

JUBILEE CONGRESS

KPS

10TH SEG LISTED

COMPANIES' LAWYERS CONGRESS

2019



March 5-6, 2019

WARSZAWIANKA HOTEL, JACHRANKA





Ladies and Gentlemen,

On behalf of the Polish Association of Listed Companies (SEG), I would like to invite you to the Jubilee 10th 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 5-6 March 2019 in the *Warszawianka Hotel* Congression Centre in *Jachranka*.

For the first day of the Congress we have planned two thematic blocks - legal risks for issuers and members of their governing bodies, and new regulatory challenges. The first plenary session will cover the following issues: the listed company vs. committing a crime (paradox - reality - criminal compliance), limiting the risk of the company and its governing bodies in the context of new tax and legal regulations, changes in the act on supervision - implications for issuers, exit tax in the context of a complex shareholder structure.

During the second plenary session we will focus mainly on the topic of the Employee Capital Plans (PPK) in the listed company (introduction and the company's obligations), cybersecurity obligations resulting from the NIS Directive, trends in acquisitions, including real estate transactions. Then we will analyse the issue of AGM of the future (whether we need to meet in person, whether all decision have to be taken by the shareholders at the same time, technical and legal issues). 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 panel discussion - management of risks resulting from regulatory changes.

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 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)

March 5-6, 2019

WARSZAWIANKA HOTEL, JACHRANKA





CONGRESS AGENDA

5 MARCH 2019 \ DAY I

10:30 - 11:30

Guest registration and welcoming coffee

11:30 - 11:40

Congress Opening

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

11:40 - 13:30

BLOK 1: Legal risks for issuers and members of their governing bodies

Can the listed company commit a crime? Paradox – reality – criminal compliance

- › New type of the company's liability for tort/delict; liability for act committed by colleagues
- › Anonymous fault – can the company itself be at fault?
- › Liquidation of the enterprise and limits in its operations resulting from a prosecutor and court order
- › Application and implementation scope of compliance procedures/policies as a remedy
- › Relation between regulations and WSE Recommendations

Magdalena Raczek-Kołodęńska, Vice-President of the Management Board, Polish Association of Listed Companies (SEG)

Prof. Michał Królikowski, PhD, Lawyer, Partner, KMG Legal

Limiting the risk of the company and its governing bodies in the context of new tax and legal regulations

- › 'Due diligence' in running the company
- › Comprehensive safety and legal compliance procedures – a legislative requirement or new corporate trend?
- › 'Due diligence' questioned, a few words on proceedings before offices and courts

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

Mateusz Baran, Partner, Legal Counsel, CRIDO Legal

Katarzyna Witkowska-Moździerz, Lawyer, CRIDO Legal

Changes in the act on supervision – implications for issuers

- › Limits and requirements on bonds issuance
- › New information obligation for issuers of securities
- › Polish Financial Supervision Authority (KNF) – a new legal and structural position
- › KNF Office – legal status

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

Prof. Paweł Wajda, PhD, Of Counsel, Baker McKenzie

New KDPW tasks after regulatory changes

- › Registration of private bond issues
- › The role of the issuing agent and paying agent
- › Shareholder identification

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

Jacek Michalczyk, Legal Office Director, The Central Securities Depository of Poland (KDPW)

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Exit tax in the context of a complex shareholder structure

- › Application scope of the new regulations
- › Exit tax in relation to natural persons
- › Compliance principles and a complex shareholder structure

Magdalena Raczek-Kołodziejka, Vice-President of the Management Board, Polish Association of Listed Companies (SEG)

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

Magdalena Zasiewska, Tax Advisor, Head of Taxes, JARA DRAPAŁA & PARTNERS

13:30 - 14:30

Lunch

14:30 - 16:00

BLOK 2: New regulatory challenges

Employee Capital Plans (PPK) in the listed company – introduction and the company's obligations

- › Construction and principles of PPK functioning
- › Obligations of the employer
- › Schedule and implementation procedure

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

Leszek Koziorowski, Partner, Legal Counsel, GESSEL

Adam Kraszewski, Legal Counsel, Managing Associate, GESSEL

Cybersecurity obligations resulting from the NIS Directive

- › Basic obligations of entrepreneurs resulting from the NIS Directive
- › The biggest challenges related to the implementation of the NIS Directive
- › Incident management
- › Principles of conducting cybersecurity audits

Magdalena Raczek-Kołodziejka, Vice-President of the Management Board, Polish Association of Listed Companies (SEG)

Krzysztof Wojdyło, Lawyer, Partner, Wardyński & Partners

Audytel Representative

Trends in acquisitions, including real estate transactions

- › The latest changes in the area of mergers and acquisitions
- › The specific nature of real estate transactions
- › The role of the company's legal services in the M&A process

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

Paweł Mardas, Counsel, Head of Mergers & Acquisition Practice, Kocharński & Partners

AGM of the future

- › Do we need to meet in person
- › Do all decisions have to be taken by the shareholders at the same time
- › Technical and legal issues

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

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



PARTICIPATION IN THE CONGRESS IS FREE OF CHARGE FOR SEG MEMBERS AND OWNERS OF THE PREMIUM OR EDU 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 EDU 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 sent in by **12 February 2019** by clicking "submit form" in the upper right corner.

16:00 - 16:30

Coffee break

16:30 - 18:00

Annual General Meeting of Zwycła Spółka SA

20:00

Mardi Gras Evening

- › Quiz
- › Official dinner
- › Music party

6 MARCH 2019 \ DAY II

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: Management of risks resulting from regulatory changes

- › Changing the supervision philosophy
- › Necessary procedures at companies
- › Regulatory audit
- › Implementation of PPK at the listed company

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

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

Łukasz Kwiecień, Vice-President of the Management Board, PKO TFI

CONCERNING THE CONGRESS

please contact Ms Agata Bednarczyk
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IN CASE OF QUESTIONS CONCERNING SEG MEMBERSHIP

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