

KPS | 9TH SEG LISTED COMPANIES LAWYERS' CONGRESS

2018



February 13-14, 2018

WARSZAWIANKA HOTEL, JACHRANKA





Ladies and Gentlemen,

On behalf of the Polish Association of Listed Companies (SEG), I would like to invite you to the 9th SEG Congress of Listed Companies Lawyers. During the event, we will again hold a mock General Meeting of *Zwykła Spółka SA*. We will also cover issues that are considered relevant by legal departments of listed companies. The Congress will be held at 13-14 February 2018 in the *Warszawianka Hotel* Congression Centre in *Jachranka*.

For the first day of the Congress we have planned two thematic blocks – changes in the corporate area and new challenges for issuers' legal services. During the first plenary session we will cover such issues as: a European company as a public limited company (transformation procedure and consequences – the continuity principle, benefits of a listed company functioning in a form of a European company, a European company in the context of the Capital Markets Union), electronic identity in a listed company (benefits for the company, counterparties' identity verification, clearly defined moment of entering transaction), personal liability in the penal and fiscal area (to whom it may apply, how to minimise the risk, how to act in case of risk materialisation) and information manipulation as an unfair competition practice (consequences of modifications to the statutory definition of manipulation, manipulation in the context of the combating unfair competition act, practical thoughts on methods of combating information manipulation).

During the second plenary session we will mainly focus on issues related to the position and liability of the management board in the M&A process (the management's sharing of information in the Due Diligence process, statements and assurances of the management in SPA, liability for terminating negotiations), information duties - risks for authorities of listed companies (members of management and supervisory boards, analysis of existing sanctions and their justifications, ways of managing risk), organisation and course of an AGM (the most important challenges, the most common problems, the biggest consequences). We will also try to answer the question on where the Polish capital market is heading (the government's Strategy for the Growth of the Polish Capital Market supported by the European Commission - what kind of changes can be expected, Capital Markets Union – opportunities to strengthen the Polish market, an alternative for issuers: dual listing, change of listing market). At the end of the first day of the Congress, we will hold a mock Annual General Meeting of *Zwykła Spółka SA*. After that, all participants are invited to join *Mardi Gras Evening* with a quiz, dinner and music party.

For the second day of the Congress we have planned two rounds of topical workshops on legal matters, as we do every year. After lunch, we will hold a debate on managing regulatory risk (change in the supervision philosophy, necessary corporate procedures, regulatory audit).

There are, of course, quite many topics to be discussed but not all could be included in the Congress Agenda. The participants will have an opportunity for further discussion in a less formal way during breaks and over the dinner.

I would like to warmly encourage you to participate in this event, which does not only present a high substantive level, but is also crucial for integration of the capital market environment in Poland.

We hope to see you at the Congress!

Mirosław Kachniewski, PhD

President of the Management Board

Polish Association of Listed Companies (SEG)

February 13-14, 2018

WARSZAWIANKA HOTEL, JACHRANKA





CONGRESS AGENDA

FEBRUARY 13, 2018 / TUESDAY

12:00 - 12:50

Guest registration and welcoming coffee

12:50 - 13:00

Congress Opening

Mirosław Kachniewski, PhD, President, Polish Association of Listed Companies (SEG)

13:00 - 14:30

BLOK 1: Changes in the corporate area

European company as a public limited company

- › Transformation procedure and consequences (the continuity principle)
- › Benefits of a listed company functioning in a form of a European company
- › European company in the context of the Capital Markets Union

Mirosław Kachniewski, PhD, President, Polish Association of Listed Companies (SEG)

Piotr M. Szelenbaum, Partner, SPCG

Electronic identity in a listed company

- › Benefits for the company
- › Counterparties' identity verification
- › Clearly defined moment of entering transaction

Magdalena Raczek-Kołodęska, Managing Director, Polish Association of Listed Companies (SEG)

Krzysztof Wojdyło, Lawyer, Partner, Wardyński & Partners

Penal-fiscal risk responsibility

- › To whom it may apply
- › How to minimise the risk
- › How to act in case of risk materialisation

Dariusz Witkowski, Regulatory Issues Adviser, Polish Association of Listed Companies (SEG)

Andrzej Punczewicz, Managing Partner, Tax Advisor, Crido Taxand

Łukasz Trochimiuk, Advocate, Crido Taxand

Information manipulation as an unfair competition practice

- › Consequences of modifications to the statutory definition of manipulation
- › Manipulation in the context of the combating unfair competition act
- › Practical thoughts on methods of combating information manipulation

Piotr Biernacki, Vice-President, Polish Association of Listed Companies (SEG)

Marcin Marczuk, Legal Counsel, KMG.Legal

Michał Królikowski, Prof., Lawyer, Arbitrator of the Arbitration Court at the Prosecutor's Office RP, KMG.Legal



14:30 - 15:30

Lunch

15:30 - 17:00

BLOK 2: New challenges for issuers' legal services

Position and liability of the management board in the M&A process

- › Management's sharing of information in the Due Diligence process
- › Statements and assurances of the management in SPA
- › Liability for terminating negotiations

Mirosław Kachniewski, PhD, President, Polish Association of Listed Companies (SEG)

Marcin Chomiuk, Legal Counsel, Partner, JARA DRAPAŁA & PARTNERS

Zbigniew Jara, Legal Counsel and Rechtsanwalt, Managing Partner, JARA DRAPAŁA & PARTNERS

Information duties - risks for authorities of listed companies

- › Members of management and supervisory boards
- › Analysis of existing sanctions and their justifications
- › Ways of managing risk

Dariusz Witkowski, Regulatory Issues Adviser, Polish Association of Listed Companies (SEG)

Leszek Kozirowski, Partner, Legal Counsel, GESSEL

Where is the Polish capital market heading?

- › Government's Strategy for the Growth of the Polish Capital Market supported by the European Commission
 - what kind of changes can be expected
- › Capital Markets Union - opportunities to strengthen the Polish market
- › Alternative for issuers: dual listing, change of listing market

Piotr Biernacki, Vice-President, Polish Association of Listed Companies (SEG)

Szymon Gałkowski, Advocate, Partner, Head of Financial Services Practice, Kocharński Zięba & Partners

Ida Komorowska-Moj, Legal Counsel, Partner, Head of M&A Practice, Kocharński Zięba & Partners

Organisation and course of AGM

- › The most important challenges
- › The most common problems
- › The biggest consequences

Magdalena Raczek-Kołodzyńska, Managing Director, Polish Association of Listed Companies (SEG)

Andrzej Knap, President of the Management Board, Unicom-WZA

17:00 - 17:30

Coffee break

17:30 - 19:00

Annual General Meeting of Zwyczajna Spółka SA



PARTICIPATION IN THE CONGRESS IS FREE OF CHARGE FOR SEG MEMBERS AND OWNERS OF THE PREMIUM OR LEGAL SUBSCRIPTION.

Listed companies which are not members of the Association may participate in the Congress after paying a fee according to the price list included in the Registration Form or by becoming a member of the Association. The number of seats is limited and applicants will be handled on a first come first served basis. **SEG members and owners of the PREMIUM or LEGAL subscription have priority in the registration process.** Participants are obliged to cover accommodation costs. The Registration Form should be filled in online and send in by **January 22, 2018**, by clicking "submit form" in the upper right corner.

20:00

Mardi Gras Evening

- › Quiz
- › Official dinner
- › Music party

FEBRUARY 14, 2018 / WEDNESDAY

7:00 - 8:30

Breakfast (only for those who booked a room at the hotel)

9:00 - 10:30

ROUND I - topical workshops

10:30 - 11:00

Coffee break

11:00 - 12:30

ROUND II - topical workshops

12:30 - 13:30

Lunch

13:30 - 15:00

Panel discussion: Regulatory risk management

- › Change in the supervision philosophy
- › Necessary corporate procedures
- › Regulatory audit



THE REGISTRATION FORM IS AVAILABLE ON THE SEG WEBSITE

<http://seg.org.pl/pl/ix-kongres-prawnikow-spolek-gieldowych-seg>

CONCERNING THE CONGRESS

please contact Ms Agata Bednarczyk
by phone, tel. (22) 692 49 45
or e-mail: kongres@seg.org.pl

IN CASE OF QUESTIONS

CONCERNING SEG MEMBERSHIP

please contact Ms Magdalena Cieciora
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or e-mail: magdalena.cieciora@seg.org.pl



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2018

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**SEG**
since 1993

POLISH ASSOCIATION OF LISTED COMPANIES (SEG)

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