11th IBA European Corporate and Private M&A Conference

B P P S S O C I A T O

the global voice of the legal profession°



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2–3 February 2023
The Westin Paris - Vendôme, Paris, France

Topics include:

- Current legal developments in European private M&A
- Do the right thing! ESG in private companies
- Dancing with myself? Best practice in secondary buyouts and circular deals
- Winds of change? What a deal lawyer should know about acquisition finance today
- How to buy a bank in Europe: commonalities, discrepancies and best practices
- Come hell or high water? Negotiating merger control provisions in interesting times
- Between conference, board and court rooms: pre-closing deal renegotiations and litigation
- Mind the gap! Structuring the purchase price in troubled times (rollovers, earn-outs, vendor loans, negative prices etc)

REGISTER BEFORE

23 DECEMBER 2022

TO RECEIVE EARLY

REGISTRATION

DISCOUNTS

Programme

Conference Co-Chairs

Oliver Triebold Schellenberg Wittmer, Zurich; Member, IBA Corporate and M&A Law Committee Advisory Board Bertrand Cardi Darrois Villey Maillot Brochier, Paris; Senior Vice Chair, IBA Corporate and M&A Law Committee

Conference Vice-Chairs

Gabriella Covino Gianni & Origoni, Rome; Secretary, IBA Corporate and M&A Law Committee Emanuel Strehle Hengeler Mueller, Munich

Thursday 2 February

0730 - 1800 Registration

0800 - 0830 Welcome coffee/tea

0830 – 0845 Welcome remarks from the Conference Co-Chairs

0845 - 0930 **Keynote address**

The European M&A market in the face of geopolitical turmoil

Keynote speaker

Colm Donlon Head of Europe, Middle East and Africa (EMEA) M&A, Morgan Stanley, London

0930 - 1030

What's up? – Current legal developments in European private M&A

The pandemic seems to be behind us, but other events continue to influence the world economy and with it the M&A markets. In the face of those developments deal terms, concerns and precautions evolve over time, as does the role of the deal lawyer. This session will look at some of the latest trends and developments in European private M&A, including:

- Value chain compliance risk analysis who, what, where;
- Steering clear of sanctions;
- Deal-making in a downturn evolving market practice and deal terms, from pandemic to recession; and
- Report from the foreign direct investment (FDI) frontier

Moderator

Adam Green Mannheimer Swartling, Stockholm

Speakers

Keavy Ryan A&L Goodbody, Dublin; Associations and Committees Liaison Officer, IBA Capital Markets Forum Lukáš Ševčík Kinstellar, Prague Jean-Nicolas Soret Advant Altana, Paris Cornelia Topf Gleiss Lutz, Frankfurt; Website officer, IBA Women Lawyers' Committee

1030 - 1100 Coffee/tea break

1100 - 1200

Do the right thing! – ESG in private companies

ESG now figures daily in the headlines of the financial press, generally with a focus on publicly listed companies or investment funds. But private companies must also navigate this evolving and challenging landscape, including in the private equity context. This session will focus on the ESG issues and trends that confront all businesses, with a particular emphasis on private M&A, including diligence, conditions precedent, compliance and financing issues.

Moderator

Heleen Kersten Stibbe, Amsterdam

Speakers

Candice Brenet Head of Sustainability, Ardian, Paris
Otto Haberstock Pöllath + Partner, Munich
Lise Lotte Hjerrild Horten, Copenhagen; IBA LPD Council
Member

Maria Pernas Martinez Group Executive Committee Member, Group General Counsel and Commercial and Contract Management, Capgemini, Paris

1200 – 1330 **Lunch**

Headline social event sponsor





Conference reception sponsor

AGUILAR CASTILLO LOVE

Thursday continued

1330 - 1430

Dancing with myself? – Best practice in secondary buyouts and circular deals

Secondaries are often criticised because it is just one fund selling to another. Europe's largest asset manager went so far as to call such arrangements a 'Ponzi scheme' of one fund selling to another at inflated prices, without the check of a strategic buyer. On paper, circular deals are even more problematic, as the involved parties are related or sitting on both sides of the negotiation table. This panel will identify the types of transactions and the fact patterns that should trigger the enhanced scrutiny of a deal lawyer, and it will discuss possible ways to properly address these issues.

Moderator

Nanette Heide Duane Morris, New York; Chair, Corporate Governance and Activism Subcommittee, IBA Corporate and M&A Law Committee

Speakers

Victoria Bramhall Travers Smith, London Florence Haas Bredin Prat, Paris Filippo Troisi Legance, Milan/Rome Willianne van Zandwijk NautaDutilh, London/Amsterdam

1430 - 1530

Winds of change? – What a deal lawyer should know about acquisition finance today

The world economy is facing a serious downturn with, among other things, compromised supply chains, a war in Europe, high inflation and the beginning of an energy crisis. With this, inevitably, the availability of (affordable) debt is no longer guaranteed and the terms and conditions for acquisition finance are impacted. The panel will take stock with respect to these aspects, discuss the latest trends and discuss how to best address them.

Moderator

Rabbe Sittnikow Hannes Snellman, Helsinki; Member, IBA Corporate and M&A Law Committee Advisory Board

Speakers

Nathalie Benoît Gide Loyrette Nouël, Paris Kirstie Hutchinson Macfarlanes, London Christian Savvides Head of Debt Advisory, Rothschild and Co, London

Anita Schläpfer Schellenberg Wittmer, Zurich

1530 - 1600 Coffee/tea break

1600 - 1700

How to buy a bank in Europe – commonalities, discrepancies and best practices

Some M&A practitioners refer to the due diligence of a bank as the 'mother of all due diligences'. Admittedly, buying a bank is truly the archetype of acquiring a regulated business. There are peculiarities and unique challenges en route. The panel will elaborate on those challenges and shed some light on the commonalities and the nasty differences across jurisdictions.

Moderator

Rebecca Cousin Slaughter and May, London; Vice Chair, Corporate Membership Subcommittee, IBA Corporate and M&A Law Committee

Speakers

Urs Gnos Walder Wyss, Zurich Leo Lee Roschier, Stockholm Stefano Mazzotti Chiomenti, Milan

Fernando Mínguez Hernández Cuatrecasas, Madrid

1700 - 1800

Come hell or high water? – Negotiating merger control provisions in interesting times

Antitrust regulators have been adopting an increasingly strict view of competition issues, raising the stakes not only on deal certainty and calendars, but also on contractual provisions governing the process and outcomes. After briefly surveying the latest major evolutions in European competition law practice, this panel will drill down into the line-by-line challenges of negotiating antitrust conditions precedent, cooperation and calendar provisions (including drop dead and filing dates) as well as risk sharing arrangements (including varieties of hell or high-water clauses, agreed remedies and reverse break fees).

Moderator

Dovilė Burgienė Walless, Vilnius; Vice Treasurer, IBA Corporate and M&A Law Committee

Speakers

Frédéric de Bure Cleary Gottlieb Steen & Hamilton, Paris Clare Gaskell Simpson Thacher & Bartlett, London Dieter Gericke Homburger, Zurich; Member, IBA Law Firm Management Committee Advisory Board Renata Mendaña Navarro Garrigues, Madrid

1800 – 2000 **Drinks reception**

Imperial and Aiglon, The Westin Paris – Vendôme

All registered delegates are welcome to attend.

Friday 3 February

0815 - 1215 Registration

0830 - 0915 Welcome coffee/tea

0915 - 1030

Between conference, board and court rooms: pre-closing deal renegotiations and litigation

It has been estimated that up to one third of all private deals give rise to a formal dispute. This number would be even higher, if we also included the controversies that arise, and are settled, between signing and closing of a deal. M&A practitioners need to be prepared to navigate these challenges, pushing them out of their natural habitat of conference rooms and board rooms towards the court room. This session will focus on the tools that lawyers can apply in helping clients avoid, navigate and resolve pre-closing disputes.

Moderator

Christian Hoedl Uría Menéndez, Madrid; Member, IBA Corporate and M&A Law Committee Advisory Board

Speakers

Forrest Alogna Darrois Villey Maillot Brochier, Paris Marjolein Heuten Houthoff, Amsterdam Denis Maignan Associate General Counsel, Publicis Groupe, Paris William Savitt Wachtell Lipton Rosen & Katz, New York

1030 - 1100 Coffee/tea break

1100 - 1215

Mind the gap! – Structuring the purchase price in troubled times (rollovers, earn-outs, vendor loans, negative price, etc)

Troubled times can spell increased obstacles to finding an agreement on price. This panel will first focus on some of the tools that can help to bridge the gap between a buyer and seller's expectations and needs on price, while acknowledging that these solutions can raise their own challenges. For example, as one court noted, an 'earn-out provision converts today's disagreement over price into tomorrow's litigation over the outcome'. The panel will thus also dig into how to draft and negotiate these necessary, but hazardous, tools.

Moderator

Jean-Claude Rivalland Allen & Overy, Paris; Treasurer, IBA Corporate and M&A Law Committee

Speakers

Chiara Gianni Gianni & Origoni, Rome Arne Grimme De Brauw Blackstone Westbroek, Amsterdam Elisabeth Kreuzer Hengeler Mueller, Munich Carmen Reyna Perez-Llorca, Madrid

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.

IBA Harassment Policy

IBA IBA conferences provide unrivalled professional development and network-building opportunities for international legal practitioners and their professional associates. The IBA values the participation of every delegate and member of the IBA and wants all attendees to have an enjoyable and fulfilling experience. Accordingly, all Conference attendees are expected to show respect and courtesy to other attendees, IBA staff and those involved with hosting the events throughout the Conference and at all Conference events, receptions, and parties, whether officially organised by the IBA or others. All delegates, guests, attendees, speakers, exhibitors, staff and volunteers at any IBA event are required to conform to the IBA Harassment Policy.

See www.ibanet.org/iba-harassment-policy

Information

Date

2-3 February 2023

Venue

The Westin Paris – Vendôme 3 Rue de Castiglione, 75001 Paris, France Tel: +33 (1) 44 77 1111 www.thewestinparis.com

Language

All working sessions and Conference materials will be in English.

By registering for the conference you agree to the following delegate code of conduct, the host country's local and/or national requirements and venues restrictions and precautions:

- You will not attend the conference if you are displaying any Covid symptoms
 - Should you develop any Covid symptoms during your attendance at the conference you inform a member of IBA staff by email (confs@intbar.org) and you agree not to attend any further conference sessions or related events
 - · comply with all local and national restrictions
- You travel at your own risk and you agree that the IBA cannot be held responsible if you contract Covid during the conference or after returning from the conference
- You agree to the extent permitted by law that you shall not hold IBA
 responsible for: any travel costs incurred for travelling to and from
 the conference; any travel costs that may be irrecoverable due to the
 cancellation or postponement of the conference; any losses or liabilities
 associated with contracting Covid whether on the way to, during or
 after the conference.
- You agree that, if asked by the relevant local or national authorities, the IBA has permission to pass on your personal information and contact details to those authorities should contact tracing be required.

Fees

Online registrations received:

	on or before 23 December	until 26 January
IBA member	€995	€1,100
Non-member *	€1,150	€1,255
Young lawyers (under 30 years)	€750	€1,255
Academics/judges (full-time)	€750	€1,255
Public lawyers	€750	€1,255
Corporate counsel **	€895	€1,255

After 26 January 2023 registrations must be received in hard copy at the IBA office.

Hard copy registration forms and fees received:

	on or before 23 December	after 23 December
IBA member	€1,105	€1,220
Non-member *	€1,280	€1,395
Young lawyers (under 30 years)	€830	€1,395
Academics/judges (full-time)	€830	€1,395
Public lawyers	€830	€1,395
Corporate counsel **	€995	€1,395

How to register

Register online by 26 January 2023 at www.ibanet.org/conference-details/CONF2269 and make payment by credit card to avail of the ten per cent online registration discount or complete the attached registration form and return it to the Conference Department at the IBA together with your proof of bank transfer payment. You should receive an email confirmation of your registration within five days; if you do not, please contact confs@int-bar.org.

- * By paying the non-member fee, we welcome you as a delegate member of the IBA for the year in which this Conference is held, which entitles you to the following benefits:
- 1) Password access to certain parts of the IBA website.
- Receipt of IBA E-news and access to online versions of IBA Global Insight.
- 3) Pay the member rate for any subsequent Conference registrations for this calendar year.
- ** A reduced rate is offered to IBA Corporate Group Members. Please register online to obtain a 25 per cent discount on the IBA Member fee.

If you would like to become a full or general member of the IBA, which includes membership of one committee or more – and inclusion in and access to our membership directory – we encourage you to do so now in order to register for this Conference at the member rate. You can find full details of how to join at www.ibanet.org

A reduced rate is offered to lawyers who are over the age of 65, have been an IBA member for more than 20 years and are no longer practising law.

Full payment must be received in order to obtain your Conference documentation.

Fees include:

- Attendance at all working sessions
- Access to the Conference materials from the IBA website (www.ibanet. org), including any available speakers' papers submitted to the IBA before 26 January.
- Access to live delegate search
- · Lunch on Thursday
- Tea and coffee during breaks
- Drinks reception on Thursday

Please note that registrations are not transferable.

List of participants

In order for your name to appear in the list of participants, your registration form must be received by 26 January at the latest.

Live delegate search

Delegates are able to use the live delegate search via the IBA website, in order to use this function delegates will need to be logged into their MyIBA. This will allow search access to up-to-date attendance lists.

Registration confirmation

Upon receipt of your payment for the Conference a confirmation email will be sent to you which contains information regarding your attendance at the Conference. You will also be able to view and download your payment information and manage your registration via your My IBA profile on the IBA website.

Book with confidence

- If the IBA needs to reschedule the event, your registration will be automatically transferred to the new date and no additional fees will be charged. If this date is not convenient for a delegate, a refund of the cost of the conference place will be available on request to the IBA.
- If the IBA is unable to reschedule the conference within 12 months of the original scheduled date, a full refund of the cost of the conference place will automatically be made to all delegates.
- Please note that the IBA will not provide refunds for any costs incurred including any travel costs.

Please note, these terms are subject to any more restrictive or different local requirements, and may be altered and amended from time to time to reflect any changes to restrictions or government requirements.

Photography and filming

Certain sessions and/or social functions may be photographed and/or filmed and some of this content may be used for future IBA marketing materials, member communications, products or services. Should you have any concerns with regard to this, or do not wish to be featured in any of these materials please contact the IBA Marketing Department at **ibamarketing@int-bar.org**.

Promotional literature

Please note that no individual or organisation may display or distribute publicity material or other printed matter during the Conference, unless by prior arrangement with the IBA. Organisations and companies wishing to discuss promotional opportunities should contact the IBA Sponsorship Department at **sponsorship@int-bar.org**.

Payment of registration fees by bank transfer or BACS payment

Registration forms received without proof of payment will NOT be processed until proof of payment has been received.

Euro: by bank transfer to the IBA account at the National Westminster Bank, St James's & Piccadilly Branch, 208 Piccadilly, London W1A 2DG, United Kingdom.

SWIFT address NWBKGB2L, IBAN GB58NWBK60721106570631

Please ensure that a copy of the bank transfer details is attached to your registration form.

Online credit card payments: by Visa, MasterCard or American Express. **No other cards are accepted.**

PLEASE ENSURE THAT YOUR NAME AND '[CON2269PARIS]' APPEAR ON ANY TRANSFER OR DRAFT.

No deductions or withholdings

All fees payable to us by you in accordance with the terms contained in this 'Information' section shall be paid free and clear of all deductions or withholdings whatsoever.

If any deductions or withholdings are required by law to be made from any fees payable to us by you under the terms contained in this 'Information'

section you shall pay such sum as will, after the deduction or withholding has been made, leave us with the same amount as we would have been entitled to receive in the absence of any such requirement to make a deduction or withholding.

If we obtain the benefit of any tax credit or other relief by reference to any such deductions or withholdings, then we shall repay to you such amount as, after such repayment has been made, will leave us in no worse position than we would have been had no such deductions or withholdings been required.

Conference sell-outs

The IBA places its conferences in venues of a suitable size for each event; however, there are times when our conferences may sell out. Should this happen, prospective delegates will be informed and a waiting list will operate. The waiting list will function on a 'first come, first served' basis, subject to receiving registered delegate cancellations. The waiting list for a conference will close once it has reached ten per cent of the conference venue capacity, as it is very unlikely a place will become available. The IBA will not be liable for any travel or accommodation expenses incurred by an individual who travels to a conference without a confirmed place at the event.

Cancellation of registration or social functions

If cancellation is received in writing at the IBA office by **20 January** fees will be refunded less a 25 per cent administration charge. Refunds will be made minus any monies owed to the IBA.

We regret that no refunds can be made after this date. Registrations received after **20 January** will not be eligible for any refund of fees. Should you have difficulties in obtaining your visa and are not able to attend the Conference this cancellation policy will still apply.

Upon submission of your completed Conference registration form to the IBA you are considered 'registered' pending payment. Please note that the cancellation terms and conditions as indicated will apply as soon as your registration is received.

Provided you have cancelled your registration to attend an IBA Conference in accordance with the terms of the 'cancellation of registration' clause included in the 'Information' section of the relevant Conference programme, you must then confirm to us in writing at the IBA office as soon as possible, but in no event later than one year (12 calendar months) from the date of any such Conference, all necessary details to enable any reimbursement owed to you to be paid. We regret that no refunds will be made after the date that is one year (12 calendar months) after the date of the relevant Conference.

Travel arrangements and visas

Participants are responsible for making their own travel arrangements. It is recommended that you check your visa requirements with your local embassy or consulate. We are unable to dispatch visa invitation letters to support your visa application prior to receipt of your registration form and full payment of registration fees.

Please apply for your visa in good time.

Hotel accommodation

A limited number of rooms have been reserved at the Westin Paris – Vendome for the nights of 1-3 February.

The Westin Paris – Vendôme 3 Rue de Castiglione, 75001 Paris, France Tel: +33 (1) 44 77 1111

www.thewestinparis.com

The following rates are per room, per night and inclusive of internet in the bedroom, VAT at ten percent and one breakfast per person, per room, per night. Additional charges include city tax of €2.88 per person, per night:

Superior single room: €290 a supplement of €20 applies for double occupancy.

Please us the following hotel website link **tinyurl.com/IBA-Westinv** to make your reservation. The hotel requires a credit card number to secure your reservation.

Cancellation and no-show policy

Cancellation between the time of your reservation and 4 days prior to arrival will result in no penalty. Cancellation within 3 days before the arrival will result in a charge of the full stay. Early departures and no shows will be billed for the entire length of stay at 100% of the room rate per night.

Please note that any reservation made after 13 January will be subject to availability and cannot be guaranteed at the special IBA rate.

As a limited number of rooms have been blocked at the hotel, availability cannot be guaranteed once the room block is full.

Delegates are responsible for making accommodation reservations directly with the hotel and entering into an agreement with the hotel regarding credit card guarantees, cancellation terms and conditions, and room rates (should these differ from the special IBA rate). The IBA cannot accept responsibility for hotel accommodation disputes between a delegate and the hotel.

Unauthorised accommodation agents

It has been brought to our attention that there are multiple companies contacting past attendees, claiming to represent the IBA, offering 'assistance' with registration and hotel bookings.

They are operating by cold-calling and spamming companies whose names have appeared on previous List of Participants, Programmes and Sponsorship recognition. The only Accommodation Agent the IBA works with is Judy Lane ICS. Judy Lane ICS do not contact delegates on behalf of the IBA without delegates making initial contact. Please ignore any communication that does not come directly from the IBA or Judy Lane ICS.

Disabled access

The Westin Paris – Vendome is wheelchair accessible. Please notify us if you require special assistance.

Social programme

1800 - 2000 Thursday 2 February Drinks reception Imperial and Aiglon rooms, The Westin Paris – Vendôme One place per registered delegate is permitted.

Registration form

11th IBA European Corporate and Private M&A Conference

2–3 February 2023, The Westin Paris - Vendôme Hotel, Paris, France



Please read the 'Information' section before completing this form and return it together with your bank transfer or cheque to the Conference Department at the address below.

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Please state all other dietary requ	uirements clearly, i.e. I am a ve	getarian; I do not eat red meat				
Disclosure of dietary information of	denotes you have agreed to the I	BA sharing this information with	n relevant third parties who a	are providing catering on our behalf.		
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Young lawyers (under 30 years)		€830	€1,395	€		
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Public lawyers		€830	€1,395	€		
Corporate counsel **		€995	€1,395	€		
1800 Thursday 2 February Drinks reception						
Imperial and Aiglon rooms, The	Westin Paris – Vendôme	I shall attend	NIL			

*Join the IBA today and register for this conference at the IBA member rate. Please find the membership application form at ${\bf www.ibanet.org}$.

TOTAL AMOUNT PAYABLE

FULL PAYMENT MUST BE RECEIVED IN ORDER TO PROCESS YOUR REGISTRATION. PLEASE NOTE THAT REGISTRATIONS ARE NOT TRANSFERABLE.

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						Euro: by bank transfer to the IBA account at the National Westminster Bank, St James's & Piccadilly Branch, 208 Piccadilly, London W1A 2DG, United Kingdom.				
						SWIFT address NWBKGB2I	L, IBAN GB58NWBK6072110657	0631		
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PLEASE SEND THE COMPLETED FORM TO INTERNATIONAL BAR ASSOCIATION:

For further details on how your data is used and stored: www.ibanet.org/web_privacy_policy.aspx.

Conference Department

5 Chancery Lane, London WC2A 1LG, United Kingdom

want your details to be included in the list, please email confs@int-bar.org.

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International Bar Association

the global voice of the legal profession

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 upto 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.

Corporate and M&A Committee Overview

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.

Contact information

International Bar Association 5 Chancery Lane London WC2A 1LG United Kingdom Tel: +44 (0)20 7842 0090

Email: member@int-bar.org

www.ibanet.org