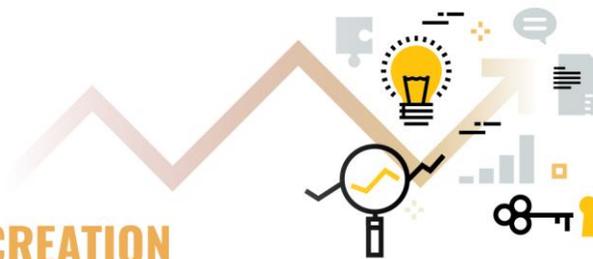


CORPORATE GOVERNANCE

NAVIGATING NEW CHALLENGES TO VALUE CREATION



Monday, June 5, 2017
JW Marriott Essex House
New York, NY

8:00 am – 8:40 am **Networking Breakfast and Registration**

8:40 am – 8:45 am **Opening Remarks**

8:45 am – 9:20 am **Keynote Interview**

James J. Cramer, Host, “Mad Money with Jim Cramer” & Co-Ancor, “Squawk on The Street”, CNBC; Founder, TheStreet, Inc. interviews **Ed Garden**, Chief Investment Officer & Founding Partner, Trian Fund Management, L.P. and **Randall J. Hogan**, Chairman and Chief Executive Officer, Pentair

9:20 am – 10:05 am

Are Snap’s Non-Voting Shares a Corporate Governance Poison Pill or IPO Elixir?

The initial public offering of Snap, the developer of the popular disappearing-message app, is being viewed by institutional investors and hedge funds as the sharpest escalation in a global war eroding corporate governance. But backers of the firm’s non-voting share structure insist that it is necessary and justified to encourage U.S. IPOs at a time when offerings are struggling. And the battle over classified boards has re-emerged, with two recent studies suggesting that staggered elections may actually help increase firm value. Our panel will discuss the pros, cons and implications of these hot-button governance issues.

Moderator: **Ronald Orol**, Senior Editor, The Deal

Panelist: **Ken Bertsch**, Executive Director, Council of Institutional Investors

Panelist: **Charles M. Elson**, Director of the John L. Weinberg Center for Corporate Governance, University of Delaware

Panelist: **Marc Trevino**, Partner, Sullivan & Cromwell LLP

10:05 am – 10:25 am **Break**

10:25 am – 10:55 am **Keynote Interview**

Scott A. Barshay, Partner, Paul Weiss interviews **Vice Chancellor Sam Glasscock III**, Delaware Court of Chancery

- 10:55 am – 11:40 am **Cybersecurity Risk: Managing the Unmanageable**
 What do leaders need to know in order to protect themselves from becoming vulnerable to arguably the most perilous risk facing companies today? Our panel will discuss practical and thoughtful steps to reduce and manage the threat of cybersecurity attacks, and how to respond to an incident while minimizing the resulting legal, regulatory and business fallout.
- Moderator: Jim Cramer*
- Panelist: Eric Hipkins*, Chief Executive Officer, root9B
- Panelist: Udi Mokady*, Chairman & CEO, CyberArk
- Panelist: Gary Steele*, Chief Executive Officer, Proofpoint, Inc.
- Panelist: Kirill Tatarinov*, President & Chief Executive Officer, Citrix Systems Inc.
- 11:40 am – 12:15 pm **Keynote Interview**
Jim Cramer interviews **Scott A. Barshay**, Partner, Paul Weiss
- A trusted advisor to corporations and their boards, Scott Barshay has represented clients in many of the highest-profile activist defense and M&A situations in recent years. Scott and Jim discuss how modern-day activism is challenging today's companies and boards and the most effective ways to prepare for and respond to an activist approach.
- 12:15 pm – 1:15 pm **Networking Luncheon & Keynote Interview**
What's on CEOs' and Executives' Minds: The Inside Scoop
Jim Cramer interviews **Tim Ryan**, US Chairman and Senior Partner, PwC
- In 2016, Tim Ryan met with nearly 200 companies of all sizes and industries—a veritable who's who in the S&P 500 – and has his finger on the pulse of today's biggest business issues. He and Jim discuss how the President's agenda and disruptive forces are changing business strategies, what keeps CEOs up at night, and how boards help executives manage today's face-paced environment.
- 1:15 pm – 2:00 pm **Don't Be a Jerk: How Best to Integrate Activist-designated Directors into Corporate Governance**
 Every CEO's nightmare: Despite valiant efforts to keep activist hedge funds away, an insurgent has been installed on the board with a list of demands. What to do to avoid disruptions and polarization? This panel will take a look at how to identify common ground between the activist and the rest of the board and communicate effectively among the directors.
- Moderator: Vishesh Kumar*, Senior Correspondent, Activist Investing, The Deal
- Panelist: Robert J. Jackson, Jr.*, Professor of Law and Director, Program on Corporate Law and Policy, Columbia Law School
- Panelist: Jared Landaw*, Chief Operating Officer, Barington Capital Group, L.P.
- Panelist: Jeffrey D. Marell*, Partner, Paul Weiss
- Panelist: Dr. Walden C. Rhines*, Chairman & Chief Executive Officer, Mentor Graphics
- 2:00 pm – 2:35 pm **Keynote Interview**

Jim Cramer interviews **Chief Justice Leo E. Strine, Jr.**, Delaware Supreme Court

2:35 pm – 3:10 pm

Keynote Discussion

Jim Cramer interviews

Steven Lipin, Former Senior Partner, Brunswick Group

David Faber, Co-Anchor, "Squawk on the Street", CNBC

3:10 pm – 3:30 pm

Break

3:30 pm – 4:10 pm

The Do's and Don'ts of Board Structure: Best Practices to Manage Member Tenure & Conflicts

This panel examines the kind of governance red flags that activists look for before they nominate their own director candidates. Boards with diverse memberships that include experts in the sector and financial world attuned to the company's current needs are less likely to be targeted. How can companies best prepare to meet these governance challenges?

Moderator: **Vishesh Kumar**, Senior Correspondent, Activist Investing, The Deal

Panelist: **Peter Gleason**, President & CEO, National Association of Corporate Directors

Panelist: **Paula Loop**, Leader, Governance Insights Center, PwC

Panelist: **Matthew Peltz**, Partner and Senior Analyst, Triun Fund Management, L.P.; Director, The Wendy's Company

Panelist: **David Rosewater**, Global Head of Shareholder Activism and Corporate Defense, Morgan Stanley

Panelist: **Arthur Winkleblack**, Member of the Boards of Church & Dwight Co., Performance Food Group Company and The Wendy's Company; Retired EVP & CFO of HJ Heinz

4:10 pm – 4:40 pm

Balancing Act: Shareholder vs. Shareholder

How do you create a process for interaction with institutional investors who have different goals and priorities? Is it better to be pro-active and assess the investors' priorities and map out a plan for approaching them? This panel will discuss communication and strategy.

Moderator: **Ronald Orol**, Senior Editor, The Deal

Panelist: **Glenn Booraem**, Investment Stewardship Officer, Vanguard Group, Inc.

Panelist: **Jeremy Fielding**, President & Chief Executive Officer, Kekst

Panelist: **Michael Garland**, Assistant Comptroller - Corporate Governance and Responsible Investment, Office of New York City Comptroller

Panelist: **Jim Rossman**, Managing Director, Head of Corporate Preparedness, Lazard Frères & Co.

Panelist: **Lauren Taylor Wolfe**, Managing Director, Blue Harbour Group

4:40 pm – 5:10 pm

Keynote Interview

Jim Cramer interviews **Frits van Paasschen**, Former CEO, Starwood Hotels & Resorts Worldwide, Inc.

Companies reach critical moments when they have to make major internal changes to ensure their long-term success. These changes can put pressure on short-term performance measures. Ex-CEO, Frits van Paasschen, discusses the real-life tension between needed transformation and shareholder demands.

5:10 pm – 5:15 pm

Closing Remarks

5:15 pm - 6:15 pm

Cocktail Reception