

E.N.G.'s 2nd Senior Executive Summit

FRONT END MERGERS & ACQUISITIONS

15 & 16 February 2012 | Crowne Plaza | Amsterdam

Navigating the complexities of global opportunities for business growth

Experts agree that it is unlikely that we will leave this period of economic volatility anytime soon. In 2012 it is crucial that M&A decisions are well planned and executed. Now more than ever it is imperative that companies use sound growth strategies to compete in local and global markets. How can you best prepare yourself in the early stages of the deal to ensure success throughout?

A changing market must mean a re-evaluation of strategy. The successful organisations of the next economic era will be those that pinpoint the adjustments needed for strategic growth. It is not time to bury your head in the sand, it is time to scout for opportunity created by market reality.

Join us for the second year at the only event in Europe that looks at M&A exclusively from a Front End perspective. This year we will cover key issues such as:

- Researching and evaluating potential acquisitions
- Utilising M&A strategy to keep up with BRIC companies
- Setting acquisition goals to maximise success
- Managing cultural habits and expectations in emerging markets
- Gaining strategic perspective on the divesting process
- Taking advantage of changes within your industry

With leading senior executive speakers including

René Pedersen
Vice President Corporate Strategy



Michael Reinke
Vice President Strategy & Integration



Luc Meesters
Global Joint Ventures Manager



David Hawkes
Director M&A Advisory



Bert van Loen
Leader M&A Netherlands
Steve Allan
Director and Practice Leader M&A



Dr. Thomas Straub
Professor

SCHOOL OF BUSINESS ADMINISTRATION
HAUTE ÉCOLE DE GESTION (HEG) DE FRIBOURG
HOCHSCHULE FÜR WIRTSCHAFT (HSW) FREIBURG

Enrique Patrickson
Vice President Business Development



Daniel Confino
Founder



Ted Willcox
Director Business Development



Nick Arbutnott
Managing Director, Global Markets Intelligence



Florian Sieber
Group Counsel



Krystian Mardausz
Partner



Han Kolff
MD Group Control, Strategy and M&A



Roel Vriens
Senior Vice President Mergers and Acquisitions

de lage landen
partners in finance

Maxim Nikolaev
Vice President Corporate Finance



Willem de Nijs Bik & Casper Banz
Partners



Piotr Skorupski
Partner



Michael Sundman
External Collaborator

SCHOOL OF BUSINESS ADMINISTRATION
HAUTE ÉCOLE DE GESTION (HEG) DE FRIBOURG
HOCHSCHULE FÜR WIRTSCHAFT (HSW) FREIBURG

Krishna Sreerambhatla
Corporate Business Development



Hans Mariens
Vice President Global New Business Development



Registration

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An E.N.G. summit



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08:00 **Registration and welcome coffee**

08:55 **Opening remarks from E.N.G.**

09:00 **Chairman opening remarks and presentation**

The legal landscape of European M&A

- ▶ Looking at the highlights and lowlights of 2011 M&A activity: What are the legal repercussions?
- ▶ How could the crisis and breakdown of the Eurozone affect M&A?
- ▶ What are the new due diligence items to put on your agenda?

Willem de Nijs Bik, Partner
HOUTHOFF BURUMA

09:30 Economic insight session

Economic forecasting and the M&A landscape

- ▶ Gaining insight into the major economic challenges companies are facing
- ▶ Understanding the economic indicators affecting long and short term M&A activities
- ▶ Analysing the impact of economic factors in different M&A markets and geographies

Maxim Nikolaev, Vice President Corporate Finance
THIRD ROME

10:30 **Networking coffee break**

11:00 Strategic perspective

Strengthening your business through M&A activity

- ▶ Achieving strategic consistency: Linking M&A strategy to corporate strategy
- ▶ Ensuring M&A efforts support corporate growth strategies
- ▶ Assessing the viability of M&A achieving business growth: M&A seen in the context of other strategic options

René Pedersen, Vice President Corporate Strategy
NOVO NORDISK

11:45 Case study

Incorporating a major acquisition into the company portfolio: Kraft acquires Cadbury

- ▶ Linking Cadbury integration to Kraft Foods' business strategies & acquisition goals
- ▶ Post-deal: Managing the organization, processes & systems integration across 13 countries
- ▶ The split - Driving business results while executing the integration

Michael Reinke, Vice President Strategy & Integration
KRAFT FOODS EUROPE

12:30 **Lunch**



13:45 Panel debate

Impact of BRICS players on the European M&A market

The strategic interest from BRICS companies looking for business opportunities in Europe puts price pressure up. EU companies need to be ready to bring more cash or other benefits to the negotiation table. This panel will discuss:

- ▶ How to use M&A as a tool in competing with growing BRICS companies
- ▶ Leveraging corporate capabilities as a competitive differentiator
- ▶ Coping with increase cash influx of rising economies

Facilitated by:

Nick Arbutnott, Managing Director, Global Markets Intelligence
IPREO

Panelists:

Ted Willcox, Director Business Development

KRAFT FOODS CEEMA

Maxim Nikolaev, Vice President Corporate Finance

THIRD ROME

Krishna Sreerambhatla, Corporate Business Development

ASML

Hans Martens, Vice President Global New Business Development

DE LAGE LANDEN

14:45 Strategic perspective

Searching for opportunities and bargains in a volatile market

- ▶ A spotlight on the most important markets
- ▶ Identifying the advantages in current deal-making markets
- ▶ Tailoring your M&A strategy to specific target markets

Enrique Patrickson, Vice President Business Development
ASSA ABLOY

15:30 **Networking coffee break**

16:00 Case study

The complexity of joint ventures

- ▶ Agreeing on the content up front: Putting together the full asset list of the joint venture
- ▶ Governing the joint venture management team: Engaging their interest and loyalty into the new venture
- ▶ Designing joint venture exit strategies: never commit without an escape plan

Luc Meesters, Global Joint Ventures Manager
SHELL

16:45 Partner presentation

Understanding the culture of people

Of every 20 deals companies look at, roughly only 2% go through. However, financial risk is not the only inhibiting factor. This session will examine the role HR plays in the making or breaking of a deal:

- ▶ Is your HR department prepared to play a strategic role?
- ▶ How to transform HR into a strategic M&A partner
- ▶ What should be the people dimension of due diligence?

Bert van Loen, Leader M&A Netherlands

TOWERS WATSON

Steve Allan, Director and Practice Leader M&A

TOWERS WATSON

17:30 **Closing remarks from the chair**

19:30 **Social dinner for all E.N.G. guests**

08:15 **Registration and welcome coffee**

08:45 **Opening remarks from E.N.G. and the chair**
Daniel Confino, Founder
MergerID

09:00 Strategic session

Front end integration planning: How to ensure a successful marriage

- ▶ Linking integration to acquisition goals, synergy maximisation and business strategy
- ▶ Forward integration: Are the post-deal implications clear?
- ▶ Building early stakeholder support for the new organisation

David Hawkes, Director M&A Advisory
ALCATEL-LUCENT

09:45 Legal insight

Competition Clearance – Remedies and their impact on the transaction before signing

- ▶ Overview of the purpose of remedies and types of available remedies in competition clearance proceedings
- ▶ Based on recent transaction experience in the energy sector: Commission's practice and the consequences for dominant market players on the buyer's side
- ▶ Impact of remedies on M&A transactions: Potential approaches, how to properly reflect the presumed impacts of remedies in transaction structures and pricing

Florian Sieber, Group Counsel
MOL GROUP

10:30 **Networking coffee break**

11:00 Strategic session

Bridging the valuation gap: How to manage price-value expectations

- ▶ Identifying critical assumptions to bring both parties closer together: How to create a win-win situation
- ▶ Adjusting valuation through lifecycle of the deal
- ▶ Managing internal expectations: Convincing your stakeholders to close the deal

Daniel Confino, Founder
MergerID

11:45 Strategic insight

Industry Fundamentals and M&A Success

- ▶ Introducing a comprehensive model
- ▶ Empirical evidence based on a survey
- ▶ Important aspects to consider
- ▶ The crucial role of strategy
- ▶ Real world examples from 3 very different industries

Dr. Thomas Straub, Professor
Michael Sundman, External Collaborator
FRIBOURG SCHOOL OF BUSINESS
ADMINISTRATION

12:45 **Lunch**



14:00 Interactive think tanks

After lunch we will break up into smaller groups to discuss controversial and contemporary topics which are faced by all corporations. Each table will be led by a think tank table leader who will facilitate the flow of the discussion. Each topic will be discussed for 30 minutes after which the table leaders will rotate.

Think tank 1

Evaluating successful M&A transactions

- ▶ Devising success indicators to make post-transaction assessments objectively: Can you set quantifiable KPI's?

Table leaders:

Dr. Thomas Straub, Professor
FRIBOURG SCHOOL OF BUSINESS
ADMINISTRATION
Han Kolff, MD Group Control, Strategy and M&A
RANDSTAD HOLDING

Think tank 2

Getting the deal done: How to take advantage of market volatility

The limited flow of M&A deals is a disturbing consequence of today's economic landscape. What needs to be done to get deals to happen?

- ▶ Off-road M&A: Moving back to 'old fashioned' M&A deal-making to put us back on the path of success
- ▶ Discover how to engage people in M&A to successfully open up bilateral discussions

Table leaders:

Daniel Confino, Founder
MergerID
Roel Vriens, Senior Vice President Mergers & Acquisitions
DE LAGE LANDEN

Think tank 3

Successful M&A negotiations and implementations in emerging markets

- ▶ Identifying key points of successful negotiations and implementations: the pitfalls, do's and don'ts

Table leaders:

Ted Willcox, Director Business Development
KRAFT FOODS CEEMA
Casper Banz, Partner
HOUTHOFF BURUMA

15:30 Case study

The influence of M&A on high level accounting

- ▶ Factoring in changing values of an asset throughout the process
- ▶ Communicating key components of the deal to finance
- ▶ Understanding the divide between fair value, purchase price and value post integration

Krystian Mardausz, Partner
Piotr Skorupski, Partner
PIERFINANCE

16:15 **Closing remarks from the chair and E.N.G.**
Close of the conference and farewell coffee

Thank you E.N.G. would like to thank all who have assisted with the research and preparation of this event. In particular the speakers, sponsors and media partners who have supported the event through direct contribution. For further information, please refer to our website www.engspain.com

Strategic Mergers & Acquisitions Summit, 15 & 16 February 2012

Attendees at our previous Mergers & Acquisitions and Corporate Executive event series:

VP Legal Affairs
SARA LEE

Global Finance Adviser
M&A
SHELL

Director Business
Development
ERICSSON

Sr. VP General Counsel
M&A
GEMALTO

Head of Corporate
Development Services
INTESA SANPAOLO

Managing Director,
Corporate Development
BARCLAYS GROUP

Deputy Head of M&A
CEZ

Policy Analyst
European Commission
DG COMPETITION

Director Business
Development & Innovation
Europe
BUNGE

Deputy Head of Global M&A
ROCHE

Vice President and Counsel
EMEA
**THE WALT DISNEY
COMPANY**

Director Global Head of
Corporate Governance
HSBC

Director Executive
Compensation
PHILIP MORRIS

Senior Vice President
Corporate HRM/Global
Reward
PHILIPS INTERNATIONAL

Head of Financial Reporting
SEB BANK

Director Intellectual Property
EBAY

Director, Advisory, Financial
Risk Management
KPMG

Director of Financial Control
BANCO SABADELL

Director of Rewards and
Performance
RANDSTAD

Head of Enforcement
ICO

Vice President
Compensation and Benefits
STORA ENSO

Senior Vice President
Executives Management
TOTAL

Director Client Development
and Marketing CEFS
International
UBS

Senior Manager
Compensation and Benefits
EMEA
BURGER KING

Global Head of IFRS,
Consolidation
**RBC DEXIA INVESTOR
SERVICES**

Executive Vice President
Head of Global Stock Plan
Management
SIEMENS

Director Compliance
AKZO NOBEL

Trademark Counsel EMEA
COCA-COLA

Brand Protection
VOLVO CAR CORPORATION

Head of Finance Assets and
Liability Management
ING BANK

Patent Manager Legal / IP
PROCTER & GAMBLE

Senior Intellectual Property
Counsel
GE

Director Financial
Integration and IFRS
Specialist
SCA

Head of IP Legal
BOREALIS

Director of Group
Intellectual Property
Department
LAFARGE

Global Head Intellectual
Property
SYNGENTA

Head of the Patent
Department
TOTAL PETROCHEMICALS

J.D., M.P.A. Senior
Corporate Counsel -
International Operations
and Compliance
HYATT

Director of Information Risk
Management and Privacy
AIR PRODUCTS

Senior Counsel, IT and Data
Privacy
GENERAL MOTORS

Legal Advisor
**EUROPEAN DATA
PROTECTION SUPERVISOR**

International Legal Advisor
FEDERAL EXPRESS EUROPE

Vice President
COMMERZBANK

Senior Legal Counsel
**SONY ERICSSON MOBILE
COMMUNICATIONS**

Vice President
Compensation and Benefits
ALCATEL-LUCENT

Managing Director Head of
External Reporting
DEUTSCHE BANK

Pay and Benefits Director
EMEA
MARS EUROPE

Director Talent Management
Strategy
WORKSPACE

Head of Compensation and
Benefits
TNT

Head of Treasury Finance
THE CO-OPERATIVE BANK

Testimonials

ENG M&A summit is an excellent platform for widening your own horizon by sharing experience with top shelf European M&A professionals in a spread of businesses.

Integration/M&A Manager
BILFINGER BERGER INDUSTRIAL SERVICES

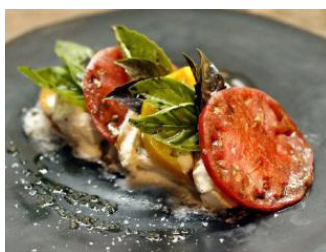
Wide variety of topics and a well-managed conference structure. I learned a lot and I was inspired.

Director Business Development
ERICSSON

Networking Dinner

E.N.G. would like to invite delegates, speakers and sponsors to join us for a networking dinner in a relaxed atmosphere to discuss the issues of the day, exchange ideas and make future contacts.

This evening will provide you with ample opportunity to network with your peers while enjoying a good glass of wine. Dinner will take place at De Silveren Spiegel Restaurant on 15 February.



Hotel Info

The newly renovated Crowne Plaza Amsterdam City Centre Hotel is located right in the city center of Amsterdam. Central train station is within walking distance with fast links to Amsterdam Schiphol International Airport.

Historic sights, great shopping, business districts and museums are on the doorstep of this 4 star stylish contemporary hotel.



Assess

the importance of due diligence throughout the M&A process

Discover

new trends within a changing market

Establish

shareholder support in advance of the creation of a new organisation

Increase

the probability of a successful deal by implementing continuous analysis

Connect

with international M&A experts sharing real world experience

Capitalising

on market volatility

Collaborating

with external advisors to attain maximum potential outcome

Understanding

the intricacies of joint ventures

Preparing

for smooth M&A transitions

Acquiring

new strategic ideas from a network of industry peers

Front End Mergers & Acquisitions

Name 1
 Position
 E-mail

Name 2
 Position
 E-mail

Name 3
 Position
 E-mail

Complete Organisation Name
 Company VAT Number
 Address

Postcode City

Country

Tel
 Fax

Date Signature

I agree with the Terms & Conditions
 This booking is invalid without a signature

Conference Fee

- 2 Day Conference Fee** €1995.00 + VAT
- Documentation Only** €545.00

* **Groups of 3 or more booking on the same day will receive a 10% discount**

- * To qualify for discounts, these conditions apply:
 ▶ All delegates to be registered on the same form(s), at the same time.
 ▶ Delegates must be from the same company

Discounts are not reimbursed for previously purchased tickets.
 Prices include the conference documentation, lunches, refreshments, the social dinner and service charge but exclude hotel accommodation. VAT is charged at 19%.

Methods of Payment

- Please charge my credit card



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MasterCard/MISA... 3.DIGIT.CIC last 3 digits, back of card

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Expiry Date (mth/yr) Signature

- For other payment options please contact E.N.G. at +34 91 535 7087

Payment is required within 5 days. Please quote SP61 as reference.

Hotel Accommodation

The conference fee does not include accommodation rates. Upon receipt of your signed registration form you will receive an email with information on how to secure your accommodation at the Crowne Plaza. Please note that after 3 February rooms and rates will be subject to availability.



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Business Opportunities

A limited amount of exhibition space is also available at the forum. Sponsorship opportunities covering luncheons, evening receptions and advertising in documentation packs are also available. For further details please contact:

Pam Walter, Sponsorship Manager
 +41 445 864 590
pwalter@engspain.com

To Register

E-mail: mergers@engspain.com
 Fax: +34 91 535 9804
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Who Should Attend

This programme has been researched extensively and convened with the cooperation of senior executives responsible for M&A within their organisations. The executives that will realise the greatest benefit through attendance are:

Senior Vice Presidents, Vice Presidents, Directors and Heads of:

- ▶ M&A
- ▶ Legal
- ▶ Business Development
- ▶ Business Innovation
- ▶ Strategy
- ▶ Integration
- ▶ Antitrust
- ▶ Finance

Confirmation You will receive an email outlining the details two weeks before the event. For any further information please contact the Operations department at E.N.G.

Terms & Conditions By completing this registration form, I/we (the delegate/s) hereby agree to the following

Cancellations

E.N.G. will not be able to mitigate its losses for any less than 50% of each individual delegate registration, even if cancelled within 1 day after booking. Cancellations must be received by mail, fax or email three weeks before the conference. In case of cancellation thereafter the full conference fee is payable. No credit note will be issued if cancellation is received 3 weeks or less prior to an event. Delegate substitutions are welcome at any time prior to the dates of the conference.

If for any reason E.N.G. decides to amend or to cancel the conference, E.N.G. is not responsible for any costs and/or damages, such as covering airfare, hotel and/or other costs incurred by delegates. In the event that E.N.G. cancels the conference, E.N.G. reserves the right to provide a credit of an equivalent amount to another conference within the same sector. E.N.G. does not bear responsibility for any conference/programme amendments and/or cancellations, such as speaker cancellation. E.N.G. also reserves the right to change the programme as it sees fit. E.N.G. does not provide refunds due to programme changes and cancellations. E.N.G. reserves the right to refuse at its discretion delegates and companies wishing to attend or register for any of its events.

Data

E.N.G. is allowed to pass on your delegate details to other companies who wish to communicate with you. If you do not wish to receive information from other companies, please contact us at info@engspain.com or +34 91 535 7087.

