

# 2015 Dispute Resolution in M&A / JV Transactions

The biggest M&A conference in the region, a truly unique event

3<sup>rd</sup> edition

Tactics, Challenges, Defences

PARTNERS:

GESSEL

C/M/S

Law . Tax

CLIFFORD  
CHANCE

GT GreenbergTraurig



SAVE THE DATE:

28-29 May 2015

Royal Castle, Warsaw, Poland

TOPICS INCLUDE:

- Hot topics in M&A / JV arbitration from the perspective of ICC, AAA, DIS, SIAC and VIAC
- Settlement in M&A / JV arbitration: voluntary, contractual, or induced by the arbitrators
- Evidence problems in M&A arbitration
- Four meaty case study sessions
- Two very special round table sessions dedicated to the challenges and the future of commercial and investment arbitration

WHO SHOULD ATTEND:

- Arbitrators
- Attorneys
- In-house counsels
- M&A legal and business advisors

More info: [conference@arbitrationcourt.org.pl](mailto:conference@arbitrationcourt.org.pl)

SUPPORTING ORGANIZATIONS:



MEDIA PARTNERS:  Wolters Kluwer



**PROGRAM CHAIR:**

Dr Beata Gessel-Kalinowska vel Kalisz, GESSEL, Lewiatan Court of Arbitration, Poland

**ADVISORY COMMITTEE:**

Bartosz Krużewski, Clifford Chance, Poland

Prof. Marek Michalski, Cardinal Stefan Wyszyński University, Poland

Mirèze Philippe, ICC International Court of Arbitration and Arbitral Women, France

Edward Poulton, Baker & McKenzie LLP, UK

Małgorzata Surdek, CMS, Poland

Andrzej Wysokiński, Greenberg Traurig, Poland

**CONFERENCE ANNOUNCER:**

Marcin Dobrowolski

# DAY ONE – 28 MAY 2015

8:30 – 9:00 Registration and morning coffee

9:00 – 9:30 Opening and welcome

**Welcome**

Dr Beata Gessel-Kalinowska vel Kalisz, President of the Lewiatan Court of Arbitration, Poland

**Opening remarks**

Mariusz Haładyj, Deputy Minister of Industry of the Republic of Poland

Maciej Jamka, President of the ICC Poland, Poland

Mirèze Philippe, ICC International Court of Arbitration and Arbitral Women, France

## 9:30 – 10:45 Panel I: Hot topics in M&A/JV arbitration

• What's new at arbitration institutions • Court and arbitration decisions relevant to MA/JV practice • Growth of interim measures in MA/JV arbitration? • Effective claims management, speed of resolution/costs and process integrity

**Moderator:** Dr Beata Gessel-Kalinowska vel Kalisz, GESSEL, Lewiatan Court of Arbitration, Poland

**Panelists:**

Mark E. Appel, AAA/ICDR, USA

Gary Born, SIAC, Singapore/UK

Alice Fremuth-Wolf, VIAC, Austria

Maria Hauser-Morel, ICC International Court of Arbitration, France

Francesca Mazza, DIS, Germany

## 10:45 – 11:05 CMS Case Study

Małgorzata Surdek, CMS, Lewiatan Court of Arbitration, Poland

## 11:05 – 11:30 Coffee break

## 11:30 – 13:00 Panel II: Settlement in M&A/ JV arbitration: voluntary, contractual, or induced by the arbitrators

- Settlement by business divorce – arbitration and the process of ending an ongoing business relationship
- Enforcement of future performance obligations embodied in a settlement – continuing arbitral jurisdiction, court enforcement or a specially-crafted settlement enforcement process?
- Post-settlement competition between former co-investors/partners
- Confidentiality and its limits in business divorce settlements in arbitration
- Future recourse for unresolved issues – blanket waivers, preservation of rights or a combination? Continuing arbitral jurisdiction?
- The role of legal and non-legal advisers in the arbitration settlement process
- Ethics duties of counsel in settlements – are they altered by the use of arbitration as the disputes forum

**Moderators:** Mark Kantor, USA & Jean Claude Najjar, Curtis Mallet-Prevost Colt & Mosle, France/Turkey

### **Panelists:**

Crenguta Leaua, Leaua & Asociatii, Romania

Prof. Hilmar Raeschke-Kessler, Ziemions & Raeschke-Kessler, Germany

Antonio Sanchez-Pedreño, Madrid Court of Arbitration, Spain

Tomasz Wardyński, Wardynski&Partners, Lewiatan Court of Arbitration, Poland

## 13:00 – 13:20 GESSEL M&A Case Study

- Breach of R&W in light of Polish court award
- Due diligence vs seller's liability for breach of R&W
- Proving breach of R&W: standards of proof

Małgorzata Badowska, GESSEL, Poland

Michał Pochodyła, GESSEL, Poland

## 13:20 – 14:20 Lunch

## 14:20 – 14:40 Clifford Chance Case Study

Bartosz Krużewski, Clifford Chance, Lewiatan Court of Arbitration, Poland

## 14:40 – 15:55 Panel III: Evidence problems in M&A/JV arbitration

- Issues of burden of proof and how to prove your case from a legal perspective
- Specific aspects of joint venture or shareholder agreements
- Practical issues: does it make a difference if you are the buyer/seller? (or how to prove your innocence once you've given away the evidence)
- An expert's perspective: evidence relevant to damages and valuation

**Moderator:** Edward Poulton, Baker & McKenzie LLP, UK

**Panelists:**

Alexander Demuth, Alvarez & Marsal, Germany

Sandra Gonzalez, Ferrere, Uruguay

Prof. Jacek Jastrzębski, PKO Bank Polski, Warsaw University, Poland

Noradele Radjai, Lalive, Switzerland

## 15:55 – 16:10 Coffee break

## 16:10 – 16:30 Greenberg Traurig M&A/JV Case Study

- Disclosure in post-M&A and joint-venture arbitration
- Timing of request
- Arguments pro and contra used by the parties
- Privilege
- Disclosure in international arbitration vs national secrecy

Richard A. Edlin, Greenberg Traurig, USA

Andrzej Wysokiński, Greenberg Traurig, Lewiatan Court of Arbitration, Poland

## 16:30 – 17:00 Keynote speech: Dr Michael Bühler, Jones Day, France

## 19:00 Cocktails and Gala Dinner

(Please register! Only registered guests can be admitted)

# DAY TWO – 29 MAY 2015

The second day of the conference will be a tribute to Professor Jerzy Rajski in recognition of his extraordinary half-century arbitration career

9:30 – 10:15

- Laudation to Professor Jerzy Rajski and presentation of the “Liber Amicorum dedicated to prof. Jerzy Rajski: The Challenges and the Future of Commercial and Investment Arbitration.”

Members of the Honorary and Organizing Committee of the Liber Amicorum

## Toasts

10:15 – 11:45 Roundtable: Challenges and Future of Commercial Arbitration

- Slower or faster? • More professionalization, more judicialisation, or back to the roots?
- Relationship between arbitration and litigation: *ius and lex* as a criterium divisionis?
- Arbitration centres: multitude or consolidation? • New territories for commercial arbitration: banking and finance, class arbitration, corporate disputes

**Introduction and moderation:** Gary Born, Wilmer Hale, UK

Dr Stavros Brekoulakis, Queen Mary University of London, UK,

Jason Fry, Clifford Chance, France

Dr Werner Melis, ICCA, Austria

Rashda Rana SC, 39 Essex Chambers

and Contributors to Liber Amicorum as well as young generation of Polish law trainees, winners of 2015 KAL (Lewiatan Arbitration Moot Court)

11:45 – 12:15 Break

## 12:15 – 13:45 Roundtable: Challenges and Future of Investment Arbitration

- European path for investment arbitration • New territories for investment arbitration: space disputes, environmental protection • State-to-state arbitration: growth or stability
- Strategies for approaching and overcoming issues caused by states withdrawing from various investment-protection mechanisms

**Introduction and moderation:** Wendy Miles, QC, Boies Schiller & Flexner, UK

Prof. Julian Lew, 20 Essex Street, Queen Mary University, UK

Annette Magnusson, SCC, Sweden

Dr Pietro Ortolani, Max Planck Institute, Luxembourg

Lisa M. Richman, McDermott Will & Emery LLP, USA

Prof. Stanisław Sołtysiński, SKS Legal, Poland

and Contributors to Liber Amicorum

13:45 – 14:15 Keynote Speech: Gary Born, Wilmer Hale, UK

14:15 – 14:30 Closing remarks: Prof. Jerzy Rajski, Warsaw University

14:30 ... and, yes, a flute of champagne!

### CONFERENCE LOCATION:

Zamek Królewski (Royal Castle)  
Plac Zamkowy 4  
00-277 Warsaw, Poland

# TERMS & CONDITIONS

**REGISTER ON-LINE** available at [www.sadarbitrazowy.org.pl](http://www.sadarbitrazowy.org.pl)

## **CONFERENCE FEE** (VAT inclusive)

Early bird (payment until 30 April): 250 EUR

Regular price: 360 EUR

Price for participants of KAL: 130 EUR

Conference fee includes all administration costs of the conference, conference documents, one copy of publication "Polish Arbitration Law", published by the Lewiatan Court of Arbitration, lunch on the first day and refreshments as scheduled in the program.

Payment must be received within 3 days after the registration.

Payment can be made by bank transfer only. Please find our bank details below.

## **For payments in EUR**

Name of the bank: PEKAO S.A. III o/Warsaw

Account owner: Konfederacja LEWIATAN

IBAN: PL07 1240 1040 1978 0010 4940 5065

SWIFT: PKOPPLPW

## **For payments in PLN**

Name of the bank: PEKAO S.A. III o/Warsaw

Account owner: Konfederacja LEWIATAN

IBAN: PL97 1240 1040 1111 0010 3840 4800

SWIFT: PKOPPLPW

Please put participant's name as transfer's title.

All additional bank transfer fees shall be covered by payer.

The registration form for the 2015 Dispute Resolution in M&A / JV Transactions constitutes a legally binding agreement, which obliges a person who registers to pay the stated amount.

Upon sending the registration form you shall receive a confirmation email on the address provided. If you do not receive the confirmation email, please contact us at: **[conference@arbitrationcourt.org.pl](mailto:conference@arbitrationcourt.org.pl)**

The invoice will be issued immediately after receipt of the payment and sent to the email address provided by the participant in the registration form.

Booking can only be guaranteed upon receipt of the payment.

The organizer reserves the right to make changes in the conference program.

## **CANCELLATIONS AND NON-ATTENDANCE**

A 80% refund of the registration fee will be given for cancellations received up to 21 days before the conference. After this term there will be no refund. Cancellations must be made in writing. In case the originally registered participant cannot attend the 2015 Dispute Resolution in M&A / JV Transactions Conference, a substitute delegate is allowed to participate for no additional cost.

## **INSURANCE**

The organizer of the conference cannot be held liable for personal injuries or for loss and/or damage to the personal belongings of participants either during or as a result of the conference.

## **CONTACT**

Shall you have any questions regarding the registration, please contact us at:  
**[conference@arbitrationcourt.org.pl](mailto:conference@arbitrationcourt.org.pl)**

## **ACCOMMODATION**

We have created a **dedicated accommodation booking platform** for the participants of our conference. We advise you to do your accommodation booking as soon as possible as on the 27 May 2015 there is the UEFA Europe League final event at the National Stadium in Warsaw and thus the availability of hotels is limited.

Please use the following link to book your preferred hotel:

**[www.hrs.de/arbitration\\_accomodation](http://www.hrs.de/arbitration_accomodation)**

The accommodation services are provided by an external partner and therefore the Lewiatan Court of Arbitration does not assume any responsibility for bookings logistics.