

# CAPITA



Shaped to fit your business

A personalised  
approach to  
registration  
services in  
Ireland



More companies choose Capita than any other registrar.

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Serving over 7 million shareholders for more than 1,500 clients.

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Registrar to more than half the listed companies in Ireland and the UK.



## About us

Capita Registrars provides share administration services to companies large and small.

Our core service is register management. This includes everything from administration and shareholder communications through to in-depth investor analysis and corporate action advisory services.

We also provide expert company secretarial services, supporting our clients with corporate governance solutions, company administration, consultancy and mentoring.

Alongside this Capita IRG Trustees helps companies with their Corporate Nominee and share dealing needs.

No other Irish registrar is part of a FTSE 100 group. The Capita Group Plc is the UK's leading provider of business process outsourcing and integrated professional support service solutions and has a significant presence in the Irish market.

We are proud of the positive feedback we get from our clients and of our reputation for quality, responsiveness and commitment. While many of our clients will have similar goals and challenges, we appreciate their differences. That's why our service is personal, flexible and shaped to fit your requirements.

Pat O'Donoghue, Managing Director, Capita Registrars (Ireland)

## Shaped to fit your business

- We can meet your registration needs through our personalised service
- A dedicated implementation team to ensure a simple and safe transfer
- Much more than a registrar – use Capita for investor relations, company secretarial support, share plans, share dealing and shareholder services
- One point of contact for whatever package of services you choose through your dedicated relationship manager
- Online services that are the future of shareholder management
- We will keep you up to date through regular publications on key industry trends and market issues.

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We transferred the administration of our share register to Capita in October 2006. The transfer went seamlessly with Capita project managing the entire process and since the transfer we have been impressed by Capita's commitment and enthusiasm in dealing with our requirements.

Alex Ridout  
Company Secretary and Legal Counsel  
Dragon Oil plc

## Superior service, personally delivered

### A safe move to a new home

Switching registrars is a big decision but there's no need to worry. We're used to dealing with transfers. In fact, more companies have transferred their share register to Capita than to any other registrar over the past 12 months.

We'll take care of everything for you. A dedicated project manager will plan every step so that everyone knows what to expect. A change of registrars is also an opportunity to get a fresh perspective, so we'll look for ways our service can increase efficiency and provide you with extra savings.

When the day comes we'll make sure your transfer goes smoothly. With Capita you can look forward to business as usual for you, your shareholders and employees – only better.

### An extension to your team

Big or small, our clients receive a personalised service. Everything is built around what you need and how you like to do things, right down to the finest detail.

Our Relationship Management Team helps us to build strong partnerships with our clients. Your own relationship manager and assistant relationship manager will be there for you every day to answer your questions and keep you informed.

We'll have regular meetings to review services and plan projects. We'll also keep you up to date on the latest news and market issues and advise you on what they may mean for your business and shareholder strategy. Keeping you one step ahead of change is all part of our service.

### Knowledge you can depend on

We know what our clients want. We work with more than 1,500 Irish and UK clients and are involved in every area of the market, from everyday registrar functions to highly specialised areas like corporate actions. With Capita you get breadth and depth of knowledge and understanding. There's not much we haven't seen before.



## Always there for **you**

### **Results you can measure**

We want to know that we're doing a good job for you. We agree individual Service Level Agreements and Key Performance Indicators for every client and measure our performance through client and shareholder satisfaction surveys.

We share the feedback and use it to keep improving our customer service. We also invest in new technology and training to maintain the high professional standards expected from us.

Our client satisfaction and retention rates suggest this model works. Clients are happy to stay with us and we have relationships that go back many years.

### **One more thing**

One final point we want to make is that we have policies in place that cover confidentiality and conflicts of interest. We don't think that this goes without saying and appreciate the importance of these safeguards for you and your shareholders.

So we're happy to tell you that we operate in accordance with all

industry and regulatory requirements and guidelines, including those of the Irish Stock Exchange, the UKLA, Euroclear UK & Ireland Limited, the Irish Takeover Panel, the Institute of Chartered Secretaries and Administrators, the UK Financial Services Authority and the Irish Financial Regulator.

We have found Capita to be an excellent registrar, working closely with us in managing shareholder relations. Capita's experienced management team has provided an outstanding resource for Ryanair.

Howards Millar  
Deputy Chief Executive  
Ryanair Holdings plc

## You can **rely** on us to be better and faster

We can take a lot of work off your hands as your registrar. Keeping the register updated, sending out notices, reporting – it all adds up to a lot of time consuming administration. Much better then to hand it all over to us so you can concentrate on other things.

As well as our experience, we have very good technology that enables us to perform tasks quickly and accurately. Another Capita advantage is the speed with which we adjust to new developments and changes within the industry. With us you will never be behind the times.

### **Some of our core registrar services:**

- Maintaining the member register
- Administration and documentation of share transfers
- Answering shareholders' questions
- Producing and sending out share certificates
- Updating CREST accounts
- Reporting on share movements
- Bank account reconciliations
- Attending shareholder meetings and managing polls
- Preparing shareholder filings
- Proxy reporting
- Assistance with AGMs
- Management reporting
- Online services
- Dividend payment
- Corporate Actions
- Electronic tax vouchers.



# Have it your way

## More than a registrar

With many different services to choose from, we can do a lot more than manage your share register for you. Adding other services will save you even more time and increase the value you get from partnering with us.

As your registrar we would have the inside track on your company already. The support structures are in place and the information we need is at our fingertips. There's no need to look any further for someone you can rely on to help you take care of your business.

We can take on as much or as little extra work as you wish. Either way, your relationship manager will make sure it all fits together the way you want it to.

During our dealings with Capita and working closely with their management team on the takeover, we found them to be expert in their field and to deliver on their promises. Indeed they exceeded the already high expectations we had of them.

P.J. King  
President

Corporate Travel Holdings, INC



# Lightening the load

## Investor relations

Want to know what's going on with your key investors? We can take care of all the calls that need to be made, analyse their votes and give you daily updates on movements in the register and voting positions.

Talk to us about:

- S81 letter issuance
- S82 indexing
- Proxy solicitation.

## Company secretarial support

Keeping on top of a changing regulatory environment is a tough task that is getting bigger all of the time. We provide services for all corporate structures, including Irish companies listed in Dublin and/or London and UK subsidiaries or Irish groups; and you can take your pick from the following services:

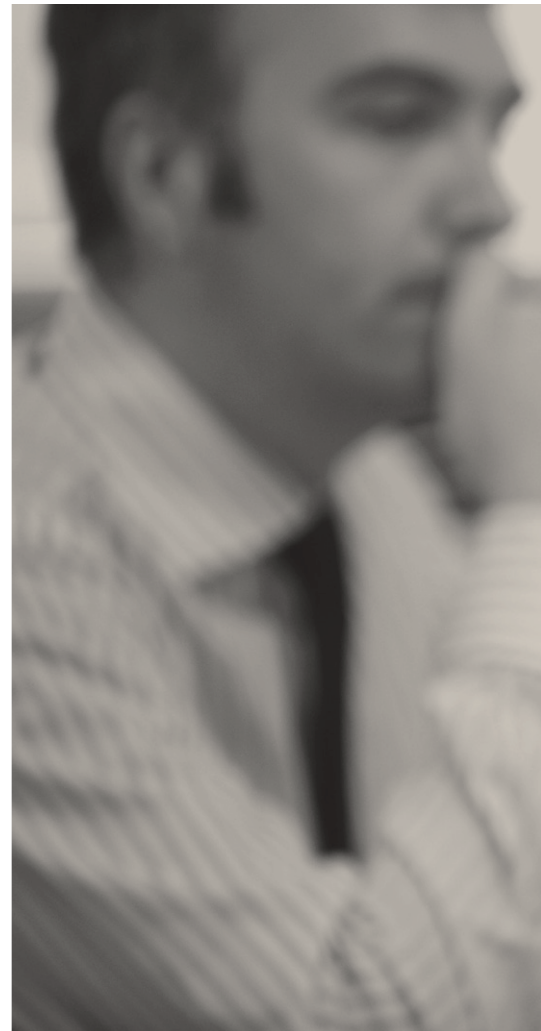
- Company secretarial and administration support
- Consultancy and training
- Governance and board evaluation.

## Share plans

We are administrators or trustees to over 400 companies with employee share plans. We are versatile, providing savings through outsourcing, automation and a model that combines the best of both.

Plans we can manage for you include:

- Approved profit sharing schemes
- CLOG schemes
- Share incentive plans
- SAYE
- ESOT
- Executive share plans
- Global stock purchase and option plans.



## Share dealing

Would you like to offer small shareholders a quick and easy route to sell their shares and help you reduce future register maintenance and communication costs? We can create a dealing service to realise these objectives and we can also advise on any other dealing needs that you have.

## Corporate actions

You can benefit from our team's experience in handling a whole spectrum of projects ranging from AGM proxy vote management and analysis to complicated capital re-organisations.



### Exchange Traded Funds (ETFs)

We understand the processes and eliminate the risks. With the rapid growth in the ETF market, Capita is your ideal partner as CREST Register, Transfer Agent and Paying Agent. Regulated services are provided by our sister company, Capita IRG Trustees Limited, which is authorised and regulated by the UK Financial Services Authority, delivering tailored solutions to ETF issuers and administrators.

### Governance

Governance tends to be focused on the particular group of individuals who are empowered as directors, but our many years of experience tells us that effective governance involves the empowerment of individuals throughout an organisation. We work with you to understand the different approaches to governance, to discuss best practice, and to challenge the reality of delivering value through governance.

## Whenever. Wherever

### Online services

**Our online services are designed to make life more convenient for you and your shareholders. Up to date information can be accessed instantly and securely from any location.**

### Electronic communications (e-comms)

Going paperless has many benefits. It saves on print and postage. It's better for the environment. It also improves relationships between companies and shareholders by allowing more choice and providing more timely information in more suitable formats.

We can provide a low-cost e-comms package to match all objectives. Paperless functions include:

- Web and email communication
- Electronic tax vouchers
- DRIP/Scrip elections
- Web proxy voting.

### Corporate Portal

Our Corporate Portal can give you direct access to your share register, allowing you to analyse individual holdings and produce management reports in a secure environment. You can look at shareholder information as well as a wide range of management information.

### Shareholder Portal

Our Share Portal gives your shareholders access to the share register so that they can manage their holdings online and view, update and amend their records.

We can also create a branded Share Portal for you in your own corporate identity as an extension of your company website.

# More choice for shareholders. Less work for you.

## Shareholder services

### Share dealing

Make it easy for private shareholders to buy and sell shares in your company and other leading Irish and UK companies through our online and telephone dealing service. Shareholders benefit from many standard brokerage features but do not have to pay annual fees or fill in complicated application forms.

### Dividend re-investment

Dividend re-investment plans are a simple and convenient way for your shareholders to buy more shares in your company. It can encourage shareholder loyalty and reduce the amount of money that you spend on printing and posting dividend cheques.

### International payment service

Pay dividends and other payments to overseas shareholders into their local bank accounts in local currency or by banker's draft.

## Dividends in CREST

Using CREST can make payment administration even easier. Shareholders can choose to receive payments in EUR, GBP or USD directly into their CREST Cash Memorandum Account.

## Corporate nominee

Operating a nominee gives shareholders the benefits of share ownership, such as dividend payments, without the need to hold a share certificate. The problems associated with lost certificates are gone forever. Used with a share dealing service, it can provide quicker trade settlement and more competitive rates.

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## In touch at all times

In addition to the regular review meetings between you and your relationship manager, we will keep you up to date on new legislation and issues of importance through our regular communications.

- Thought leadership publications including *Registration Matters*
- e-newsletters.





We are already reaping the benefits of the change with a noticeable high level of responsiveness and service provision.

Carol Hunt  
Company Secretary  
Mondi plc

## Case study

### A smooth transition for Mondi plc and Mondi Limited

**Our flexibility and teamwork were critical to the success of this exceptionally complex register transfer.**

#### **The challenge**

In 2007 the Mondi Group demerged from Anglo American plc as a dual Listed Company Structure (DLC), comprising Mondi plc as a UK registered company with a premium listing on the London Stock Exchange and a secondary listing on the Johannesburg Stock Exchange. Not to mention Mondi Limited, a South African registered company with a primary listing on the JSE. Mondi appointed Capita in December 2009 to look after the “plc” register of nearly 8,000 shareholders and the “limited” Corporate Sponsored Nominee (CSN) with in excess of 4,000 participants from 60 jurisdictions.

#### **Our approach**

Through careful planning and preparation with Mondi, their South African transfer secretaries Link Market Services and the incumbent UK registrar, Equiniti, the migration took place without disruption to the settlement process or inconvenience to their shareholders or CSN participants.

#### **The result**

Equiniti shut the register at close of business on Friday the 18 of June 2010. We loaded and reconciled all the data over the weekend to be ready for business on Monday, 21 June 2010. Our flexibility and teamwork were critical to the success of the register transfer, which has enabled Mondi to reap the benefits of change with noticeable higher levels of responsiveness and service provision.

# Let's talk

## Contact Pat O'Donoghue

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Directors P.G. O'Donoghue (Managing Director), D.O. Halligan, G.P. Renn (British)

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[www.capitaregistrars.ie](http://www.capitaregistrars.ie)