

CORPORATE GOVERNANCE SERVICES

HLS helps businesses mature their approach to corporate governance to manage risk, support strategic growth, ensure compliance, and provide board/ investor assurance.

Supporting founders is our speciality. We provide corporate governance support to: (i) ensure your business is 'investor ready'; (ii) ensure all company secretarial matters are addressed during strategic deals; (iii) meet investor expectation post-money.

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| <ul style="list-style-type: none"> • Transactional support <ul style="list-style-type: none"> - Running governance health checks pre-fundraise - Supporting fundraising rounds (seed, series A/B/C) - Building investor-ready data rooms - Managing/ supporting due diligence requests - Creating completion checklists and CP tracking - Briefing directors/board members on completion mechanics expectations (including the steps/relevant board approvals) - Coordinating completion mechanics (signing, conditions precedent, filings) - Drafting powers of attorney / NDAs - Managing post-completion integrations (registers, filings, consents) • Share capital & equity transactions <ul style="list-style-type: none"> - Allotment of new shares/ share buybacks - Redemptions of redeemable shares - Share splits / consolidations - Re-designation or reclassification of shares - Issuing share certificates and updating the register of members - Processing option exercises (EMI or unapproved) - Designing and maintaining the option register and cap table (legal/ fully diluted) - Capital reductions | <ul style="list-style-type: none"> • Establishing Board Governance Foundations <ul style="list-style-type: none"> - Setting-up boards and sub-committees/ drafting terms of reference - Designing annual board planners - Creating templates for agendas, board packs, and minutes - Establishing action tracking and decision logs - Implementing secure board portals/ document management systems - Setting expectations for paper deadlines, quality standards, and circulation timelines - Ensuring compliance with shareholder agreements/ investor rights/ reserved matters - Advising on directors' duties - Providing a programme of structured and/or ad hoc advice to directors on relevant governance and legal topics in response to evolving regulation, legislation, court cases, and legal insights - Minute taking/ action & decision tracking • Compliance & Regulatory Oversight <ul style="list-style-type: none"> - Designing governance and compliance trackers (or 'frameworks') to evidence compliance with statutory/ regulatory/ shareholder obligations (and provide upwards assurance to the board) |
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<ul style="list-style-type: none"> • Corporate approvals & statutory compliance <ul style="list-style-type: none"> - Director appointments and resignations - Maintaining statutory books - PSC register updates (especially after restructurings or share movements) - Approving and filing confirmation statements - Updating statutory registers (members, directors, charges, allotments), etc. - Companies House filings • Distributions & returns of value <ul style="list-style-type: none"> - Interim and final dividend processes - Intercompany distributions/ return of capital • Strategic Governance alignment <ul style="list-style-type: none"> - Ensuring governance readiness for fundraising/ aligning governance with investor expectations and future fundraising plans - Ensuring board oversight aligns with risk appetite and strategic priorities - Integrating risk reporting into board cycles - Preparing the board for due diligence, audits, or regulatory reviews - Supporting compliance with corporate governance codes (e.g., Wates, UK Corporate Governance Code 2024) • Employee Equity & Incentive Schemes <ul style="list-style-type: none"> - Supporting the implementation of option schemes - Modelling scenarios - Drafting and explaining scheme rules to future participants (including EMI/ vesting principles/ good and bad leaver provisions/ performance criteria) - Drafting option agreements and letters - Drafting resolutions to approve the scheme/ issue of the options - Creating and issuing share certificates - Updating the options register/ cap table and Companies House, as applicable following vesting / exercise - Tracking vesting and leavers - HMRC notifications/ annual ERS filings 	<ul style="list-style-type: none"> • Risk Management & Internal Controls <ul style="list-style-type: none"> - Supporting businesses to identify, assess, manage and report on key risks: - Facilitating risk workshops - Designing bespoke risk management frameworks (including risk appetite statements)/ building risk registers - Designing effective risk reports. • Structural changes/ other corporate approvals <ul style="list-style-type: none"> - Implementing group restructures - Loan capitalisations - Board approvals for financing arrangements (loan agreements, debentures, security documents) • Governance Frameworks & Delegations <ul style="list-style-type: none"> - Creating corporate information dashboards - Drafting and implementing powers of attorney to support effective decision making - Drafting / updating internal schemes of delegation for management - Designing RACI matrices for decision making clarity - Implementing conflicts of interest processes and annual declarations • Governance for Scaling Operations <ul style="list-style-type: none"> - Aligning board structure with articles, shareholder agreements and investor rights - Mapping committee needs (audit, remuneration, risk, ESG) • Evolving Governance Structures <ul style="list-style-type: none"> - Supporting the re-design of internal governance infrastructure in response to multi entity or international expansion - Creating subsidiary governance frameworks - Supporting integration governance after acquisitions • Director Onboarding & Support <ul style="list-style-type: none"> - Preparing director induction packs - Providing training on fiduciary duties, liabilities, and governance codes - Supporting with the exercise to secure appropriate D&O insurance, and ensuring directors understand coverage
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<ul style="list-style-type: none"> • Policy & Control Frameworks <ul style="list-style-type: none"> - Drafting and maintaining corporate governance policies (e.g., conflicts of interest, gifts and hospitality, whistleblowing, anti bribery, etc.) - Creating policy libraries with version control and review cycles - Ensuring policies align with regulatory requirements and investor expectations - Embedding policies into onboarding and training • Board & Committee Effectiveness <ul style="list-style-type: none"> - Designing/ managing board evaluation processes (internal or external) - Supporting board composition reviews - Creating skills matrices for directors - Managing induction programmes for new directors 	<ul style="list-style-type: none"> • Compliance & Legal Foundations <ul style="list-style-type: none"> - Ensuring compliance with articles, shareholder agreement, and Companies Act - Support with drafting annual report content • Information Governance & Data Handling Protocols <ul style="list-style-type: none"> - Creating secure information-sharing protocols for boards and executives • ESG Linked Governance Support <ul style="list-style-type: none"> - Support with the drafting of governance sections for annual reports/ investor decks - Supporting ESG governance frameworks (roles, responsibilities, reporting lines) • Constitutional documents: <ul style="list-style-type: none"> - Updating constitutional documents (articles/ shareholder agreements, etc.)
<p><i>For all of the above: advising on applicable processes; drafting appropriate board minutes and shareholder resolutions; updating relevant statutory registers; and effecting Companies House filings.</i></p>	
<p>Competitive project and day/hour rates. Save costs compared to law firms.</p> <p>Partner-level advice for a fraction of the price.</p>	

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