

Company Secretarial Assistant

Division/Department	Legal
Reports to	Assistant Company Secretary
Responsible for	N/A

Role Overview

- To perform the role of Company Secretarial Assistant to all of the UK and Isle of Man companies within the IntegraFin Group
- To provide assistance and support to the Assistant Company Secretary in respect of company secretarial matters.
- To undertake such tasks as are delegated by the Group Counsel, Head of Legal, Deputy Company Secretary and Assistant Company Secretaries.

Key Areas of Responsibility

Undertake such activities as may be required to support the day-to-day company secretarial requirements of the group, including:

Corporate Governance

Listing Requirements

- Draft and file RNS announcements as requested and required;
- Issue dealing window notifications;
- Administer dealing requests by PDMRs, PCAs and insiders;
- File dealing notifications for PDMRs, PCAs and permanent insiders.
- Update the insider register, circulate closed window notifications and track responses.
- Monitor insider project lists, circulate insider notifications and track responses.
- File RNS announcements and FCA reports in respect of major shareholdings.
- Run the share dealing report for restricted staff.
- Manage the annual PCA confirmations.

Research and Analysis

- Maintain awareness of developments in the corporate governance requirements of all territories within which the Group operates.
- As and when required, review and make recommendations to the Assistant Company Secretary, the Deputy Company Secretary or the Head of Legal as regards the effect of any changes in the applicable governance requirements.

Board Support

Meetings

- Solely provide full and complete meeting support and minuting for Integrated Financial Arrangements (IFAL) and its Committees and IntegraFin Services Limited (ISL), and/or any other companies assigned to you by the Assistant Company Secretary, including but not limited to:
 - Preparing and circulating notices of subsidiary AGMs, subsidiary GMs, board and committee meetings.

- Arranging the logistics of the meetings, collating papers into packs on the Diligent board portal application and circulating in good time ahead of meetings.
- Preparing, arranging approval of and circulating agendas and minutes of the meetings.
- Preparing, circulating and managing action lists arising from the meetings.
- Maintaining and updating rolling agendas and corporate calendars under the supervision of the Assistant Company Secretary.
- Ensuring good information flows between the Boards and Committees of your assigned entities.
- Ensuring that adequate and relevant information is given to the holding company by all the subsidiary companies by means of escalation of matters from the subsidiary boards to the parent board(s).
- Ensuring that adequate and relevant information flows between all Group entities and Committees by means of escalation.
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- With the support of the Deputy Company Secretary, facilitating an annual Board/Committee effectiveness review for all your assigned entities, drafting the results paper for submission at the meetings, developing an action plan and monitoring its completion.
- Under the guidance of the Assistant Company Secretary conducting an annual review of board and committee activities against the relevant terms of reference and drafting proposed amendments.

- Being the first point of call for all communications from board, committee members and senior executives in relation to your assigned entities.

Directors

- As and when required, draft resolutions for board appointments for review and approval by the Company Secretary.
- Ensure all changes in directorships are notified to and registered with Companies House in accordance with statutory requirements;
- File RNS announcements as required by the Company Secretary.
- Maintain the register of directors, the register of directors' interests, training logs and the register of persons with controlling interests.

Articles of Association

- Register all amendments to the Companies' articles of association.
- As and when required, advise the Assistant Company Secretary, the Deputy Company Secretary and the Company Secretary of the provisions of the Articles of Association as they relate to the deliberations and decisions of the Boards & Committees.

Report & Accounts

- Support the Deputy Company Secretary with the production of the IntegraFin Holdings plc (IHP) annual report and accounts with collating data about IHP directors and creating pie charts (age, directorship tenure, diversity, and skills matrix).
- Ensure that letters of representation are reviewed by Legal and presented to the relevant Audit & Risk Committees (ARCs) and Boards prior to the accounts being signed off.
- Where responsibility for approval of subsidiary company accounts is delegated, ensure that the subsidiary board accounts are approved and signed off by the external auditors prior to presentation of the consolidated and solo parent

- company accounts, to the respective parent company board for approval.
- Once approved by the Board(s) submit each company's annual report and accounts to Companies House within the statutory deadlines

Administration

Management of team inbox

- Regularly check the inbox to categorise and prioritise emails based on urgency and importance.
- Make sure all emails are acknowledged and responded to within a reasonable timeframe.
- Create and manage folders to keep the inbox organised and ensure emails are easy to locate.
- Hold team members accountable for their email-related tasks.

Statutory Registers & Returns

- To the extent not covered elsewhere in this description, submit all relevant registrations and returns to Companies House in accordance with statutory requirements;
- Maintain the company books for all companies in the Group as required

CoSec procedures manual

- Implement new procedures to continue to improve the function of the department.
- Where required, and under the supervision of the Assistant Company Secretary, update the CoSec procedures manual.

Website maintenance

- Provide narrative changes to Marketing for updates to the IHP website.
- Manage the information made available to investors via the investor microsite.

Training

- Provide training and development to junior staff and other team members on matters within the role-holders knowledge and skills.

Policies

- Prepare updates to policies owned by the Head of Legal for approval by the Head of Legal, including but not limited to the Corporate Governance Manual, the Insider Dealing Policy, Dealing Code and Dealing Procedures Manual.

Insurance

As and when required by the responsible solicitor and under their supervision:

- Assist with the review of the group's corporate insurances ensuring that the CEO and Group Director are presented with insurance proposals which adequately cover the group's risk exposure.
- Ensure that the insurance arrangements are referred to the board when required by the board terms of reference.

DTR returns for the Group

- Undertake daily review of IFAL, ILUK and ILInt dealing in listed assets and file such reports as are required with the FCA and issuer;

- Undertake the daily review of Takeover Panel notification and file such reports as are required with the Takeover Panel and the agent.
- Release RNS announcements as and when required to reflect changes in holdings in IHP

S 793 & S 808 Requests

- Respond to identification of shareholder requests under s793 and s808 as required by the Assistant Company Secretary.

Shareholder & Registrar Dealings

Dividends

- Assist with the resolution of shareholder requests for dividend history;
- Assist with the resolution of dividend queries and referral to the registrar;
- Undertake periodic communications with shareholders to move to e:payment of dividends;
- As required, prepare and communicate the dividend correspondence for 2005/7 SIP scheme participants.
- Ensure that the relevant approvals are obtained and minuted for subsidiary dividends, that approvals are communicated to CCA and that any required PRA notifications are in order.
- Assist the Assistant Company Secretary with the plc dividend as and when required.

Meetings

- Support the Deputy Company Secretary, when required, with the logistics of shareholder meetings of the listed company, preparing and circulating notices, collating materials, drafting the chairman's script and circulating in good time ahead of meetings.
- Preparing and circulating notices, collating materials, arranging logistics and taking minutes at shareholder meetings of your assigned entities or as delegated by the Assistant Company Secretary.
- Support the Head of Legal with the arrangements for investor meetings.

Shares & Shareholders

- Manage communications with shareholders and direct them to the Registrar as appropriate;
- Research and respond to enquiries from shareholders regarding matters arising prior to the appointment of the registrar.
- Action the issuance of replacement share certificates and deal with lost share certificate enquiries.
- Assist with the settlement of unclaimed dividends.
- Support the delivery of shareholder communications and that they are issued in a timely manner.

Share plans

- Undertake such activities as required by the Assistant Company Secretary and the Head of Legal, in respect of the employee share plans from time to time in place.
- Administer share plan awards, vesting and exercise in accordance with procedure.
- Update the PSP register as required.

Registers

- Maintain the Directors' Holding register, Concert Party register and any other register as and when required.

Education and Knowledge Requirements

Essential	Desirable
<ul style="list-style-type: none"> • Regulatory / financial services experience • Knowledge of the Corporate Governance Code. • ICSA/Chartered Governance Institute qualified or part-qualified. 	<ul style="list-style-type: none"> • Practical knowledge, understanding and application of the UK legal and regulatory environment as it relates to the financial services industry • Practical knowledge, understanding and application of the FSA handbook of rules and guidance. • Competent user of Diligent Boards and Diligent File sharing or another board portal.

Experience Requirements

Essential	Desirable
<ul style="list-style-type: none"> • Company Secretarial & Corporate Governance experience. • Experience of independently advising on a broad range of corporate issues. 	<ul style="list-style-type: none"> • Life company experience • Experience advising businesses operating in the Isle of Man

Attributes

- Ability to manage workload
- Ability to work effectively under pressure
- Excellent team working
- Excellent communication skills, both written and verbal and ability to engage at an executive management level
- Presentation skills
- Highly organised, thorough, demonstrating attention to detail and a proactive, flexible approach to accommodate the function of the team.

Competence Requirements

Working with others (Level B)

Works collaboratively with others to achieve common goals

Impact and influence (Level A)

Builds rapport, uses persuasion and influence to obtain support and buy-in for activities to the benefit of the business

Leadership (Level A)

Demonstrates an ability to drive, motivate and inspire both self and others to achieve goals

Developing self and others (Level A)

Develops self and others, showing a genuine interest in helping others reach their potential

Achievement orientation (Level A)

Works to achieve results and improve individual and company performance through what they do

Customer orientation (Level A)

Develops and maintains strong relationships with our customers and understands how this relationship is central to Transact's success

Relationship building (Level B)

Builds mutually beneficial, collaborative, long-term relationships both internally and externally

Planning and organising (Level B)

Has ability to plan, organise and prioritise work

Innovation and continuous improvement (Level A)

Seeks and uses ideas to continually improve performance or themselves and the business

Analytical thinking and decision making (Level A)

Has ability to analyse, investigate and interpret information, issues and situations to make the right decisions in a timely manner

Financial and business awareness (Level A)

Understands what Transact does and the business environment in which it operates

Accountability

As a financial services company we are bound by various rules and regulations. In this role you are particularly accountable for these areas:

Compliance and Risk

- Adhere to all processes and deadlines as required by the Group Compliance department in line with regulations.
- Understand the risks, control and governance requirements for the group and flag and escalate risks and error within your remit.
- Comply with all internal policies and procedures.
- Comply with the Conduct Rules.

Training and Competence *

All of our staff are expected to acquire and maintain the desired level of competence for their role which requires them to have the skills, knowledge and expertise needed to discharge the responsibilities of their role. This may include Continual Professional Development (CPD).

You are required to:

- Undertake all training required for your role.
- Attend and participate in internal training courses as required by your role.
- Undertake continual professional development relevant to your role.
- Continue to maintain technical knowledge and contribute to the development of the knowledge of other team members.

* For definitions, please see the T&C Guide