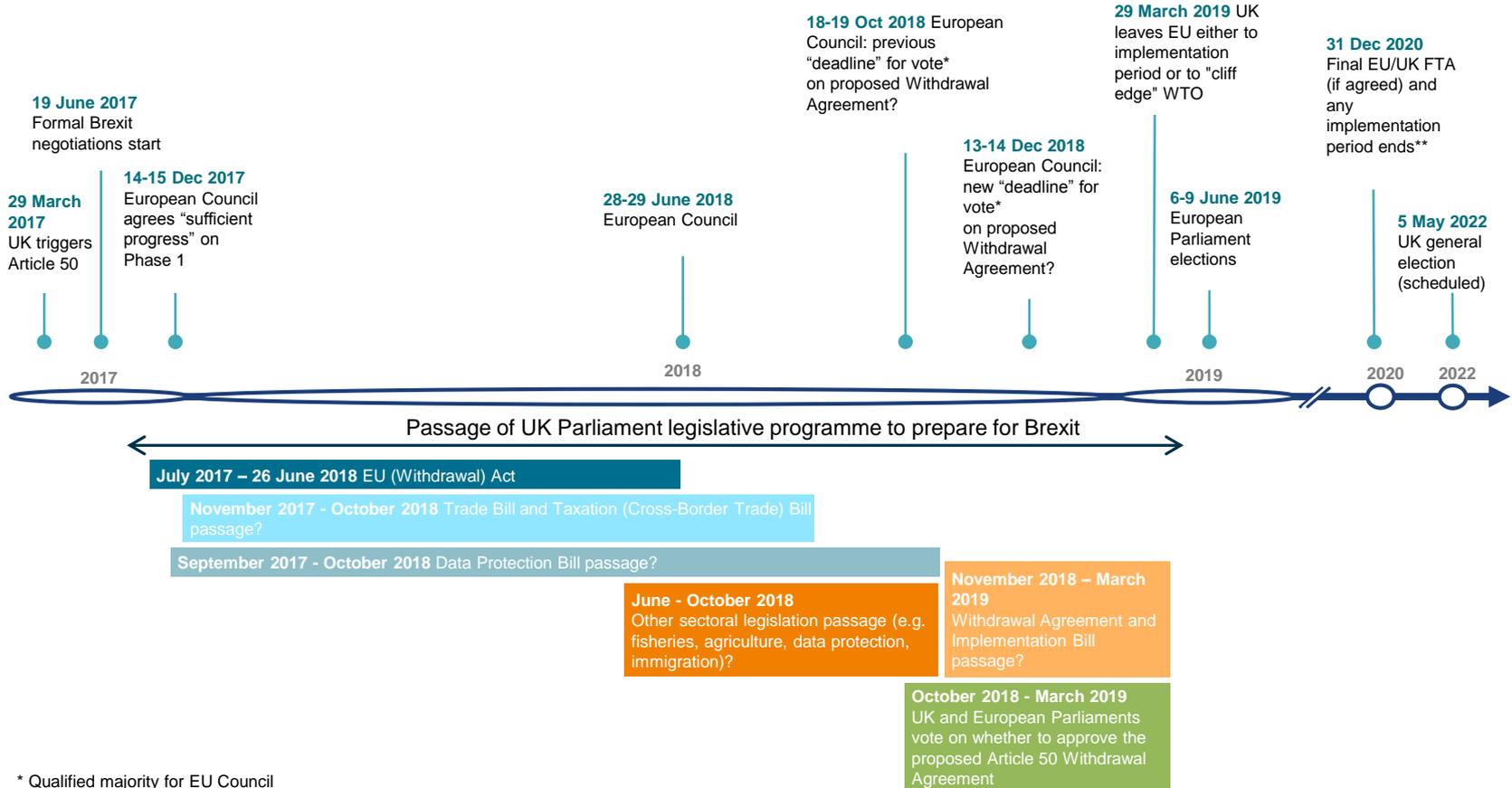
Do you think that the UK and the EU will reach an agreement on withdrawal and future relations in time for the 29 March 2019 deadline?

- A. Deal
- B. No Deal

(Select one)



BREXIT TIMELINE



* Qualified majority for EU Council

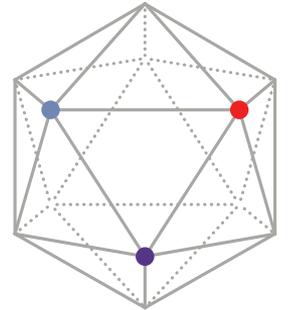
** As above, except the agreement is "mixed", dealing with matters that are in shared or sole competence of the individual Member States, it also requires the approval of all continuing Member States in accordance with their individual processes for treaty approval

POLL 2

Is your organization Brexit-ready?

- A. Yes – we didn't have to do anything
- B. Yes – we have executed all our plans
- C. Not quite, but we're on our way
- D. Not started looking at it yet

(Select one)

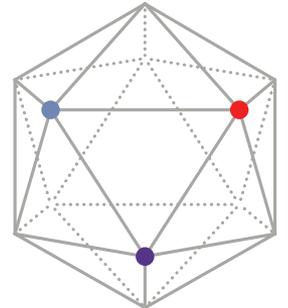


SECURITIES LAW

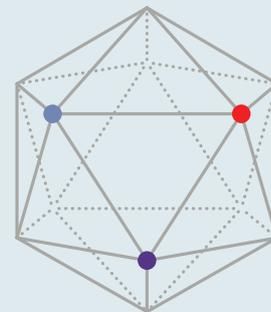
- EU Prospectus Directive
 - UK companies rely on employee share scheme exemption
 - EU Prospectus Regulation – applies in full July 2019
 - Impact of Brexit – no deal/withdrawal agreement and transition
 - Prospectus filings rare even for ESPPs

FINANCE

- Financial Passporting
 - UK banks/financial companies authorised to do business across EEA
 - End of passporting? New deal?



Brexit Predictions

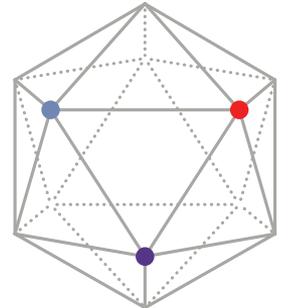


POLL 3

Where will the UK be in five years time?

- A. Out of the EU – the Singapore of the North
- B. Back (or still) in the EU
- C. Brexit in name only
- D. None of the above

(Select one)



Questions?

