

CORPORATE GOVERNANCE

KEEPING CLIENTS AT THE FOREFRONT OF THE MARKET

Recent governance failures have driven an intense, and growing, focus on corporate culture and accountability, along with a global trend towards greater transparency and more rigorous risk management processes. In this environment, it is critical for companies to maintain the highest standards of governance and risk compliance to allow boards to be confident in their decision making.

We work alongside our clients' boards, management and legal teams, providing tailored advice on legal and regulatory requirements, emerging trends and market best practice, including with respect to domestic and international corporate law and governance frameworks. We have particular expertise working with boards, general counsel, and company secretary and investor relations teams to advise on corporate governance and stakeholder engagement matters.

We advise on directors' duties and liabilities, board composition and board policies, market disclosure and related procedures and systems, director and senior executive contracts and transitions, remuneration structures and disclosures, including employee share plans and incentive arrangements, annual reports and annual general meetings, shareholder meetings and communications generally and internal capital management initiatives such as buy-backs, capital reductions and dividend reinvestment plans.

Our Head Office Advisory Team is Australia's largest legal team solely dedicated to corporate governance issues and is the trusted adviser to a significant proportion of the country's largest companies. This gives us line of sight across the market and ensures we know current practice and can anticipate how stakeholders react. We regularly advise on market disclosure issues, regulatory investigations, significant downgrades and class actions, activist actions by shareholders and CEO transitions.

Our Corporate Governance Advisory Team in the UK is similarly proud to advise the largest number of UK listed companies as main corporate adviser, according to the latest Adviser Rankings Limited law firm adviser rankings. Our team comprises governance specialists that combine technical expertise and practical advice to clients on the full spectrum of

governance issues. We have an excellent grasp of best practice and are often called upon to provide judgements based on our specialist knowledge. We work with listed and privately-held companies to provide a full range of governance advice and expertise including on UK listing regime and disclosure issues, corporate reporting requirements, the UK Corporate Governance Code, company meetings and directors' duties.

[Remuneration and incentives](#)

[ESG, Sustainability and Responsible Business](#)

RECENT EXPERIENCE

KIN AND CARTA PLC

Kin and Carta plc on its accreditation as the first ever certified B Corporation listed on the London Stock Exchange.

Kin + Carta has joined only 16 other publicly traded B Corps globally and is one of 4,000 certified B Corps worldwide.

RECENT MARKET LEADING WORK

Our Australian team has recently advised on the governance and disclosure impacts of COVID-19, numerous companies investigated by ASIC's Corporate Governance Taskforce, handled the governance, incentives and remuneration aspects of the Wesfarmers / Coles demerger (Australia's largest demerger), the Healthscope and Propertylink takeovers, Santos' takeover of Quadrant and defended Bellamy's Australia in termination benefits litigation brought against them by their former CEO.

Our UK team has regularly advised a number of FTSE 350 companies on the full spectrum of corporate governance issues, including in relation to board changes, company meetings, corporate disclosures and reporting and remuneration and incentives issues. We have particular experience in corporate-governance practices in the financial services sector. We advised the independent reviewers of two of the most high-profile UK reviews into governance practices in the financial services sector, being the Kelly Review (An Independent Review of The Co-operative Bank) and the Salz Review (Review of Barclays' Business Practices).

MARKET RECOGNITION

Tier 1 Corporate Governance Legal 500 UK 2021

2019 Commercial Team of Year Australia (Australian Law Awards)

2018 Commercial Team of Year Australia (Australian Law Awards)

AUSTRALIAN-LISTED COMPANIES

Our Australian team advises 60% of ASX 20 companies on corporate governance issues and over 30% of ASX 100 companies and has an unparalleled reputation in the area.

We estimate that in 2018-19, we were principal governance adviser to 32 of the ASX100.

UK-LISTED COMPANIES

We are trusted adviser to listed companies advising more FTSE clients than any other UK or US-headquartered law firms (Adviser Rankings Limited (ARL), May 2021)

THOUGHT LEADERSHIP

We work with governments and industry regulators and participate in numerous committees and working parties to help shape governance regulation, policy and industry guidance. Drawing on our advisory work with clients and our technical expertise, we are at the helm of decision-making and law reform in our area of expertise.

We are members of key bodies that determine the future of governance in Australia and are regularly requested by Treasury to consult on key legislative reforms.

In the UK, we play an important role influencing governance developments. We liaise with regulators, industry bodies and government on forthcoming developments and contribute regularly during the drafting and implementation stages of new regulation and legislation, ensuring that we are at the forefront of developments.

OUR PEOPLE



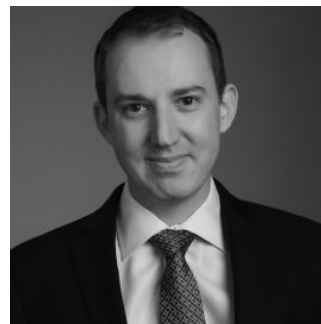
QUENTIN DIGBY
PARTNER, SYDNEY

+61 2 9322 4470
Quentin.Digby@hsf.com



BEN WARD
PARTNER, LONDON

+44 20 7466 2093
Ben.Ward@hsf.com



GARETH SYKES
UK HEAD OF
CORPORATE
GOVERNANCE
ADVISORY, LONDON
+44 20 7466 7631



PRISCILLA BRYANS
PARTNER,
MELBOURNE

+61 3 9288 1779
Priscilla.Bryans@hsf.com

Gareth.Sykes@hsf.com



CAROLYN PUGSLEY
MANAGING PARTNER,
CORPORATE,
MELBOURNE
+61 3 9288 1058
Carolyn.Pugsley@hsf.com



PAUL ELLERMAN
PARTNER, LONDON

+44 20 7466 2728
Paul.Ellerman@hsf.com



JAMES PALMER
PARTNER, LONDON

+44 20 7466 2327
james.palmer@hsf.com