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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

## TOPICS INCLUDE:

- Keynote speaker: strengthening corporate governance: The imperative of the 'G' in ESG
- Managing shareholder meetings and the priorities of institutional investors
- Governance in transformational transactions
- The interaction between conduct, culture and remuneration
- Governance during a corporate crisis
- Unpacking the CSDDD
- Founder influence in governance

For more information and to book online visit [www.ibanet.org/conference-details/CONF2525](http://www.ibanet.org/conference-details/CONF2525)

# Programme

## 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

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*

**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** *Darrois Villey Maillot Brochier, Paris*

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

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

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

1115 – 1145 **Coffee/tea break**

Conference dinner sponsors

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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 Brellochs** *Noerr, Munich*

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

1300 – 1400 **Lunch**

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.



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*

The IBA, its officers and staff accept no responsibility for any views expressed, presentations or materials produced by delegates or speakers at the Conference.

## Continuing Professional Development/Continuing Legal Education

For Conference delegates from jurisdictions where CPD/CLE is mandatory, the IBA will provide a Certificate of Attendance for the Conference. Subject to CPD/CLE requirements, Conference delegates can use this to obtain the relevant number of hours’ accreditation. The number of CPD/CLE hours available may vary depending on the rules applied by the members’ bar association/law society on time recording criteria.

A Certificate of Attendance is available to Conference delegates on request. Please ask at the IBA Conference registration desk for information on how to obtain the certificate.



# International Bar Association

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## About the IBA

The International Bar Association (IBA), established in 1947, is the world's leading organisation of international legal practitioners, bar associations, law firms and law societies.

The IBA influences the development of international law reform and shapes the future of the legal profession throughout the world. It has a membership of more than 80,000 individual lawyers and more than 190 bar associations and law societies spanning over 170 countries.

Inspired by the vision of the United Nations, the IBA was founded in the same spirit, just before the Universal Declaration of Human Rights was proclaimed in 1948.

The IBA covers all practice areas and professional interests, providing members with access to leading experts and up-to date information, enabling them to better represent their clients' interests.

Through its various committees, fora, and task forces, the IBA facilitates the exchange of information and views among its members as to laws, practices and professional responsibilities relating to the practice of law around the globe.

## About the Capital Markets Forum

The Capital Markets Forum works with the Banking, Insurance, Investment Funds and Securities Law Committees to form the Financial Services Section.

The Capital Markets Forum is a private sector initiative set up to monitor and assist in the orderly development of capital markets, while recognising the importance of the legal role in providing a framework in which market forces can work most efficiently, and in settling the parameters of fair behaviour.

Membership is open to non-lawyers to enable a practical interaction and communication channel between business lawyers, market professionals and regulators. Forum members have the opportunity to contribute on a practical level to the activities of the forum via discussion groups established to comment on 'hot topics' of concern to practitioners.

For more information please visit the [Capital Markets Forum home page](#).

## About the Corporate and M&A Law Committee

Corporate law is central to every modern economy, whether developed or developing.

Internationalisation and globalisation of economic activity make corporate law and mergers and acquisitions issues central to the practice of business law.

The Corporate and M&A Law Committee aspires to be the leading global forum for the education, exchange of know-how and networking of corporate, corporate compliance, private equity and M&A practitioners around the world.

The Committee pursue our goals through three main initiatives:

- The organisation of regular (annual or bi-annual) M&A specialist conferences around the globe.
- The online publication of country-by-country legal guides on important corporate and M&A related topics.
- The offering of a comprehensive programme of interactive panels and events during the IBA Annual Conference, with educational sessions aimed at more junior fellow attorneys, highly sophisticated panels for the more seasoned professional and a committee dinner that regularly draws over 200 M&A practitioners from around the world.

The Committee presents sessions at IBA Annual Conferences on methods of delivering legal education, including skills training and electronic presentation. It also presents programming on other issues of great importance to law schools, such as accreditation, job placement of graduates and the role of law schools in continuing the professional development of their graduates. In addition, the committee organises law book donations to law faculties in developing countries and contributes to the IBA developing bar conferences when appropriate. The committee publishes a newsletter annually.

For more information please visit the [Corporate and M&A Law Committee home page](#).

### International Bar Association

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Our global perspective ensures that whether you are investing in or out of Ireland, or managing cross-border, multinational projects, we can provide the legal support you need.

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