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INTERNATIONAL BAR ASSOCIATION CONFERENCE 2024

A conference presented by the IBA Capital Markets Forum  
and the IBA Corporate and M&A Law Committee

# 9th Annual Corporate Governance Conference

4–5 December 2024, JW Marriott Hotel Frankfurt, Frankfurt, Germany

## Working programme

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All speaker materials and biographies can be found at [www.ibanet.org/conference-details/conf2525](http://www.ibanet.org/conference-details/conf2525)

## Conference Co-Chairs

Nanette Heide *Troutman Pepper, New York; Chair, Corporate Governance and Activism Subcommittee, IBA Corporate and M&A Committee*

Keavy Ryan *A&L Goodbody, Dublin; Diversity and Inclusion Officer, IBA Capital Markets Forum*

# Wednesday 4 December

**All working sessions will take place in the Ballroom**  
**All coffee/tea breaks and lunch will take place in the Ballroom Foyer**

0800 – 1700 **Registration**

0900 – 0915 **Welcome remarks**

Nanette Heide *Troutman Pepper, New York; Chair, Corporate Governance and Activism Subcommittee, IBA Corporate and M&A Committee*

Keavy Ryan *A&L Goodbody, Dublin; Diversity and Inclusion Officer, IBA Capital Markets Forum*

Amir Singh Pasrich *International Law Affiliates, New Delhi, Delhi; LPD Assistant Treasurer / IBA Assistant Treasurer*

0915 – 1000 **Keynote speaker**

### **Peju Adebajo – Governance through changing corporate landscapes**

Governance has become increasingly essential for organisations and their boards, particularly within the complex legal and corporate landscapes in which businesses operate.

This keynote address will examine the effectiveness of governance, which, while sometimes perceived as complex, can have a significant impact when translated into clear, actionable principles. The address will highlight how governance structures, when crafted and tailored to an organisation's unique context, serve as both shields and compasses, guiding and protecting companies through challenges and shifting landscapes.

The session will also explore the realities faced by Boards as they navigate regulatory frameworks and environments, shifting investor expectations, and growing societal demands. It will underscore how governance remains the cornerstone of corporate success and long-term value creation.

*Speaker*

Peju Adebajo *Ibstock PLC, London*

## MOBILE TELEPHONES

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

Conference dinner sponsors

**A&L Goodbody**

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## 1000 – 1115 **Managing shareholder meetings and priorities of institutional investors**

In an era where corporate governance is under intense scrutiny, the role of shareholder meetings has never been more pivotal. This panel will delve into the intricacies of managing shareholder meetings in a number of different jurisdictions, providing a comparative perspective that highlights both common challenges and unique regional considerations. The panelists will explore best practices for engaging with shareholders, as well as strategies for addressing shareholder concerns. Attendees will gain insights into how to effectively navigate the complexities of shareholder relations and ensure that governance practices align with the expectations of institutional investors and foster transparency, accountability, and long-term value creation.

*Session Co-Chairs*

**David Chase Lopes** *Managing Director EMEA, DF King, Paris*

**Steven Khadavi** *Troutman Pepper, New York*

*Panellists*

**Forrest Alogna** *Darros Villey Maillot Brochier, Paris*

**Frances Doherty** *Simmons & Simmons, London*

**Dominik Kallweit** *Vice President & Corporate Legal Counsel, Infineon Technologies, Munich*

**Mia Morkkila** *Borenus Attorneys, Helsinki; Secretary, IBA Capital Markets Forum*

## 1115 – 1145 **Coffee/tea break**

## 1145 – 1300 **Governance in transformational transactions**

Having stable governance underpinning process from the outset throughout a transformational transaction and into the new organisation is key to a successful conclusion. This panel will focus on what to consider in designing a governance framework, the relevant stakeholders and the importance of company culture. The panellists will discuss key challenges and tips for how to leverage governance for successful implementation of a transformational transaction. The panel comprises practitioners with expertise in this area who will share insights from their recent work on some of the highest-profile cross-border mergers that the mergers and acquisitions (M&A) community has seen in the last few years.

*Session Co-Chairs*

**Susanne McMenamin** *Matheson, Dublin*

**Laura Turano** *Paul Weiss Rifkind Wharton & Garrison, New York*

*Panellists*

**Michael Brellocks** *Noerr, Munich*

**Frankie Williams** *Chief Legal Officer, DeepL, London*

## 1300 – 1400 **Lunch**

### **MOBILE TELEPHONES**

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## 1400 – 1515 **The interaction between conduct, culture and remuneration**

This panel will focus on the role of the remuneration committee in scrutinising executive reward strategies and the importance of culture in driving the right behaviours. In addition to the focus from regulators, we also see increasing scrutiny from external stakeholders, in particular investors and the media, and so remuneration committee chairs can expect their decisions to be in the spotlight. Meanwhile, clients are operating in an extremely competitive landscape when it comes to the recruitment and retention of senior talent. The need to ensure that management are correctly incentivised, while adhering to stakeholder demands, is a careful balancing act. Our panel will also discuss the challenges that remuneration committees are faced with from a governance perspective on both sides of the pond, including around managing regulatory and disclosure requirements and how to practically implement the latest guidance from investors.

*Session Co-Chairs*

**Jonathan Katz** *Cravath Swaine & Moore, New York*

**Philippa O'Malley** *Slaughter and May, London*

*Panellists*

**Lorna Dodson** *Ellason, London*

**Nina Grochowitzki** *HKP Group, Frankfurt*

**Frank Kohls** *IBM Corporation, Ehningen*

**Petra Zijp** *NautaDutilh, Amsterdam; Scholarship Officer, IBA Law Firm Management Committee*

## 1515 – 1545 **Coffee/tea break**

## 1545 – 1700 **Governance during a corporate crisis**

A true crisis brings a punishing level of scrutiny and pressure that can be overwhelming if an organisation is not prepared to manage it. Any crisis will require governance decisions about swiftly fixing what has gone wrong, but it is also about being externally focused and intervening to make, implement and communicate decisions under the toughest of circumstances to stakeholders, shareholders and regulators. Poor governance during a crisis can have a significant impact on the future of the organisation. In a crisis, when the stakes are high and scrutiny is intense, the board and the lawyers advising on governance decisions have unique roles. Our panel will draw on their extensive experience in advising boards during crisis scenarios and share with us the actions boards can take now to give themselves comfort that the organisation is best prepared.

*Session Co-Chairs*

**Michael Arnold** *Gleiss Lutz, Stuttgart; Senior Vice Chair, IBA Securities Law Committee*

**Sharon Nelles** *Sullivan & Cromwell, New York*

*Panellists*

**Abdullah Al-Farha** *Saudi Telecom Company, Riyadh*

**Bonnie Kong** *Anderson Mori & Tomotsune, Tokyo*

**Benjamin Leisinger** *Homburger, Zurich; Young Lawyers' Committee Liaison Officer, IBA Securities Law Committee*

**Cheryl Woodin** *Bennett Jones, Toronto, Ontario*

## 1900 – 2200 **Conference dinner**

*Villa Merton*

*Am Leonhardsbrunn 12, 60487 Frankfurt am Main*

Located in Frankfurt's diplomatic quarter, Villa Merton is home to the Union International Club. Built in 1927, this neo-baroque town house now hosts Michelin-starred chef André Großfeld and his team. Enjoy an evening of networking with your fellow delegates in this elegant setting.

Ticket price: €170

Entry is by pre-registration only. One place per registered delegate is permitted.

Transport will not be provided.

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0830 – 1200 **Registration**

0900 – 1015 **Unpacking the CSDDD**

Following a roller-coaster legislative process started in February 2022, the EU Corporate Sustainability Due Diligence Directive (CSDDD) is in its final stages of adoption, which will set into law obligations for large companies with significant activities in the EU to conduct human rights and environmental due diligence in their own operations and across their chains of activities. This will have the effect of increased regulator, investor and consumer scrutiny of the way companies manage their business relationships and supply chains. Good governance and risk mitigation will play a key role in dealing with this scrutiny. Our panel will explore what has been agreed under the CSDDD, what this means for businesses, in particular reflecting on lessons learned from supply chain diligence regimes on the European continent, and the extraterritorial scope of the CSDDD.

*Session Chair*

**Lise Lotte Hjerrild** *Horten, Copenhagen; LPD Representative, IBA Management Board*

*Panellists*

**Rabel Akhund** *Akhund Forbes, Karachi, Pakistan; Co-Vice Chair, IBA Capital Markets Forum*

**Anniina Jarvinen** *Hannes Snellman, Helsinki*

**Marie-Aude Noury** *Squair, Paris; Chair, IBA Structured Finance Subcommittee*

**Udo H Olgemoller** *A&O Shearman, Frankfurt*

1015 – 1045 **Coffee/tea break**

1045 – 1200 **Founder influence in governance**

The rise in concentrated ownership of publicly listed companies and the increasing prevalence of dual class share structures has sparked debate in the world of corporate governance. While these structures can help founders and insiders maintain control, they can also exacerbate problems and entrench management. Our panel will give an overview of the growing number of jurisdictions allowing the issuance of multiple-vote shares – departing from the ‘one share, one vote’ proportionality principle – and the impact that is having on our work including the importance of striking. The panel will also explore, the balance between attracting initial public offerings (IPOs) and protecting minority shareholders. Our panel will discuss the various factors which can influence the success of these structures including local factors such as market sophistication, legal protection for minority investors and private benefits of control.

*Session Co-Chairs*

**Francesco Gianni** *Gianni & Origoni, Rome; Member, IBA Senior Lawyers’ Committee Advisory Board*

**Simon Link** *Hengeler Mueller, Munich; Co-Vice Chair, IBA Capital Markets Forum*

*Panellists*

**Remco Bosveld** *AKD, Amsterdam*

**Monique Mavignier** *BMA Advogados, São Paulo; Social Media Officer, IBA Banking & Financial Law Committee*

**Christian Ries** *General Council, Hello Fresh, Berlin*

**Elina Tetelbaum** *Wachtell Lipton Rosen & Katz, New York*

1200 – 1215 **Closing remarks from the Conference Co-Chairs**

**Nanette Heide** *Troutman Pepper, New York; Chair, Corporate Governance and Activism Subcommittee, IBA Corporate and M&A Committee*

**Keavy Ryan** *A&L Goodbody, Dublin; Diversity and Inclusion Officer, IBA Capital Markets Forum*

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