

## Overview

We are experienced in the complex regulatory environment critical to public companies and investment banks, and serve as outside general counsel to many public companies. We advise on reporting, regulatory and compliance matters regulated by the US SEC, stock exchanges and FINRA. We also advise on reporting and compliance matters involving the Financial Services Authority in the United Kingdom, the UKLA and the LSE, the French financial markets authority (AMF), and the various Canadian exchange commissions, the Toronto Stock Exchange and the TSX Venture Exchange, as well as the regulatory authorities in leading financial centers. Several of our lawyers are former US SEC and Canadian securities commission regulators, and accordingly, we can advise you with the perspective and credibility that comes from having been in the shoes of government decision makers.

Dentons' lawyers can provide counsel on both sensitive and routine reporting and disclosure matters in connection with regular ongoing reporting obligations and securities offerings. We also advise investment companies and investment advisors on matters involving the US Investment Company Act of 1940, the US Investment Advisers Act of 1940 and Canadian National Instrument 31-103. We develop, implement and monitor regulatory compliance programs for clients which are regulated entities (for example, investment companies, investment advisors and broker-dealers). In addition, we assist clients in developing codes of ethics, policies and procedures for issues such as managing records and insider trading.

Specific areas of focus include:

- Reporting and periodic disclosure requirements for US, UK, French and Canadian and other issuers, including matters related to securities legislation registration and exemptions, stock exchange reporting and compliance, the Sarbanes-Oxley Act of 2002, beneficial ownership reporting and "Blue Sky" laws, and reporting and disclosure requirements under the US FSA Listing Rules, the UK AIM Rules, Corporate Governance Code and Takeover Code, the general regulation of the French AMF, Canadian Securities Instruments and TSX/TSXV rules
- Board and independent director audit, compensation and special committee representations
- Corporate governance, ethics and compliance programs
- Management of internal investigations and government inquiry responses
- Investment products registration and regulatory compliance