

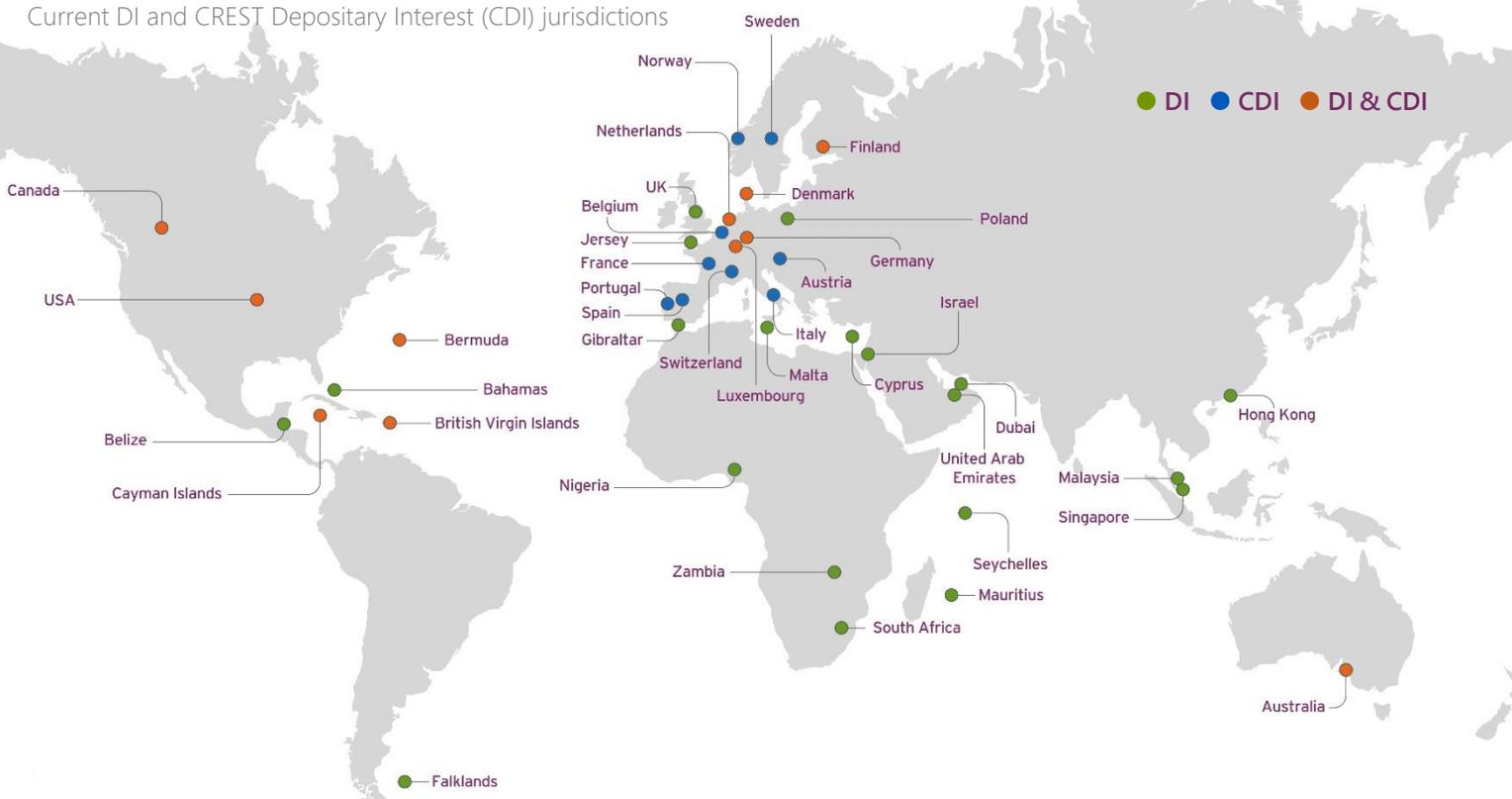
# DEPOSITARY INTERESTS OVERCOME CROSS-BORDER BARRIERS TO REACH NEW CAPITAL

[crossborder.solutions@computershare.com](mailto:crossborder.solutions@computershare.com)

## WHAT IS A DEPOSITARY INTEREST?

- ▶ If your company is incorporated outside the UK, Channel Islands and the Isle of Man, your security cannot be directly registered, transferred, or settled through CREST, the UK settlement system. This may impact your ability to reach new investment.
- ▶ We help you to overcome this disadvantage, by facilitating exposure to UK investors and cross-border fungibility, without the need to move your country of incorporation.
- ▶ We do this by creating a legal structure that allows an entitlement to your shares, a Depositary Interest (DI), to be issued and settled as a UK security. CREST accepts DIs as a 'domestic' security, which can be used to support a sole or additional share listing on the London Stock Exchange (Main Market or AIM) and on the Aquis Stock Exchange (AQSE).
- ▶ Trading the shares and settling in the form of DIs is as easy for market participants as investing in shares of a UK company, allowing issuers to efficiently access a new pool of capital as a result.

Current DI and CREST Depositary Interest (CDI) jurisdictions



## HOW DOES IT WORK?

- ▶ We hold the issuer's shares as a custodian within their share register (which we may also administer as a global share registrar).
- ▶ The original shares and any local trading facilities remain unaffected, while, under the terms of a Deed, the DIs are created and issued into CREST. The issuer's shares can then be traded in the UK and settled or transferred within the CREST system in the form of DIs in the same way as other CREST securities.
- ▶ Just like the register of legal ownership of the issuer's shares, we maintain a register in the UK which contains details of the DI holders (being CREST participants) and their live balances – all of which we make available to the issuer.
- ▶ Through our dedicated global transactions team, DIs can be created and cancelled on demand by holders wishing to enter and leave this service and is regularly used by market participants to support cross-border fungibility and arbitrage activities.

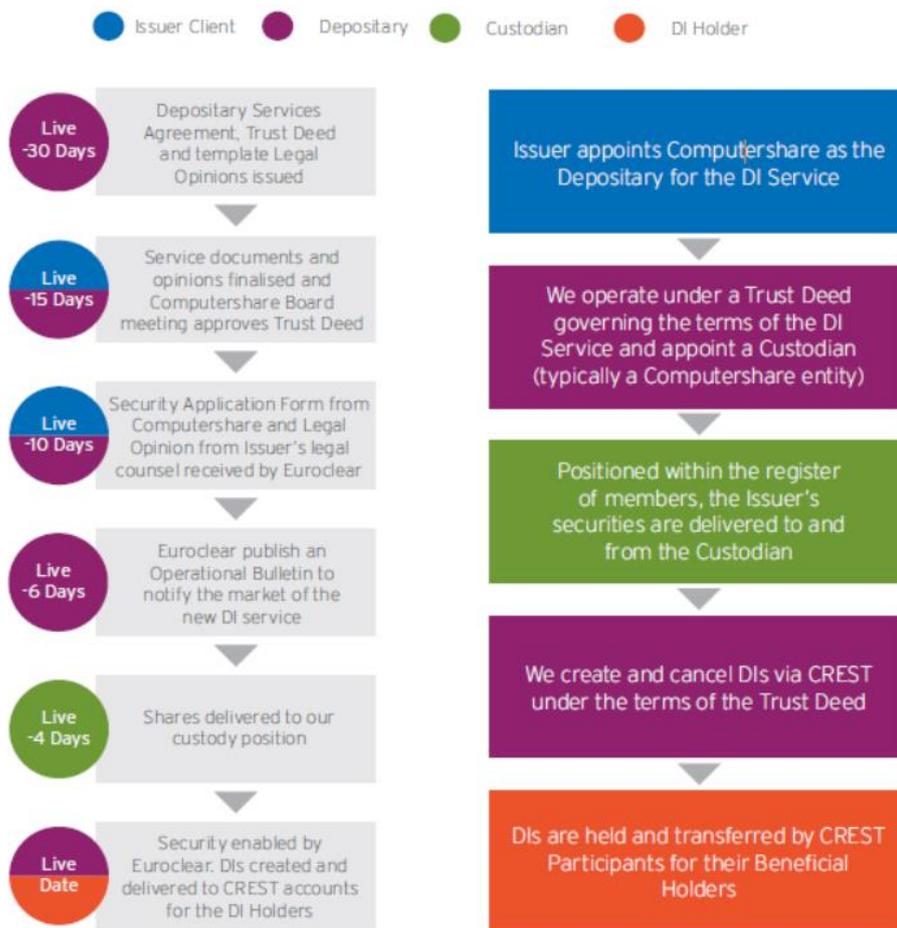
66%  
Of DIs  
managed by  
Computershare

20+  
Years DI  
management  
experience

25+  
Jurisdictions  
accommodated  
by our team

## WHAT IS THE PROCESS FOR SETTING UP A DEPOSITARY INTEREST?

It typically takes between four to six weeks to establish a new DI, depending on your specific requirements and compliance and regulatory factors. Below is an example of the timeline of events and the resulting structure.



## BENEFITS

### For Issuers

- > Increased liquidity through access to new markets and a wider investor base
- > We increase efficiency in support of raising new capital
- > You have more visibility and knowledge of your international investors
- > DIs can be exempt from Stamp Duty Reserve Tax (where circumstances permit)
- > Corporate actions and meeting services, including voting, are supported

### For Investors

- > Efficient secure electronic settlement makes it easy to transact in overseas companies
- > Reduced settlement costs through familiar settlement channels with no paper transfers and certificates
- > Improved communication and participation with the issuer, with shareholder rights being extended to DI holders

### For Brokers

- > Efficient delivery-versus payment settlement in CREST, rather than in the overseas settlement systems and through third parties
- > Fast, safe movement of securities between two or more markets, using our dedicated
- > global transaction team and unique xSettle system

## NEW JURISDICTIONS

To assess new jurisdictions, consider these initial qualifying questions with local legal counsel:

- > Does local law recognise the concept of Trusts?
- > Are multiple levels of beneficial ownership recognised?
- > Can the DI Custodian lodge split voting instructions to represent the differing votes from the underlying holders?
- > Can all the shares be made available in an overseas jurisdiction (a cap cannot be placed on the number of DIs?)

## CONTACT US

Chris Guy  
Business Development  
T: +44 (0)370 703 6025  
E: [chris.guy@computershare.co.uk](mailto:chris.guy@computershare.co.uk)

Charlie Hodge  
Global Capital Markets  
T: +44 (0)370 703 0114  
E: [charles.hodge@computershare.co.uk](mailto:charles.hodge@computershare.co.uk)

Computershare Investor Services PLC is registered in England & Wales, Company No. 3498808, Registered Office: The Pavilions, Bridgwater Road, Bristol BS13 8AE. Computershare Investor Services PLC is authorised and regulated by the Financial Conduct Authority.