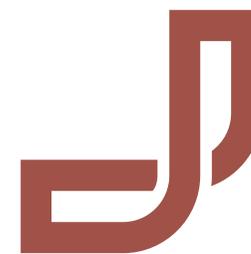




Reyker Securities plc (in Special Administration) (the “Company”)



Meeting of Clients and Creditors

Held at etc. venues, 155 Bishopsgate, EC2M 3YD

11.00am, Monday 16 December 2019



Order of business at today's meeting

Times (est.)	Order of business
11.00 hrs	<ul style="list-style-type: none">• Chairman's introduction
11.05 hrs	<ul style="list-style-type: none">• Presentation by the Special Administrators• The role of the FSCS, Simon Wilson
15 minutes	<ul style="list-style-type: none">• Refreshments and comfort break• Q&A from clients and creditors
	<ul style="list-style-type: none">• Formal business, including explanation of voting process, committee constitution and nominations
30-60 mins	<ul style="list-style-type: none">• Recess for voting, refreshments and count• Nominees for the committee to address top table
	<ul style="list-style-type: none">• Announcement of result• Establishment of the committee• Close

Terms capitalised within this document are defined within the JSAs' Proposals previously circulated





Summary of events to date





Background to the Company



- The Services provided by Reyker included:
 - Dealing and trade execution services
 - Safe custody of Client Money (cash) and Custody Assets (securities)
 - Trade settlement services across a broad range of asset classes
 - Discretionary fund management
 - Advisory and outsourced administration
 - Development and retail of structured investment products
 - ISA manager
- Serviced a mix of corporate and individual retail clients
- Registered on London Stock Exchange and regulated by the FCA
- Deemed an “investment bank” in accordance with section 232 of the Banking Act 2009





Events leading to our appointment

Timeline

- | | |
|-----------|--|
| June 2019 | <ul style="list-style-type: none">• Directors engage Smith & Williamson to undertake cash flow review, FCA liaison and other services following a sustained period of losses and ongoing litigation• Shareholder dispute escalates and various restructuring options discussed• Non-director shareholders introduce a potential purchaser for the Company's shares which may result in a sale outside of a Special Administration process ("the Share Sale") |
| July 2019 | <ul style="list-style-type: none">• Negotiations in respect of the Share Sale continue but, after several weeks, are not sufficiently advanced• FCA liaison continues |
| Aug 2019 | <ul style="list-style-type: none">• The board are advised to plan for contingencies. Smith & Williamson instructed to assist in an accelerated sales process to identify and contact prospective purchasers• Share sale discussions continue but are slow moving• FCA liaison continues |
| Sept 2019 | <ul style="list-style-type: none">• The Share sale becomes active again and the Company disengages Smith & Williamson to focus its resources on the Share Sale and improving short-term revenues for the benefit of clients• Heads of terms agreed, formal due diligence commences and documentation drafted and negotiated and an application made by the potential investor to FCA for a change of control• The purchaser withdraws from the Share Sale process• Regular contact with the FCA |
| Oct 2019 | <ul style="list-style-type: none">• The Board inform FCA that the Company is cashflow insolvent• A Voluntary Requirement (VREQ) agreed between the FCA and the Board• The Board apply to the High Court and the JSAs are appointed |





What is a Special Administration?

Objective 1

To ensure the return of Client Money and Custody Assets as soon as is reasonably practicable

Objective 2

To ensure timely engagement with market infrastructure bodies and regulators both in the UK and abroad

(e.g. FCA, FSCS, London Stock Exchange)

Objective 3

To rescue the investment bank as a going concern or to wind it up in the best interests of the creditors

- An insolvency process governed by the Investment Bank Special Administration Regulations 2011 (and associated Rules)
- Required where an investment bank fails
- Three principal objectives
 - No hierarchy
 - Each being pursued in parallel and ongoing
- Clients - any party for whom the Company holds either Client Money (cash) or Custody Assets (stock)
- Creditors - any party owed an amount from the Company, including:
 - A Client who receives a shortfall of either Client Money or Custody Assets
 - Any other creditor (to include the employees, trade suppliers, the landlord and HM Revenue & Customs)





What is a Special Administration?

- Once appointed, the JSAs are obliged to perform their functions in the interests of the Company's clients and creditors as a whole.
- With regard to Client Money, the appointment creates a primary pooling event pursuant to the FCA's client asset sourcebook (CASS), this means:
 - All Client Money held by the Company as at 2.35pm on 8 October 2019 is pooled into a single pool referred to as the Client Money Pool ("CMP")
 - The amount of money in the CMP needs to be reconciled with the total amount of money that should be held for Clients
 - The CMP is returned on a pro-rata basis to Clients calculated on the amount of monies that should be held for them in the CMP as a proportionate share of the whole less costs incurred in distributing the Client Monies.
 - Any Client Money receipts received following the primary pooling event at 2.35pm on 8 October 2019 (e.g. dividend income and coupon interest) need to be held separately from the CMP in a designated post-pooling account, reconciled and returned to the holder of the respective investment (subject to the JSAs' Reconciliation and any costs of distribution)
- With regard to Custody Assets, the JSAs have to establish what securities are held for each respective Client as at the date of appointment and then determine a value of that investment portfolio in accordance with the Regulations and Rules (for the purpose of voting at meeting)





What Client Assets is the Company holding?

Clients Assets totalling c. £977 million (as at 8 October 2019)

- Custody Assets of c. £920 million across 17.5k Client ‘accounts’ and 3k securities;
- Client Money within the CMP of c. £57 million across 5k Client ‘accounts’ and 118 bank accounts; and
- Post pooling receipts - c. £9.5 million has been segregated as at 11 December 2019

Type of Custody Asset	Value (£)*
Private Equity	245,138,255
Listed Corporate Bond	195,639,893
Structured Product	187,537,432
Non-UCITS Fund	81,079,778
Standard Equity Investment	73,630,109
Overseas UCITS Fund	38,570,020
Unlisted Corporate Debt	29,288,396
Securitised Derivatives	20,157,106
IP Group Private Equity	16,905,653
UCITS Fund	11,035,683
Sovereign Debt	7,533,417
LLP Entitlement	6,246,052
UCITS ETF	4,492,576
Hedge Fund	2,152,827
ETC	442,604
Asset total	919,849,801

Client Money Pool	Value (£)*
GBP, USD, Euro and other	57,281,884

**Valued as at close of business on 7 October 2019. Values remain subject to market forces and will vary with time.*

Post pooling receipts (11/12/19)	Value (£)
GBP, USD, Euro & other	9,523,104





What steps have we taken to achieve Objective 1?

Operations

- Critical non-trading operations have been maintained at the Company's leasehold premises
- On day 1, 28 key staff retained to assist with achieving the objectives, including senior management and the entire safe custody team and client services desk
- Mindful of costs, 9 staff were redundant with effect from 31 October 2019
- Undertakings provided to key suppliers and full cost review undertaken
- IT providers and platforms have been engaged and are continuing to supply, most notable the full-time IT contractor who is essential for extracting data reports and Client Statements from VAULT (the Company's bespoke software platform)
- Secured a loan facility of up to £5 million to fund the on-going costs associated with pursuing Objective 1



Steps taken to achieve Objective 1

- Notified the Company's bankers and assumed control of all bank accounts
- Secured ongoing use of links to UK and international custodians / settlement systems who hold the Company's Custody Assets
- Identified 63 unsettled trades as at date of appointment
- Together with solicitors reviewed Reyker records, contracts and terms & conditions to identify and classify the Company's clients. This is important and relevant to FSCS compensation claims
- Engaged third party senior consultants with specialist knowledge of Special Administration Regime and FCA's CASS Rules to assist with the JSAs' Reconciliation and ongoing compliance
- Recruited additional audit resource and trained them on the Company's bespoke VAULT software platform
- The JSAs' Reconciliation is forecast to be completed by the end of December 2019 or early January at the latest (subject to no material anomalies arising)



What steps have we taken to achieve Objective 1?

Client communications

- The following communication lines were, however, established shortly after our appointment:

Channel	Detail
Helpline	<ul style="list-style-type: none">Dedicated 0800 helpline directed to the Reyker Client Services Desk with overflow facility to S&W call centre manned by CASS experienced staffReyker Securities historic Client Services number remained operationalIn excess of 2,000 calls received
Websites	<ul style="list-style-type: none">FAQs and updates added to www.reyker.com and www.smithandwilliamson.com/reyker-securities-plcSecure document library at www.ips-docs.com
Email	<ul style="list-style-type: none">Reyker.securities@smithandwilliamson.comclientservices@reyker.com

- In addition, a considerable amount of time has been spent by the JSAs and senior members of S&W staff and the Reyker team in contacting corporate clients, industry bodies and institutional intermediaries to defray specific queries they may have
- Due to volume of Clients, the JSAs were unable to liaise and correspond with everyone directly beyond the all Client letters



What steps have we taken to achieve Objective 1?

Sales and marketing campaign to identify a regulated broker transferee

- The quickest and most cost-effective way of releasing Client Assets for the benefit of all Clients is to transfer them to a new regulated broker by way of one wholesale transfer in accordance with the Regulations and Rules
- Upon appointment, we contacted all parties previously identified as potential suitors and engaged Seneca (an independent investment and corporate advisory business with experience of SME transactions within financial services)
- Together, we have:
 - Contacted 132 parties (being a combination of direct enquiries or approaches);
 - Received 52 expressions of interest with 41 returning signed non-disclosure agreements to access a data-room;
 - Received 10 formal offers by the initial deadline of 8 November 2019 for indicative offers and proof of funding and regulatory permissions;
 - Proceeded to final due diligence with the 3 leading contenders
- Together with the FSCS considered a quick sale outside of a formal process.
- Deadline for final offers was set for close of business on Friday, 13 Dec 2019
- We have shared the shortlist of candidates with the FCA



Steps taken to achieve Objective 1

Client Money reconciliation

- A more extensive reconciliation is required than simply reconciling the position as at the date of appointment compared to the preceding day
- We recruited senior consultants with specialist knowledge of SAR and CASS rules to manage the reconciliation in accordance with CASS 7.2.3D and regulation 10H of the Regulations
- An initial sampling of Client Money accounts identified concerns regarding:
 - Treatment of certain corporate actions;
 - Incorrect waiver of stamp duty;
 - Tax refunds passed to clients but NOT reclaimed from HMRC
- Whilst none of these matters are material (<£100k difference) and may be resolved, there was sufficient justification to merit an extensive, line by line transactional review of all Client accounts
- Additional reconciliation and audit resource was brought in to assist
- The Client Money reconciliation is presently c. 40% complete by number of Client Accounts and c. 70% by value
- Forecast to be completed this month or early January subject to no material anomalies arising (Reyker offices close for Christmas)



Steps taken to achieve Objective 1

Custody Asset reconciliation

- We are undertaking an internal, external and physical reconciliation of all Client 'accounts' and securities held in accordance with CASS 6.6.10, CASS 6.6.33 and CASS 6.6.21 respectively.
- There are c. 3k different lines of securities, held across 15k Client 'accounts' and through 4 different custodians and c. 360 fund managers
- To date, this reconciliation has proved accurate save for a few accounts with discrepancies
- Discrepancies as a result of:
 - Stock posted to incorrect account;
 - Negative stock positions;
 - Stock settling post administration; and
 - Corporate actions
- This reconciliation is approximately 80% complete
- Forecast to be completed this month (subject to no material anomalies arising)
- The process also identified a number of valuation errors (e.g. transposition errors) that are also being corrected



What challenges have we faced?

Staff

- Senior management cooperative and instrumental
- Low morale across the business
- Compliance manager (CF10/CF10a) resigned pre appointment;
- High staff turnover prior to the administration meant a number of employees were new or had transferred internally to a different role

Trading subsidiary

- Reyker Trust & Depositary Services Limited (“RTDS”)
- The Company is 100% shareholder and registered corporate director
- Presently regulated and with own client book and going concern issues
- Complicated client inter-relationships with Reyker (parent company)

Client data

- A high number of updates to client data has been required (e.g. change of address, death notifications, etc.)
- We had to remove inactive accounts and duplicated client details (as a result of Clients having multiple ‘accounts’ and multiple providers) to reduce 17k possible Clients to 11.5k actual
- To ensure clients only received one statement with a total portfolio value, we had to manual consolidated c. 17k client ‘accounts’ into “data groups” - a significant shift in reporting methodology



What challenges have we faced?

VAULT

- Bespoke system designed for present day price and data feeds, not historic reporting or the production of appropriate statements of for a different date
- Did not group a Client's accounts together and recognised 17,500 Client accounts but could not output client number
- In order to generate Client Statements, we had to rewrite the VAULT code to:
 - Extend or rewrite existing front end applications to support use of new “data groups” and client identifiers
 - Re-code valuation screen to show total portfolio value, broken down by account, stock and cash
 - Create a dynamic pdf statement template and code to export information from VAULT and merge with S&W covering letters
 - Implement code to pull price data as at close of business on 7 October 2019
 - Undertake thorough interrogation and testing
- This project took in excess of four weeks from initial planning and feasibility assessment through to posting of Client Statements
- Involved S&W staff collaborating with both the Company's client services desk and full-time IT Consultant





Strategy, timeframe and costs





Strategy of the JSAs

What is the present strategy to achieve Objective 1?

- The quickest and most cost-effective way of releasing Client Assets for the benefit of all Clients is to transfer them to a new regulated broker by way of one wholesale transfer in accordance with the Regulations and Rules. This is the JSAs' strategy.
- Progress has been positive to date, however, this is still not certain to be achieved

What is the process to transfer or return Client Assets?

- If Client Assets were transferred to a new broker now, Clients may be at risk of claims to ownership of those Client Assets being brought by third parties following that transfer
 - Good title may therefore not pass to the Client; and
 - The new broker would risk inheriting any shortfall in Client Assets
- The Regulations therefore prescribe the use of a formal process, known as a “Bar Date and Distribution Plan”. To commence the process we have to:
 - Complete our own independent reconciliation of Client Assets;
 - Set a Bar Date which will serve as a deadline for Clients to submit/agree their claims;
 - If Clients do not submit their claim it will be based on the books and records and JSAs' Reconciliation
 - Apply to Court for sanction of a Distribution Plan.





Strategy of the JSAs

When is it likely that the Bar Date will be set and how do Clients make claims?

- We expect the Bar Date notices to be issued to Clients, by post
- We are preparing to set up an online portal for Clients to submit their claims
- Clients will confirm their eligibility (and desire) through the portal to be compensated by the FSCS for the costs of the transfer of their Client Assets
- The online portal is expected to be completed and tested in early 2020
- On issuing the notice of the Bar Date the portal will go live
- In due course Clients will receive unique details to access the portal
- Clients will have between 28 days to 42 days to submit their claims before expiry of the Bar Date. The timescales for client submissions will be made in consultation with the committee





Strategy of the JSAs

Distribution Plan

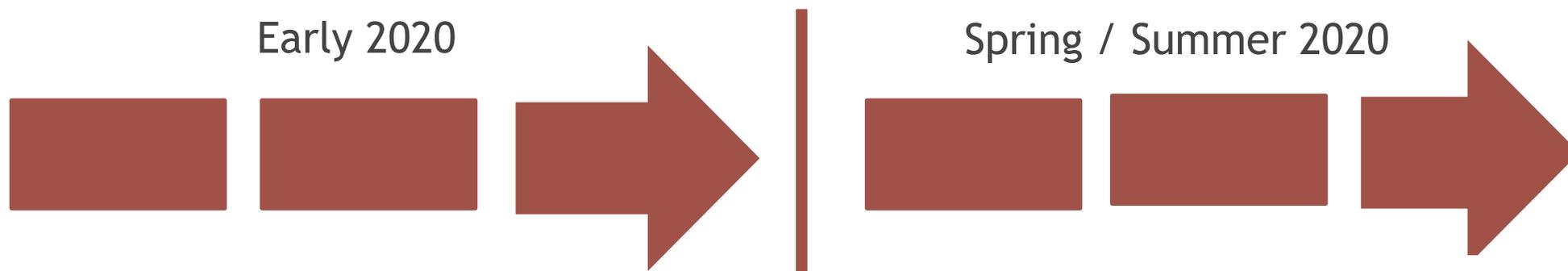
- The JSAs, with their legal advisors, will prepare a Distribution Plan
- The Distribution Plan is a detailed document which must set out:
 - A schedule of dates on which the Custody Assets are to be transferred
 - The type of Custody Assets to be returned and to whom
 - How the quantity and / or quantum of Custody Assets to be transferred to a particular Client is to be calculated; and
 - The amount and identity of Custody Assets that are to be retained to pay the associated expenses of achieving Objective 1 (where appropriate)
- It must be approved by the Clients' and Creditors' Committee and, subsequently, by the Court
- Once approved, we can transfer the Custody Assets to the transferee (broker)
- We intend to deal with the transfer of Client Money in parallel
- Once transferred, Clients will be able to access their Client Assets
- **The Regulations prescribe that no date for the return of Custody Assets shall be sooner than 3 months after the Bar Date**





Timeline for a transfer of Client Assets

This timeline assumes a wholesale transfer to one regulated broker and is based on information presently available to us (it therefore remains subject to change)



S&W	<ul style="list-style-type: none">• Agree HOTs and exchange contracts with new regulated broker• Notify Clients of Bar Date and set out statements for agreement• Send Clients Portal log-in details• Agree corporate actions and post pooling receipt policy• Commence drafting of Distribution Plan with advisors• Agree Client claims and eligibility	<ul style="list-style-type: none">• Finalise Distribution Plan whilst liaising with FCA and FSCS• Agree Distribution Plan with Clients' and Creditors' Committee• Apply to Court for approval of Distribution Plan (may take up to 8 weeks subject to availability)• Complete sale contract with regulated broker• Implement Distribution Plan and wholesale transfer of Client Assets
Client	<ul style="list-style-type: none">• Receive notice of Bar Date• Receive Portal login details and review post-reconciliation statement• Provide up to date email details• Agree or submit amended claim to Client Assets	<ul style="list-style-type: none">• Monitor updates on S&W website• Respond to any queries regarding registered claim• Receive notice of Committee and Court approved Distribution Plan• Receive update regarding date of transfer• Upon transfer, access Client Assets with new broker as required





Potential challenges

What if we cannot achieve a wholesale transfer?

- The JSAs would have to pursue an alternative strategy which may include transfers of Client Assets to a limited number of preferred regulated brokers (ideally chosen by the JSAs in collaboration with the Clients' and Creditors' Committee) or, alternatively, a widespread and piecemeal transfer of assets to a high number of brokers and custodians nominated by each respective Client through the Distribution Plan
- Either alternative would add extra complexity and increase the cost of the process of effecting a transfer/distribution (although eligible clients would still be able to receive compensation)
- This is likely to lead to a delay in the return of Client Assets when compared to a wholesale transfer

What if the JSAs' Proposals (as circulated) are not approved?

- The JSAs would adjourn today's meeting for up to 14 days with a view to addressing any of the Clients' and Creditors' concerns and, if necessary, revise their Proposals
- If the JSAs' Proposals can still not be agreed by both Client and Creditors, or if the JSAs are satisfied that the Proposals do represent the best interests of all, the JSAs may apply to Court for directions
- This would delay the return of Client Assets and increase costs





Potential challenges

What if a Client or intermediary advisor does not wish to use the new regulated broker?

- If a Client or intermediary is unhappy with the new regulated broker they may, after the wholesale transfer of Client Assets, immediately request a transfer of Client Assets to an alternative broker or custodian of their own choosing
- We have asked the remaining three interested parties to submit offers on the basis that there is a penalty fee-free window of opportunity for Clients to do this
- This is a request which may, or may not, be agreed by the prospective purchasers
- Any final offer which encompasses such terms would be considered favourably by the JSAs
- It would not be in the interests of all Clients for the JSAs to permit certain Clients to direct their Client Assets to an alternative broker outside of the wholesale transfer as this would impose additional regulatory requirements and would have adverse time and cost implications for all clients when compared to the strategy presently being pursued





Recovering the costs of achieving Objective 1

- The costs associated with achieving Objective 1 (i.e. the transfer or return of Client Assets) will be material because of:
 1. The need to support the Company's critical operations for several months
 2. The volume of Clients and respective accounts
 3. The complexity of the Client Assets and the distribution process
- Such costs will be paid from the Client Assets using the basis of charging approved in conjunction with the FSCS and the Clients' and Creditors' Committee and borne by ALL Clients for whom the Client Assets are held.
 - For Client Monies, in accordance with CASS each client will bear a proportionate amount of the costs based on the value of their claim in the CMP.
 - For Custody Assets, the charging structure will be agreed as part of the Distribution Plan with some previous plans using a fixed fee per Client, subject to a cap on asset value.
- Eligible Clients would qualify for compensation, from the FSCS for any shortfall that arises against their respective Client Assets, but subject to a maximum total cap of £85,000 for all claims, including as result of the costs





Recovering the costs of achieving Objective 1 (contd.)

- Although we are yet to complete the JSAs' Reconciliation, at this time we anticipate all eligible Clients will be compensated in full through the FSCS scheme
- We are hopeful of agreeing a mechanism whereby the eligible Clients' share of the costs will be paid direct to the Special Administration by the FSCS (who will then sit in the Clients' shoes in respect of the Clients' claims against the Company)
 - If agreed, this would mitigate any need for Custody Assets to be liquidated to meet costs at further expense to the Clients (e.g. structured products)
- Clients not eligible for FSCS compensation will need to meet costs directly and therefore may face a shortfall and rank as a Creditor





Financial Services Compensation Scheme

Simon Wilson, FSCS





Financial Services Compensation Scheme (“FSCS”)

- Compensate clients of (failed) regulated firms
- Compensate clients for the associated costs of transferring Client Money and Custody Assets (subject to eligibility)
- Limit £85,000 per eligible Client
- Working closely with Smith & Williamson to make the claims process as efficient as possible
- Expect all Client Assets of eligible clients to be transferred whole (subject to completion of the JSAs’ reconciliation)



The position for Creditors

Who are Creditors?

- Trade suppliers
- Banks (e.g. NatWest Bank Plc - holds security)
- Landlord
- Employees
- HM Revenue & Customs
- Clients with shortfall claims that do not qualify under the FSCS or mis-selling claims
- Corporate Intermediaries and IFAs for breach of contract and damages
- The FSCS for unpaid levies and subrogated shortfall claims in respect of eligible Clients

Anticipated outcome

- Creditors are not entitled to any recovery from the Client Assets which are held on trust for Clients
- Any distribution is dependent upon the level of realisations from the Company's own assets ("House Assets") and the associated costs of realising those assets
- The costs of realising House Assets can only be met from the House Assets
- Our Proposals provided an estimate of the Company's financial position as at 8 Oct 2019 disclosing the Company's assets, book values and certain estimated to realise values
- We are not in a position to disclose the likely level of realisations as this may prejudice the ongoing sales process





Questions and Answers Session





Business formalities and voting





Resolutions to be considered

- Purpose of the meeting is to consider and vote upon the following resolutions:
 - Resolution 1: To approve the JSAs' Proposals (as previously circulated)**
 - Resolution 2: To establish a Clients' and Creditors' committee (subject to there being sufficient Clients and Creditors willing to act)**
- In the event resolution 1 is not agreed, the JSAs will adjourn the meeting for up to 14 days in accordance with Rule 64 of the Investment Bank Special Administration Rules (England & Wales) 2011
- If both resolutions are agreed today, we will proceed to consider nominations for the constitution of the Clients' and Creditors' Committee





How voting works

- There are two classes of voters:
 1. Clients with claims for Client Assets (being Custody Assets and/or Client Money)
 2. Creditors
- Two separate votes will take place on each resolution, one by the Clients and one by the Creditors
- Both classes of voter must approve each resolution for it to pass
- Votes are calculated on the value of claims
- A resolution is passed if a majority in value of those present and voting (in person or by proxy) vote in favour of it
- Secured creditors must deduct the value of their security and may vote for the unsecured balance





Valuation of claims

Clients

- Voting rights are equal to a Client's claim by value in respect of their total portfolio of Client Assets (i.e. Client Money and Custody Assets)
- Any securities are to be valued by reference to the closing or settlement price published by an appropriate pricing source on the last day before the date of the JSAs' appointment (or as close to it as possible)
- Where Client Money is held in currencies other than sterling, the value of those assets shall be derived as at the exchange rates prevailing in the London market and as published at the close of business on the business day prior to the JSAs' appointment
- Client Statements were generated on the above basis for voting purposes

Creditors

- Voting rights are calculated according to the amount of each creditors' claim as at the date of the JSAs' appointment
- Where creditors vote for an unliquidated or unspecified quantum, the chair may assign an estimated minimum value for voting purposes (typically £1 in this case)
- The chair must review each creditor claim received and assess that creditor's entitlement to vote
- The chair may admit or reject claims in whole or in part
- Where in doubt, the claim must be marked as objected to but allow votes to be cast in respect of it (subject to such votes being declared invalid if the objection is subsequently sustained)





Votes received as at noon on 13 December 2019

- In order to vote, Clients and Creditors had to return a valid statement of claim form by noon on Friday 13 December 2019
- Where Clients and Creditors were not able to attend the meeting but wished to vote, a proxy form should also have been returned in order to ensure they were duly represented and that their vote would carry at the meeting
- Votes received by the deadline are summarised to the right
- The numbers are, however, subject to change in the event certain individuals or proxy holders are not in attendance

Clients

Resolution 1 - The JSAs' Proposals

For	Against	Reserved
£164,277,910	217,176	£83,933,886
66.13%	0.09%	33.79%

Resolution 2: The Committee

For	Against	Reserved
£164,061,074	£296,690	£84,071,208
66.04%	0.12%	33.84%

Creditors

Resolution 1 - The JSAs' Proposals

For	Against	Reserved
£514,869	-	£214,122
70.63%	-	29.37%

Resolution 2: The Committee

For	Against	Reserved
£514,869	-	£214,122
70.63%	-	29.37%





The Clients' and Creditors' Committee

- The Clients' and Creditors' Committee (“the Committee” hereinafter) shall consist of 3 but no more than 5 members
- In a Special Administration, the FSCS shall be a member of the Committee unless it chooses not to do so. The FSCS have confirmed their consent to act prior to the meeting.
- Other nominees may be proposed by the Clients and Creditors and a Client or Creditor can nominate themselves; only a Client or Creditor can be a member of the Committee (although a member may subsequently authorise a representative to act on their behalf)
- Where more than 5 nominations are received, the constitution is ultimately decided by Client and Creditors present at the meeting (either in person or by proxy) voting by value (i.e. 1 vote per £1)
- The function of the Clients' and Creditors' Committee is to assist the JSAs and to serve the collective interests of all Clients and Creditors as a whole and not their own individual agenda
- The JSAs may set out the maximum number of members to be elected onto the committee by each class of voter in order to ensure the make-up of the Committee is a reflection of all parties with an interest in the outcome of the Special Administration





Clients' and Creditors' Committee

- Our view is that the Committee's function would be best achieved by membership along the following lines:
 1. The FSCS (as a Creditor)
 2. A corporate retail client (ineligible for FSCS compensation)
 3. An individual retail client (eligible for FSCS compensation)
 4. An institutional intermediary or platform provider
 5. A structured products investor (if not already represented)
- It is hoped that the 5 members can be agreed between nominees consensually
- We received 17 nominations as at noon on Friday 13th December 2019, being:

Nominee	Nominee	Nominee
Anthony Yadgaroff	Richard Bolchover	Ines Santos (Compass Bank)
Colin Keogh	Sheila O'Connor	Robert Pain (Custodian Life)
Damian Prentice	Tina Patel	Gareth Groome (Deepbridge)
Dennis Bailey	William Murray	Emmanuel Lumineau (Brickvest)
Kirkwood Harrison	FSCS	Nick Welsh (WM Capital)
Mohammed Bashir	Chris Andrew (Clarmond)	





Clients' and Creditors' Committee

- Nominated committee members should know that:
 - participation can be a significant investment in time
 - that although travel expenses will be reimbursed it is a voluntary and not a paid role
 - that you will be expected to enter into a non-disclosure agreement
 - and that the document submitted to Companies House constituting the Committee will include your name and address and this will be publicly available.





Break for voting and count

Would nominees please vote and then approach the top table?





Result & formation of a Clients' and Creditors' Committee

