

Network Member Edition

2nd Annual

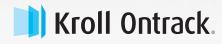
GLOBAL LEADERS CORPORATE M&A FORUM

The Global Leaders Corporate M&A Forum brings together companies and advisors from more than 50 countries to discuss issues and trends. The programme balances international legal insights with a high-level global business and economic overview, provided by deal makers and industry players. This year's topics will include:

- How will Brexit impact global growth and monetary policy?
- Global trends and outlook on M&A activity post Brexit
- Personal Data is this becoming your number one corporate risk?
- Corporate reputation management in M&A deals
- M&A in the ASEAN Economic Community (AEC)
- Warranty & Indemnity Insurance in M&A transactions
- Data privacy challenges and solutions in M&A deals
- M&A legal developments in Asia's largest economies
- Global M&A trends from North America

Plus 50 business opportunities in more than a dozen sectors in 17 countries

Event Partners







Evening programme

Monday 11 July 2016

19:30 - 22:45

Thames river dinner cruise

We will supply a free taxi service to and from the cruise. Taxis will depart at 19:00 from the Apex Temple Court Hotel and return to the hotel after the cruise.

APEX TEMPLE COURT HOTEL

1-2 Serjeants' Inn Fleet Street London EC4Y 1LL

Tel. in the UK: 0845 365 0000

Tel. Outside UK: +44 (0)131 441 0440

www.apexhotels.co.uk/en/hotels/london/apex-temple-court-hotel/

If guests wish to make their own way to the cruise they are instructed to arrive no later than 19:30 at the Embankment Pier, Victoria Embankment in London. We will be on the **Bateaux London** boat called **Harmony** in their private dining area, the Tower Room, at the back of the boat. There is no arranged seating and we will have an à la carte menu. The dress code is business casual.



The Symphony boat cruising on the Thames at night.



Embankment Pier is not far from The Inner Temple.

Morning programme

Tuesday 12 July 2016

09:00 - 09:30

Coffee and networking

We will meet in the Parliament Chamber at The Inner Temple so please enter the first door (with pillars) past the Pegasus Bar (see red dotted line with arrow on map).

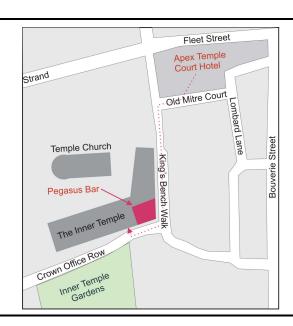
09:30 - 11:30

One-to-one meetings

Six pre-arranged meetings (based on your choices) each lasting 15 minutes with a 5-minute break in between each.

11:30 - 11:50

Coffee and networking



Afternoon and evening programme

Tuesday 12 July 2016

Event Co-Chairs

Anthony Kenny, Assistant General Counsel Corporate and CBS, GSK, UK Suet-Fern Lee, Senior Partner, Morgan Lewis Stamford, Singapore

Event Moderator

Gianmatteo Nunziante, Founding Partner, Nunziante Magrone, Italy

11:50 - 12:50 Registration / Refreshments

12:50 - 13:00 Welcome from event Co-Chairs

13:00 - 13:30

Keynote address: How will Brexit impact global growth and monetary policy?

Brexit came at a time when global growth was already fragile. This is a shock to growth, inflation and central banks, which has further implications for the markets.

Luigi Speranza from BNP Paribas in the UK is one of the top Economists in Europe and will outline how major economies and trading blocs will react and adapt to changes brought about by Brexit, and how companies should be revising their strategies and assessing risk as a result. Areas covered include:

- *UK* What does this mean for the UK economy over the next 18 months and how will this affect the forecast for growth, employment and inflation?
- Eurozone How will this affect the Eurozone in terms of growth, inflation, ECB Policy, QE and interest rates? What implications are there for currency and bond markets?
- Americas Will Brexit reveal growth scenarios were over optimistic and that the future for these economies is now on more-shaky ground than was expected?
- Asia What will this mean for Asia's largest economies like China and Japan, which have stimulated growth, but the impact of which is still not clear from the data?
- Emerging markets Is there a silver lining in this forecast because looser monetary conditions give them more time to adjust and get out of their problems?

Luigi Speranza, Co-Head of European and CEEMEA Market Economics. BNP Paribas. UK 13:30 - 14:20

Global trends and outlook for M&A activity - post Brexit

- Increased anti-trust scrutiny of global M&A and the impact it has on the timing for completion, and on the deal itself; increases of pre-conditional offers, clamping down by authorities on non-notified mergers, and greater use of break fees if the deal is not approved.
- Highlights from the Harlequin group of companies acquisition and post-merger integration issues; becoming a global publisher of physical and digital content.
- Highlights from the Alstom/GE transaction: A simple deal which became long and complex with multi-jurisdictional regulatory and competition law challenges.
- Risk management and due diligence: How much time is spent looking at risks such as reputation, ABAC supply chain risk, and cyber risk associated with the target? How many deals involve a conversation with the Chief Risk Officer? What value is attributed to risks and how do we even begin to calculate the value of such risks?

Moderator

Suet-Fern Lee, Senior Partner, Morgan Lewis Stamford, Singapore

Speakers

Arthur Heard, Senior Legal Advisor, Harper Collins Publishers, UK

Anthony Kenny, Assistant General Counsel Corporate and CBS, GSK, UK

Paolo Palmigiano, General Counsel and Chief Compliance Officer EMEA, Sumitomo Electric Industries, UK Doris Speer, former Deputy General Counsel, Business Transactions, Alstom Group, France

14:20 - 14:40 Coffee / tea break

Afternoon and evening programme

14:40 - 15:40

Personal Data - is this becoming your number one corporate risk?

Data protection is becoming a board issue as businesses process larger volumes of personal data in more complex ways, making it more valuable, and compliance more important. Good data governance is set to grow with the GDPR, and in the context of Brexit, this panel will discuss:

- What is data protection governance?
- What does good governance look like?
- What are others doing to comply with the GDPR?
- What is the service provider's point of view?
- How can you avoid the new hefty fines?
- What should you look out for when buying a company?
- What impact does this have on your exit strategy?

Moderator

Mark Watts, Partner, Bristows, UK

Speakers

Rob Jones, Managing Legal Consultant, Kroll Ontrack, UK Nathalie Laneret, Group Data Protection Officer, Gapgemini, France

Tina Maisonneuve, Global Privacy Counsel, GSK, UK

15:40 - 16:10 Coffee / tea break

16:10 - 17:00

Breakout Session - 1st Round (back-to-back roundtable discussions)

• Corporate reputation management in M&A deals -This interactive case study will examine key issues facing corporates arising out of cyber security exposure; global operations; and greater requirements for transparency, all at the heart of the crises and issues faced.

Moderators

Richard Bullard, Executive Director, APCO Worldwide Julian Pike, Partner, Farrer & Co, UK

 M&A in the ASEAN Economic Community (AEC) - An introduction to AEC and its impact on M&A in the region along with trends and recent legal developments that will affect M&A transactions in each country.

Moderators

Marcus Collins, Partner, DFDL, Singapore Ira Eddymurthy, Partner, SSEK, Indonesia

• Warranty & Indemnity Insurance in M&A transactions -How Warranty & Indemnity Insurance (WII) works; When do you encounter/need WII; Practical considerations; The impact of WII on a deal; WII in case of a claim. Moderators

Chris Jackson, Head of UK Transactional Risk, Marsh, UK Florian S. Jorg, Partner, Bratschi Wiederkehr & Buob, Switzerland

Rory O'Broin, M&A Group Counsel, AIG, UK

• Data privacy challenges and solutions in M&A deals - Confusion around data protection often surrounds M&A transactions. Can customer data be bought or sold? What if the buyer is overseas? How should due diligence be handled? The typical deal sequence will identify potential data privacy challenges and practical solutions.

Moderators

Rob Jones, Managing Legal Consultant, Kroll Ontrack, UK Mark Watts, Partner, Bristows, UK

• M&A legal developments in Asia's largest economies -Lessons learned from once great Japanese companies having to sell their businesses under financial distress to Chinese and Taiwanese competitors. Recent M&A developments in India: liberalisation of key sectors to fuel FDI investment; ramifications of wide-ranging legal reforms; the new National Company Law Tribunal and Bankruptcy Code.

Moderators

Cyril S. Shroff, Partner, Cyril Amarchand Mangaldas, India Takashi Toichi, Partner, Anderson Mori & Tomatsune, Japan

 Global M&A trends from North America - Shareholder activism and relevance for inbound investment; Regulatory exercises: CFIUS, Investment in Canada, Antitrust/competition law; Dissenters' rights and appraisal proceedings; Issues in private equity M&A: trends, dual-track processes; Tax developments: inversions and more.

Moderators

Robert DeLaMater, Sullivan & Cromwell, USA Jeff Lloyd, Blake, Cassels & Graydon, Canada

17:00 - 17:10 Break to switch roundtables

17:10 - 18:00

Breakout Session - 2nd Round (back-to-back roundtable discussions)

Same topics and moderators as in 1st Round.

18:00 - 19:30 Drinks reception

19:30 - 22:00 3 course dinner / after dinner speaker, Sub-Treasurer, The Inner Temple

Speaker profiles



Richard Bullard is an Executive Director for **APCO Worldwide** and their global mergers, antitrust & competition practice lead based in Brussels. With more than 19 years of EU public affairs experience, he has advised clients on EU and transatlantic competition cases covering technology, automotive, aviation, food and consumer products, mining and manufacturing, pharmaceutical, sport, recreation, travel and tourism.



Marcus Collins is a Partner and Managing Director for Indonesia with **DFDL**. He has more than 20 years of experience advising clients on investing and operating businesses in Asia. He has significant experience in multiple jurisdictions in the areas of M&A, banking and finance, project finance, debt restructuring/insolvency, real estate, commercial litigation and foreign direct investment in Myanmar, Thailand and Indonesia.



Robert G. DeLaMater is a partner at **Sullivan & Cromwell** in New York, advising corporate clients and their financial advisors on a wide range of M&A issues. While resident in the firm's London, New York, Hong Kong and Tokyo offices, he has worked on many unprecedented and "Deal of the Year" type transactions.



Ira Andamara Eddymurthy is founding partner of **SSEK Legal Consultants** one of the largest and most highly regarded law firms in Indonesia. She specialises in M&A, capital markets and banking law, finance, insurance and tax law, and is one of just two lawyers in Indonesia to be included in the Tax Directors' Handbook.



Arthur Heard is a Senior Legal Adviser for **Harper Collins Publishers** in the UK, a leading global publishing house. Arthur is a member of the legal team and specialises in competition, corporate and commercial work, digital technology, intellectual property and defamation. He worked in television before training as a lawyer at Olswang and subsequently joined Harper Collins Publishers.



Christopher Jackson is Head of UK Transactional Risk and Senior Vice President for **Marsh** in the UK. He manages a team of ten transactional risk specialists based in London, supporting and liaising with the wider EMEA team. This includes consulting on global cross-border transactions, specialising in the structuring, arrangement and placement of warranty and indemnity and contingent risk insurance policies.



Robert Jones manages **Kroll Ontrack's** team of Legal Consultants in Continental Europe, the Middle East and Africa. Robert provides consultancy that assists clients in the interrogation and management of document intensive cases. This often includes advising on implications of the services associated with disclosure exercises, and scoping multi-regional projects.



Florian S. Jorg is a Partner with **Bratschi Wiederkehr & Buob** in Switzerland. He advises companies and private individuals on contract and company law as well as mergers and acquisitions and banking, in particular in cross-border transactions. He was admitted to the Swiss Bar since 1994 and to the New York Bar in 1999. He is also a Lecturer in private law at the University of St. Gallen.



Anthony Kenny is Assistant General Counsel Corporate and CBS at **GSK** in London. As a lawyer and business adviser he has experience providing legal, risk management and compliance advice to businesses in all sectors. He is also an experienced project manager, coach and mentor, and a leader of cross-functional teams delivering top quality services and solutions.



Nathalie Laneret is Group Data Protection Officer for **Gapgemini** in France. She holds a post graduate degree in European Law from Robert Schuman University and an LL.M degree in American law from Duke University School of law. She is admitted to the New York and Paris bars. Before joining Capgemini, she practiced as an IT and data protection attorney with a French law firm for three years.



Suet-Fern Lee is the founder and managing partner of **Morgan Lewis Stamford** in Singapore and is a sought-after market leader with expertise in M&A, equity & debt capital markets, and corporate finance transactions. She has advised on many significant corporate transactions and received the inaugural Asian Legal Business Life Time Achievement Award.

Speaker profiles



Jeffrey R. Lloyd is a Partner with **Blake, Cassels & Graydon** in Toronto, Canada. With experience in a wide range of industries, his practice focuses on mergers and acquisitions, capital markets transactions and public company advisory matters. He advises purchasers, target companies and vendors on public and private M&A transactions, and has extensive experience in both negotiated and unsolicited transactions.



Tina Maisonneuve is Global Privacy Counsel for **GSK** in the UK and guides the legal strategy for managing data privacy compliance. In addition to advising on transactions with complex data privacy issues, she supports GSK's Chief Information Security Officer and his team in implementing data privacy policy. Tina joined GSK in 2008 where she has held operational positions for the UK and Ireland.



Gianmatteo Nunziante is managing partner at **Nunziante Magrone** in Rome which assists Italian and foreign clients in commercial, corporate and financial matters, often with a cross-border element. Over the years he has also developed considerable expertise in renewable energy and in cultural heritage areas.



Rory O'Broin is M&A Group Counsel for **AIG** in the UK. He is the business unit counsel for AIG's M&A insurance team in EMEA/APAC. His role includes supporting underwriters in analysing legal and commercial risk for transactional insurance products, assisting AIG's claims management team with client claims, supporting any disputes arising therefrom, and managing relationships with external legal counsel.



Paolo Palmigiano is the General Counsel and Chief Compliance Officer (EMEA) for **Sumitomo Electric Industries**, a large Japanese industrial group with operations in more than 30 countries, 350 subsidiaries, and more than 200,000 employees. Previously, he was the Head of Competition Law at Lloyds Banking Group in London.



Julian Pike is a Partner with **Farrer & Co** in London and heads their Reputation Management practice. He has more than 20 years' experience advising high profile individuals, corporations and institutions who find themselves the subject of attention, whether from mainstream media, online attacks or campaigning and obsessed individuals. This often involves working with in-house and external public relations advisers.



Cyril S Shroff is managing partner at **Cyril Amarchand Mangaldas** in Mumbai with over 33 years of experience in corporate law, securities markets, banking, infrastructure and others. He is regarded, and has been consistently rated, as India's top corporate, banking and project finance lawyer.



Luigi Speranza is Co-Head of European Market Economics at **BNP Paribas** based in London. His areas of specialism include fiscal policy and inflation and he has high-level contacts both at the ECB in Frankfurt and at many national Central Banks across the eurozone. He also has a high profile in the media, making regular appearances on TV, radio and in the press.



Doris L. Speer, is the former Deputy General Counsel, Business Transactions for the **ALSTOM Group**, and was responsible for legal aspects of the Group's M&A activity. Notable transactions include the recent 12bn acquisition by GE of Alstom's Power and Grid businesses, the 4bn acquisition of Areva T&D made with Schneider Electric, and a complex joint venture in South Africa for a multi-billion train supply contract.



Takashi Toichi is a partner at **Anderson Mori & Tomatsune** in Tokyo advising on M&A (public, private, domestic and cross border), buyout transactions and other investment activities. He also advises a variety of international clients and many large Japanese corporates on a wide range of general corporate matters, including their cross-border activities.



Mark Watts is a Partner with Bristows in London and is an IT specialist with over 20 years' experience. He advises companies on IT legal issues such as software development, system deployment, outsourcing, E-Commerce and data protection, and many high-profile private and public sector outsourcing transactions. Much of Mark's experience was gained in-house at IBM where he held various roles.

Business opportunities

SELLERS looking to DISPOSE of assets or businesses

Sector and Company/Opportunity	Country	Contact
Banking/Finance:		
A prominent local bank continues to spin off assets, and the bank itself continues to be up for sale. This is in connection with its "resolution process".	Portugal	Jorge Santiago Neves, BAS Law Firm jsneves@bas.pt
Some banks in Poland belonging to foreign financial institutions may be put up for sale.	Poland	Robert Gawalkiewicz, Soltysinski Kawecki & Szlezak robert.gawalkiewicz@skslegal.pl
Energy/Utilities/Mining:		
A significant minority stake in a tidal energy project.	Channel Islands	Tony Lane, Carey Olsen tony.lane@careyolsen.com
A small gas mining company with wells located in Ukraine. Bid price: USD 5,000,000	Ukraine	Alexey Khomyakov, Asters alexey.khomyakov@asterslaw.com
A wind farm promoter for a potential 350 MW project with agreed feed-in tariff who is negotiating with potential investors.	Portugal	Jorge Santiago Neves, BAS Law Firm jsneves@bas.pt
US-based waste recycling business of a Finnish company.	Finland	Juha Koponen, Borenius juha.koponen@borenius.co
Several oil services companies in Norway are in restructuring and need new owners. Norwegian companies are in general cheaper to buy now, because the currency/NOK is down 30-40% on most currencies.	Norway	Are Herrem, SELMER aherrem@selmer.no
Energy assets (i.e. mining, oil & gas block) offered by the existing investors.	Indonesia	Ira Andamara Eddymurthy, SSEK iraeddymurthy@ssek.com
Oil &Gas and Mining companies (Gold, Other).	Columbia	Jaime Herrera, Posse Herrera Ruiz jaime.herrera@phrlegal.com
Food/Beverage:		
Wineries in Argentina	Argentina	Miguel Remmer, Estudio Beccar Varela mremmer@ebv.com.ar
Wineries in Spain. Price: EUR 10-20 million.	Spain	Fernando de las Cuevas, Gomez-Acebo & Pombo fcuevas@gomezacebo-pombo.com
Food and dairy businesses.	Columbia	Jaime Herrera, Posse Herrera Ruiz jaime.herrera@phrlegal.com
Healthcare/Pharma/Medical:		
A mid-size private hospital.	Liechtenstein	Hannes Arnold, Gasser Partner Rechtsanwalte hannes.arnold@gasserpartner.com
A US-based R&D focused in medical business (e.g. ECG devices, bio-welding technologies etc.) Bid price: Negotiable.	Ukraine	Alexey Khomyakov, Asters alexey.khomyakov@asterslaw.com
Business units in the pharmaceutical sector.	Venezuela	Luis Lopez-Duran, Hoet Pelaez Castillo & Duque llopez@hpcd.com
Hospitality:		
A Hotel property on Margarita Island (great international and local touristic destination). The hotel has a world class operator running it.	Venezuela	Luis Lopez-Duran, Hoet Pelaez Castillo & Duque llopez@hpcd.com
Manufacturing:		
An iron and steel plant.	Venezuela	Luis Lopez-Duran, Hoet Pelaez Castillo & Duque llopez@hpcd.com
Finnish-Swedish heavy lifting (cranes) manufacturer owned by a PE house.	Finland	Juha Koponen, Borenius juha.koponen@borenius.com
Spanish-based international paper manufacturing company. Price: EUR 150 million+.	Spain	Fernando de las Cuevas, Gomez-Acebo & Pombo fcuevas@gomezacebo-pombo.com
Real Estate:		
As part of the tourist boom, a number of buildings in Lisbon's old quarters have been refurbished and converted to hotels or luxury/serviced apartments. Investors are mainly French, Spanish and German hotel owners or operators.	Portugal	Jorge Santiago Neves, BAS Law Firm jsneves@bas.pt

Business opportunities

BUYERS looking to ACQUIRE assets or businesses

Sector and Company/Opportunity	Country	Contact
Banking/Finance:		
A financial institution wants to acquire a bank with a valid licence in a class A regulated jurisdiction. Deal size US\$10-15M.	Portugal	Jorge Santiago Neves, BAS Law Firm jsneves@bas.pt
A locally funded private equity venture is looking for local multinational businesses that are willing to exit the country.	Venezuela	Luis Lopez-Duran, Hoet Pelaez Castillo & Duque llopez@hpcd.com
Insurance companies.	Columbia	Jaime Herrera, Posse Herrera Ruiz jaime.herrera@phrlegal.com
European asset management companies.	Finland	Juha Koponen, Borenius juha.koponen@borenius.com
Energy/Utilities/Mining:		
Drilling sector (mines, roads, rock) companies globally.	Finland	Juha Koponen, Borenius juha koponen@borenius.com
Infrastructure companies.	Columbia	Jaime Herrera, Posse Herrera Ruiz jaime.herrera@phrlegal.com
Healthcare/Pharma/Medical:		
Pharmaceutical companies.	Columbia	Jaime Herrera, Posse Herrera Ruiz jaime.herrera@phrlegal.com
Information Technology:		
IT consulting companies.	Finland	Juha Koponen, Borenius juha.koponen@borenius.com
Manufacturing:		
A foreign bottle and jar manufacturer active in several countries, including Poland, is looking for an opportunity to acquire (another) glasswork plant in Europe.	Poland	Robert Gawalkiewicz, Soltysinski Kawecki & Szlezak robert.gawalkiewicz@skslegal.pl
Real Estate:		
Real estate in Switzerland, Germany and Austria	Switzerland	Florian S. Jorg, Bratschi Wiederkehr & Buob Florian.Joerg@bratschi-law.ch

Other business opportunities

Sector and Company/Opportunity	Country	Contact
Banking/Finance:		
Banks wanting to manage assets in Switzerland.	Switzerland	Florian S. Jorg, Bratschi Wiederkehr & Buob Florian.Joerg@bratschi-law.ch
Working together on IPOs and high-yield offerings involving a 144A component.	Finland	Juha Koponen, Borenius juha.koponen@borenius.com
Working on multi-jurisdictional tender offer projects involving a Finnish target or bidder.	Finland	Juha Koponen, Borenius juha.koponen@borenius.com
Domestic M&A transactions involving the issue of shares or other securities to residents of offshore jurisdictions.	Australia	Andrew Walker, Clayton Utz awalker@claytonutz.com
Opportunities to acquire offshore assets and/or to sell to offshore investors, particular those located in the major financial centres and/or the Asia/Pacific region.	Australia	Andrew Walker, Clayton Utz awalker@claytonutz.com
Foreign clients can buy shares of Indonesian publicly listed companies through the stock exchange without any license to do business in Indonesia	Indonesia	Ira Andamara Eddymurthy, SSEK iraeddymurthy@ssek.com
Energy/Utilities/Mining:		
We expect that various investment opportunities in the energy sector in Poland may appear in the near future (e.g. sale of power plant).	Poland	Robert Gawalkiewicz, Soltysinski Kawecki & Szlezak robert.gawalkiewicz@skslegal.pl
Information Technology:		
Prominent R&D and IT companies seeking to raise funds in the form of debt or establish a strategic alliance/JV with EU/UK/US companies.	Ukraine	Alexey Khomyakov, Asters alexey.khomyakov@asterslaw.com
Other:		
Good investment opportunities in the oil and gas industry, renewable energies, infrastructure and telecoms.	Mexico	Daniel Del Río, Basham, Ringe y Correa delrio@basham.com.mx
Succession sales - businesses founded in the 1990s are maturing presenting opportunities both for strategic and financial investors. There are sellers in the financial services, utilities and retail sectors, due to the regulatory environment, so only brave buyers will be interested!	Hungary	Richard Lock, Lakatos, Koves and Partners Richard.Lock@lakatoskoves.hu
Real Estate:		
Seeking co-investors or funding parties for projects especially in real estate.	Indonesia	Marcus Collins, DFDL marcus.collins@dfdl.com
Real Estate transactional activity (buying and selling) is high, in some cases linked to financial restructuring and/or NPL sales.	Hungary	Richard Lock, Lakatos, Koves and Partners Richard.Lock@lakatoskoves.hu
Transport:		
A company is looking for financing for a large scale project to recreate an inland waterway/route between Northern and Southern Poland.	Poland	Robert Gawalkiewicz, Soltysinski Kawecki & Szlezak robert.gawalkiewicz@skslegal.pl



2nd Annual Corporate M&A Forum

12 July 2016, The Inner Temple, London, UK

The Cruise



The night before, members of the Global Leaders Forum Corporate M&A Network and selected delegates, will experience London by night cruising down the river Thames enjoying a private dinner while admiring the sights of some of London's favourite landmarks. The all-glass boat enables dining guests to enjoy the magnificent views of London in comfort and without interruption.

The Venue



The Inner Temple is one of the oldest of the four Inns of Court in England and is sometimes referred to as the cradle of common law. Dating back to the 12th century when this part of London was the headquarters for the Knights Templar, it was granted in 1608 by King James I to the Inns of Court, and have remained ever since, central to the legal profession of England and Wales.

The dinner



After the drinks reception delegates will be called to the Main Hall to cap the day's event and savour the ambience of the venue's rich history with peers and new acquaintances over a three course dinner. The after dinner speaker will be the Sub-Treasurer of The Inner Temple, Patrick Maddams Hon FRIBA. The dress code is business attire.