

KPS | 7TH SEG LISTED

COMPANIES LAWYERS' CONGRESS

2016



February 9-10, 2016

CONGRESS CENTER WARSZAWIANKA

HOTEL WELLNESS & SPA IN JACHRANKA





Ladies and Gentlemen,

On behalf of the Polish Association of Listed Companies (SEG), I would like to invite you to the 7th SEG Congress of Listed Companies Lawyers. During the event, we will again hold a mock Annual General Meeting of *Zwykła Spółka SA* (Ordinary Company PLC). We will also cover issues that are relevant for legal departments of listed companies. The Congress will be held at February 9-10, 2016 in *Warszawianka Hotel* Congression Centre in *Jachranka*.

For the first day of the Congress, we have planned five plenary sessions – the most important legislative changes (the effects of implemented and planned regulations, mitigation of negative impacts, support from SEG to membership companies), the latest MAR regulations (developed and planned implementing acts, schedule of further legislative works, necessary actions of companies), the new DPSN (Best Practices for WSE Listed Companies) implementation (the most important changes, reporting on (not) applying DPSN, information coverage in the Annual Report and related liability), OSR-1 (General Reporting Standard) as a way to minimise risk (OSR as environmental standards, rules of creating ISR-1 (Individual Reporting Standard), possible ways of implementation at a company level) and a mock AGM. During the mock AGM, we will mainly focus on the latest problems related to AGMs which listed companies will face in 2016. After that part, all participants are invited to join the *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 discussion on the OSR-2 project. During the debate, we will discuss the results of the current consultations, the scope of OSR-2 and investors' most important expectations. There are, of course, quite many topics to be discussed but not all could be included in the Congress Agenda. However, the participants will be given an opportunity for further discussions after the workshops and, in a less formal way, over the dinner. I would like

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

During the Congress, we will cover the following topics: the effects of implemented and planned regulations, mitigation of negative impacts, support from SEG to membership companies, developed and planned implementing acts, schedule of further legislative works, necessary actions of companies, the most important changes, reporting on (not) applying DPSN (Best Practices for WSE Listed Companies), information coverage in the Annual Report and related liability, OSR (General Reporting Standard) as environmental standards, rules of creating ISR-1 (Individual Reporting Standard), possible ways of implementation at a company level, presentation of the results of the current consultations, the scope of OSR-2 and investors' most important expectations.

I hope to see you at the Congress!

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



DURING THE CONGRESS WE WILL DISCUSS TOPICS:

- › THE EFFECTS OF IMPLEMENTED AND PLANNED REGULATIONS
- › MITIGATION OF NEGATIVE IMPACTS
- › SUPPORT FROM SEG TO MEMBERSHIP COMPANIES
- › DEVELOPED AND PLANNED IMPLEMENTING ACTS
- › SCHEDULE OF FURTHER LEGISLATIVE WORKS
- › REPORTING ON (NOT) APPLYING DPSN
- › INFORMATION COVERAGE IN THE ANNUAL REPORT AND RELATED LIABILITY
- › OSR AS ENVIRONMENTAL STANDARDS
- › RULES OF CREATING ISR-1
- › POSSIBLE WAYS OF IMPLEMENTATION AT A COMPANY LEVEL
- › THE SCOPE OF OSR-2
- › INVESTORS' MOST IMPORTANT EXPECTATIONS

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CONGRESS AGENDA

FEBRUARY 9, 2016 / TUESDAY

12:00 - 12:50	Guest registration and welcoming coffee
12:50 - 13:00	Congress opening Mirosław Kachniewski , PhD, President of the Management Board, Polish Association of Listed Companies (SEG)
13:00 - 13:20	Presentation of the most important legislative changes <ul style="list-style-type: none">› The effects of implemented and planned regulations› Mitigation of negative impacts› Support from SEG to membership companies Sławomir Szepietowski , Legal Counselor, Partner, Bird & Bird
13:20 - 13:50	The latest MAR regulations <ul style="list-style-type: none">› Developed and planned implementing acts› Schedule of further legislative works› Necessary actions of companies Michał Królikowski , Prof., Partner, Prof. Marek Wierzbowski and Partners - Advocates and Legal Counselors
13:50 - 14:20	Implementation of the new DPSN <ul style="list-style-type: none">› The most important changes› Reporting on (not) applying DPSN› Information coverage in the Annual Report and related liability Janusz Sochański , Listing Department, Warsaw Stock Exchange
14:20 - 15:20	Lunch
15:20 - 16:50	Panel discussion: OSR-1 as a way to minimise risk <ul style="list-style-type: none">› OSR as environmental standards› Rules of creating ISR-1› Possible ways of implementation at a company level Moderator: Mirosław Kachniewski , PhD, President of the Management Board, Polish Association of Listed Companies (SEG) Panelists: Radosław L. Kwaśnicki , Legal Counselor, Managing Partner, RKKW - KWAŚNICKI, WRÓBEL & Partners Danuta Pajewska , Legal Adviser, Partner, Wardyński & Partners Dariusz Witkowski , Vice-President of the Management Board, Polish Association of Listed Companies (SEG)
16:50 - 17:20	Coffee break
17:20 - 18:50	Mock AGM of Zwykła Spółka SA (Ordinary Company PLC) The latest problems of AMGs Andrzej Knap , President of the Management Board, Unicomp-WZA Ida Komorowska-Moj , Legal Counselor, Senior Associate, Bird & Bird Radosław L. Kwaśnicki , Legal Counselor, Managing Partner, RKKW - KWAŚNICKI, WRÓBEL & Partners Krzysztof Libiszewski , Legal Adviser, Partner, Wardyński & Partners
20:00	Evening Gala <ul style="list-style-type: none">› Quiz› Gala dinner› Music party



PARTICIPATION IN THE CONGRESS IS FREE OF CHARGE FOR SEG MEMBERS.

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 have priority in the registration process.** The participants are obliged to cover accommodation costs. The Registration Form should be filled in online and send by clicking "submit form" in the upper right corner, by January 17, 2016.

FEBRUARY 10, 2016 / WEDNESDAY

7:00 - 8:30

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

9:00 - 10:30

Topical workshops - round I

10:30 - 11:00

Coffee break

11:00 - 12:30

Topical workshops - round II

Group I: How to effectively (and legally) run a group (holding) that includes a listed company?

Radosław L. Kwaśnicki, Legal Counselor, Managing Partner, RKKW - KWAŚNICKI, WRÓBEL & Partners

Dariusz Kulgawczuk, Partner, Legal Counselor, RKKW - KWAŚNICKI, WRÓBEL & Partners

Karol Szymański, Of Counsel, Certified Advisor in ASO, RKKW - KWAŚNICKI, WRÓBEL & Partners

Group II: Problems responsibility of board members in the context of tax liabilities (penal and fiscal responsibility) and the new rules on restructuring

Krzysztof Libiszewski, Legal Adviser, Partner, Wardyński & Partners

Radosław Teresiak, Tax Adviser, Wardyński & Partners

Dariusz Wasylkowski, Adwokat, Tax Adviser, Partner, Wardyński & Partners

Group III: How to decode a model of "rational investor" for the purposes of a listed company's management board's obligations set out by MAR?

Michał Królikowski, Prof., Partner, Prof. Marek Wierzbowski and Partners - Advocates and Legal Counselors

Marcin Marczuk, Partner, Prof. Marek Wierzbowski and Partners - Advocates and Legal Counselors

Group IV: M&A involving a public company - PRACTICAL AND LEGAL PROBLEMS - how to prepare, how to survive and what's next

Ida Komorowska-Moj, Legal Counselor, Senior Associate, Bird & Bird

Joanna Białokórska, Associate, Bird & Bird

11:00 - 12:30

Discussion on the OSR-2 project

> The results of the current consultations

> The scope of OSR-2

> Investors' most important expectations

Piotr Biernacki, Strategic Director, Polish Association of Listed Companies (SEG)

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

Marcin Marczuk, Partner, Prof. Marek Wierzbowski i Partnerzy - Adwokaci i Radcowie Prawni

Dariusz Witkowski, Vice-President of the Management Board, Polish Association of Listed Companies (SEG)



THE REGISTRATION FORM IS AVAILABLE ON THE SEG WEBSITE

www.seg.org.pl/pl/vii-kongres-prawnikow-spolek-gieldowych-seg

IN CASE OF QUESTIONS 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 Julia Baranowska
by phone, tel. (22) 826 26 89
or e-mail: julia.baranowska@seg.org.pl



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2016

HONORARY PATRON



INSTITUTIONAL PARTNERS



TECHNOLOGY PARTNER



PARTNERS



POLISH ASSOCIATION OF LISTED COMPANIES (SEG)

Nowy Świat Str. 35/5A, 00-029 Warsaw \ PH.: +48 22 826 26 89 \ FAX: + 48 22 892 90 91

e-mail: [biuro\(at\)seg.org.pl](mailto:biuro(at)seg.org.pl) \ www.seg.org.pl \ Twitter: @emitenci

