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INTERNATIONAL BAR ASSOCIATION CONFERENCE 2024

A conference presented by the IBA Closely Held Companies Committee and supported by the IBA Corporate M&A Committee, European Regional Forum, Insolvency Committee, Corporate Counsel Forum, International Commerce and Distribution Committee, Latin American Regional Forum and Women Lawyers' Committee

8th IBA Global Entrepreneurship Conference Venturing and Discovering Overseas Markets

13–14 May 2024

Real Fábrica de Tapices, Madrid, Spain

Working programme

HEADLINE
CONFERENCE SPONSOR



Wifi network: IBA Conference
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All speaker materials and biographies can be found at www.ibanet.org/conference-details/conf2430

Introduction to the Conference theme

Madrid was one of the centerpieces of the first globalisation of our modern era and continues to play a central role and unique position as a global hub linking together the old continents with the Americas. Thus, it is best placed for a get-together of professionals from all corners of the world to discuss the most relevant topics of corporate practice.

Join us in Madrid for a dynamic interactive programme on global entrepreneurship, with industry speakers, other panellists and conference attendees from around the world. We will discuss a variety of substantive topics with our Closely Held Committee hallmark of extensive audience participation, including through moderated table workshops. Enjoy the global entrepreneurship community and our unrivalled networking and learning environment.

Conference Co-Chairs

Alejandro Payá *Cuatrecasas, Barcelona; Member, IBA Closely Held Companies Committee Advisory Board*

Marco Rizzi *Bratschi, Zurich; LPD Council Liaison Officer, IBA Closely Held Companies Committee; Member, IBA Closely Held Companies Committee Advisory Board*

Nicole Van Ranst *Agio Legal, Brussels; Chair, IBA Closely Held Companies Committee*

Programme Coordinator

Iván Delgado *Pérez-Llorca, Madrid; Treasurer, IBA Closely Held Companies Committee*

Executive Committee

Xavier Costa *RocaJunyent, Barcelona*

Pedro Fernández *Pérez-Llorca, Madrid*

Álvaro Mateo *Gómez-Acebo & Pombo, Madrid*

Laura Muñoz *Garrigues, Madrid*

Sara García Vázquez *Uría Menéndez, Madrid*

Local Host Committee

Across Legal

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Broseta

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Garrigues

Gómez-Acebo & Pombo

Monereo Meyer Abogados

Osborne & Clarke

Pérez-Llorca

RCD

RocaJunyent

Uría Menéndez

Sunday 12 May

1900

Welcome reception kindly hosted by the local Host Committee

Prado Museum

Calle de Ruiz de Alarcón, 23, 28014 Madrid

MOBILE TELEPHONES

Delegates are requested to ensure that mobile telephones and any other portable devices are switched to silent in working sessions.

Associate conference sponsor



All working sessions will take place in the Sala Goya.
Catering will take place in the Sala Teniers

| | |
|-------------|--|
| 0800 – 1800 | Registration |
| 0900 – 0905 | Opening remarks by Conference Co-Chairs |
| 0905 – 0915 | Welcome address from the IBA President Almudena Arpón de Mendivil <i>Gómez-Acebo & Pombo, Madrid; IBA President</i> Carola van den Bruinhorst <i>Loyens & Loeff, Amsterdam; Chair, Legal Practice Division</i> |
| 0915 – 0945 | Keynote opening: The performance of closely held companies versus open companies <i>Keynote speaker</i> Professor Jordi Gual <i>former Chairman, Caixabank; Professor at IESE, Barcelona</i> <i>Moderator</i> Xavier Costa <i>RocaJunyent, Barcelona</i> |
| 0945 – 1030 | Keynote debate: a few success stories of growth in new markets Participants will be sharing real-life stories of companies that smartly expanded into unfamiliar territories. We will chat about how these businesses tackled challenges and seized opportunities, showing how strategic thinking and good leadership led to growth. From finding new customers to dealing with rules and products, these shared views will give you a down-to-earth look at how companies did it. <i>Co-Chairs</i> Pedro Fernández <i>Pérez-Llorca, Madrid</i> Laura Muñoz <i>Garrigues, Madrid</i> <i>Speakers</i> Daniel Abad <i>Corporate Legal Head of BBVA, Madrid</i> Emma Fernández <i>Independent board member of several listed and non-listed companies, Madrid</i> Llanos Manzanares <i>Chief of legal, Astara, Madrid</i> Gabriel Pretus Labayen <i>Technical General Secretary, Damm, Madrid</i> Andrea Viale Illescas <i>Global Head of Legal, Idealista, Madrid</i> |

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Conference dinner sponsors

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1030 – 1115

Trends in corporate and venture capital to fuel growth of disruptive businesses

In the last months we have witnessed many different scenarios in terms of investment: silence in the line, absolute mismatch in valuation, booming sectors, etc. Speakers will share impressions on how this fast-changing environment affects companies and investors and what are the most common ways of funding – equity investment rounds, convertible notes and SAFEs, venture debt, warrants, traditional banking facilities, search funds, etc – and which are best solutions for each of these situations.

Co-Chairs

Giuseppe Coco *Ughi e Nunziante, Milan; Secretary, IBA Closely Held Companies Committee*

Ignacio Lacasa *Across Legal, Barcelona*

Speakers

Emma Dansbø *Cirio, Stockholm; Chair, Northern Regional Group, IBA European Regional Forum*

Elena Rico *Chairman, SpainCap, Managing Partner, Impact Partners Iberica, Madrid*

Carolin Roßkoth *Oppenhoff, Hamburg*

Dieter Staib *Capital Certainty, Zurich/Madrid*

1115 – 1145

Coffee/tea break

1145 – 1230

Challenges of good governance in closely held companies and alignment of diverging interests

Achieving a good corporate governance is a major issue for closely-held companies. Although there is no one formula and the ultimate governance structure depends on the company's unique circumstances, there are common driving forces and challenges, especially in what concerns family-run businesses. We will have the opportunity to share experiences, views and best practices of our speakers with the participants, with emphasis on crucial topics such as professional managerial structures, ideal succession planning and suitable mechanisms to align shareholders' interests.

Co-Chairs

Sara García Vázquez *Uría Menéndez, Madrid*

Florian Jörg *Bratschi, Zurich; Membership Officer, IBA Closely Held Companies Committee*

Speakers

Joan Albos *General Counsel, Roca, Barcelona*

Christian Hoenig *Wolf Theiss, Vienna*

María Romero *General Counsel, González Byass, Jerez de la Frontera, Cádiz*

Dr Mirko Sickinger *Heuking, Cologne*

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Conference refreshment break sponsor



Conference luncheon sponsor



1230 – 1315

Inorganic growth through acquisitions and strategic alliances

We will discuss how companies have smartly gotten bigger and better, digging into how strategic and legal considerations play an essential role in companies' growth. The discussion will cover sellers and buyers' relevant themes and also differences between strategic acquisitions and opportunistic deals including distress targets. In this sense, classical topics like due diligence, mirrored representations and warranties, payment in shares, earn outs and post covenants will be assessed.

Co-Chairs

Richard Spink *Burges Salmon, Bristol; Conference Quality Officer, IBA Closely Held Companies Committee*

Luciana Tornovsky *Demarest Advogados, São Paulo; Senior Vice Chair and Latin America Regional Forum Liaison Officer, IBA Closely Held Companies Committee*

Speakers

Josep Enrich *Bartolomé & Briones, Madrid*

Kathleen Lemmens *Gianni Origoni, Milan*

Patricia Montoro Cobles *Indra, Madrid*

Martin Viciano-Gofferje *Gleiss Lutz, Berlin; Corporate Counsel Forum Liaison Officer, IBA Closely Held Companies Committee*

1315 – 1445

Lunch

1445 – 1530

Transactional insurance (W&I and contingency risk insurance): am I really covered?

The session will cover market participant views on this type of insurance in merger and acquisitions (M&A) transactions. Speakers will cover key matters such as:

- when is the appropriate time to engage a broker;
- how relevant is the brand of the due diligence provider to the terms and condition of the policy;
- how to treat the disclosures and specific indemnities in the agreements of the transaction and of course; and
- will they pay in the future?

Co-Chairs

Jean-Gabriel Flandrois *Gide, Paris; Projects Officer, IBA Closely Held Companies Committee*

Julio Veloso *Broseta, Madrid*

Speakers

Alina Fabbri *Senior Continental Europe, M&A Insurance, Hamilton Group, London*

Javier Goizueta *Marsh, Madrid*

Victoria Lebed *M&A Head of Transactional Risks Iberia, WTW, Madrid*

Hugo Webb *Ambridge, London*

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Host committee reception sponsors

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MENÉNDEZ**

1530 – 1630

Interactive workshop one: Selected corporate governance topics (part one)

We will hold two consecutive interactive workshops.

Delegates will work in roundtable groups to discuss the following corporate governance topics, which will then be debated interactively:

1. Family matters: opening to new members and investors
2. Technology governance: addressing AI and automation in corporate decision-making – cybersecurity threats and the role of the board/ management in AI oversight
3. ESG: board and management – climate change, diversity and inclusion and human capital
4. Executive compensation: aligning incentives with long-term shareholder value
5. Shareholder activism and proxy battles: trends and tactics in corporate governance
6. Politics and business: how are boards affected by political uncertainty and unstable global environment?

Co-Chairs

Andreas Kloyer *Luther, Frankfurt; European Regional Forum Liaison Officer, IBA Closely Held Companies Committee*
Mercedes Rodríguez Giavarini *Mitrani Caballero & Ruiz Moreno, Buenos Aires; Conference Coordinator, IBA Closely Held Companies Committee*

Moderators

Harvey Cohen *Dinsmore & Shohl LLP, Cincinnati; Member, IBA Closely Held Companies Committee Advisory Board; LPD Council Member / LPD Council Liaison Officer, IBA Closely Held Companies Committee*
Tom Coulter *Travers Smith, London*
Patricia Gannon *Platforum9, Dublin*
Daniele Giombini *Mondini Bonora Ginevra Studio Legale, Milan*
Orsolya Görgenyi *Szecskey Attorneys at Law, Budapest*
Allan Grauberd *Moses Singer, New York*
Dinka Kovačević *KPS-Law, Zagreb; Scholarship Officer, IBA Closely Held Companies Committee*
Alexandra Martins *Cuatrecasas, Lisbon; Young Lawyers' Committee Liaison Officer, IBA Closely Held Companies Committee*
Rosina Muller Bernar *RIC Energy, Madrid; Student Initiatives, IBA Young Lawyers' Committee*
Marie-Aude Noury *Squair, Paris; Chair, IBA Structured Finance Subcommittee, IBA Banking and Financial Law Committee*
Daniel Rodriguez *Rodriguez Rueda, Mexico City*
Philip Van Hilten *No More Worries, The Hague*

1630 – 1700

Coffee/tea break

1700 – 1720

Interactive workshop one: Selected corporate governance topics (part two)

In the second part of the workshop, delegates will share and debate their conclusions interactively.

1720 – 1800

Corporate investors

Founders, investors and advisors will discuss smart capital. In particular, the pros and cons of having a corporate investor versus traditional financial or sectorial VCs. We will talk about what it means to have these corporate backers holding shares in your business and if big companies on your side can boost your business. On the contrary, are they agile enough? We will see.

Co-Chairs

Sandeep Mehta *JSA, Mumbai; Diversity and Inclusion Officer, IBA Closely Held Companies Committee*
Eduardo Nebot *RCD, Madrid*

Speakers

Caroline Basdevant-Soulié *Oyat, Paris*
Natalia Ruiz *Managing Partner, Net Zero Ventures, Madrid*
Mona Stephenson *MLL Legal, Geneva*
Peter Villani *Fasken Martineau DuMoulin, Montreal, Quebec*

2030 – 2300

Conference dinner

Real Casino de Madrid
Calle de Alcalá, 15, 28014 Madrid

Entry by ticket

Note: Gentlemen are required to wear a jacket and tie.

MOBILE TELEPHONES

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**All working sessions will take place in the Sala Goya.
Catering will take place in the Sala Teniers**

0730 – 1250

Registration

0800 – 0930

Breakfast with Elke Geraerts

The new now: building resilience in a world where change is the only constant

Women Lawyers' Committee breakfast and keynote speech.

The breakfast is open to all delegates.

Elke Geraerts *CEO, Better Minds at Work, Antwerp*

0930 – 1030

Interactive workshop two: Selected financing and other topics relevant for closely held companies (part one)

In the first part of the workshop, delegates will work in roundtable groups to discuss financing and other topics relevant for closely held companies, including:

1. Artificial Intelligence and big data
2. Blockchain technology and digital assets
3. ESG
4. FDI controls
5. Hot sectors: digital health, energy/renewables, fintech and others?
6. Trends in PE and VC: search funds, open banking, embedded finance and others?

Co-Chairs

Vicente Conde *Osborne Clarke, Madrid*

Nick Dorsey *Cravath Swaine & Moore, New York; North American Regional Forum Liaison Officer, IBA Closely Held Companies Committee*

Moderators

Guillermo Bueno *Chevez Ruiz Zamarripa, Madrid*

Caroline Conrad-Behr *Conrad & Partner Advokatur AG, Basel*

Sarah De León Perelló *Headrick Rizik Alvarez & Fernandez, Santo Domingo*

Giulia Bianchi Frangipane *BonelliErede, Milan*

Ariel Ben Hattar *Lenz & Staehelin, Geneva*

Antonio C Jiménez Abraham *Monereo Meyer Abogados, Palma*

Paul Josephus Jitta *Buren NV, Amsterdam*

Elke Napokoj *bpv Huegel, Vienna*

Toomas Prangli *Sorainen, Tallinn*

Carmen Reyna *Pérez-Llorca, Madrid*

Arina Shulga *Nelson Mullins Riley & Scarborough, New York*

Sabin Volciuc-Ionescu *Volciuc Ionescu, Bucharest*

1030 – 1100

Coffee/tea break

MOBILE TELEPHONES

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- 1100 – 1120 **Interactive workshop two: Selected financing and other topics relevant for closely held companies (part two)**
In the second part of the workshop, the themes and results of the breakout groups will be presented.
- 1120 – 1205 **A general counsel's view: supporting business and hedging risks in overseas markets**
Step into the strategic mindset of distinguished general counsels (GCs) and in-house lawyers as they share invaluable insights into safeguarding business operations in overseas markets. This session will offer a roadmap for legal professionals to proactively support and protect their organisations. Contractual considerations, compliance frameworks, corporate requirements, governance issues and different standards would need to be considered. Learn how legal strategies can effectively hedge risks, ensuring a robust legal framework that fosters success in the international field.
- Co-Chairs*
Nicole Van Ranst *Agio Legal, Brussels; Chair, IBA Closely Held Companies Committee Committee*
Javier Villasante *Cuatrecasas, Madrid*
- Speakers*
Mercedes Benítez *General Counsel, Laboratorios Farmacéuticos ROVI, Madrid*
Cristina Fernández *General Counsel and Secretary of the Board, Exolum, Madrid*
Luis Gimeno *Secretary of the Board, Acerinox, Madrid*
Thomas Wiesner *CLO, Ferroglobe, Madrid*
- 1205 – 1250 **Crossing borders: obstacles and challenges in venture capital funding**
Entrepreneurs today have a global mindset. Entrepreneurs need investors who have a holistic vision of the market and a large network of other investors; they can help build a talent base and develop collaborative relationships based on trust. Entrepreneurs transfer the majority of economic activity to the investor country. But countries are also putting up both transactional and ecosystem barriers. How do investors and startups deal with the legal and cultural challenges they encounter?
- We will talk with investors, entrepreneurs and practitioners on how to navigate the regulatory, compliance and cultural challenges in their quest for growth.
- Co-Chairs*
Álvaro Mateo *Gómez-Acebo & Pombo, Madrid*
Noreen Weiss *gunnercooke, New York; Vice Chair, IBA Closely Held Companies Committee*
- Speakers*
Javier Cebrián Monereo *General Partner, VC Bonsai Partners, Madrid*
Tobias de Raet *lindenpartners, Berlin*
Bernhard Niesner *Founder, Busuu, London*
Horacio Vianello *BC / F / PZ Abogados, Buenos Aires*
- 1300 **Lunch**



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13 – 14 May, 2024

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