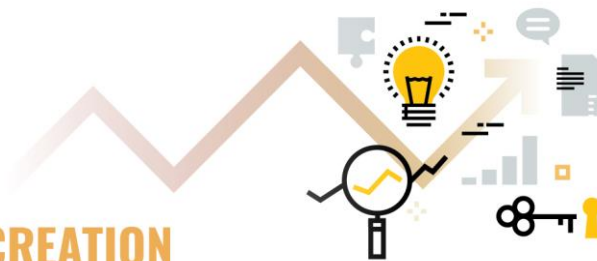


CORPORATE GOVERNANCE

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**

When the Engaged Shareowner Joins the Board: An Exclusive Inside Story

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, Triam Fund Management, L.P. and **Randall J. Hogan**, Chairman and Chief Executive Officer, Pentair

In June 2015, Triam announced its investment in Pentair, citing a desire to work closely with its management and board to build shareholder value. Ed Garden subsequently joined Pentair’s board at the company’s invitation. For the first time, Hogan and Garden will discuss with Jim Cramer how their working relationship developed, culminating in the Pentair board’s recent unanimous decision to separate its Water and Electrical businesses into two independent, publicly-traded companies.

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: **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 **Networking Break**

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

Tara Murphy, Editor-in-Chief, TheStreet, Inc. and **Scott A. Barshay**, Partner, Paul Weiss interview **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
- 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, TheStreet
- 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 and **Tara Murphy** interview **Chief Justice Leo E. Strine, Jr.**, Delaware Supreme Court

- 2:35 pm – 3:10 pm **Keynote Discussion**
Jim Cramer
Steven Lipin, Former Senior Partner, Brunswick Group
David Faber, Co-Ancor, "Squawk on the Street", CNBC
- 3:10 pm – 3:30 pm **Networking 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: **Tara Murphy**, Editor-in-Chief, TheStreet, Inc.
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? And what would be the unintended consequences to investor-board communications if legislation under consideration on Capitol Hill essentially eliminated the shareholder proposal process? This panel will discuss communication and strategy.
Moderator: **Jim Cramer**
Panelist: **Glenn Booraem**, Investment Stewardship Officer, Vanguard Group, Inc.
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.

5:10 pm – 5:15 pm

Closing Remarks

5:15 pm - 6:15 pm

Cocktail Reception