

## CORPORATE ACCOUNTABILITY IN A CHANGING BUSINESS WORLD: INCREASING DEMANDS ON BOARDS AND COUNSEL

### Date:

Tuesday, May 18, 2021

### Time:

7:00 am – 8:00 am CDT

### About this Webinar:

This webinar is an encore presentation of a session from ALFA International’s International Client Seminar (ICS) this past March. Every day, somewhere, a corporation is in trouble for a breach of law or a compliance failure traced back to poor corporate culture. Directors and senior management, and counsels who advise them are under increasing public scrutiny over ESG matters. ESG failures are increasingly being attributed to poor corporate culture starting from the top. Investors are determining their investment strategies by reference to corporate ESG compliance. This session works through some scenarios that ask questions about corporate culture when the rubber hits the road. In particular, the panel asks how in-house counsel advise their boards and senior management in situations that present very real conflicts between “getting business done” and compliance with laws and cultural expectations in the context of anti-corruption. There will be a live Q&A with the panel after the recording to answer any questions attendees may have.

### Moderator:

**BRETT M. COWELL** is a founding partner and the chairman of the ALFA International member firm, Cowell Clarke, in Sydney and Adelaide, Australia. He is also head of the Corporate Transactions Practice Group. Brett advises the firm’s corporate and business clients on corporate transactions, takeovers, mergers and acquisitions, securities market issues, capital raisings, debt and equity funding and joint ventures. In connection with these matters, he deals with banks and corporate advisors, private equity and venture capital investors, underwriters, ASX and ASIC. He consults to board chairs and CEOs on corporate issues such as strategic issues, governance and shareholder relations, including activist matters. Clients range from large publicly listed companies to smaller, fast-growing entrepreneurial businesses. Many of the transactions Brett advises on involve high-value IP and technology assets. He is also a non-executive director on a number of boards.

### Presenters:

**MARIO DI STEFANO** is the founding and managing partner of the ALFA International Luxembourg member firm, DSM Avocats à la Cour. He is the head of the firm’s Corporate/M&A, Real Estate and Employment Law departments. He specializes in complex national and international cross-border contracts and, in particular, M&A and real estate transactions and is a recognized Luxembourg expert in that field. He regularly assists investment funds, family office-type private equity investors, real estate developers, banks, construction companies, architects, and engineers with respect to transactions including real estate development, sale, or acquisition as well as commercial and residential leases, including the tax aspects thereof. Mario also assists clients in private equity and corporate finance transactions related to real estate projects, particularly in the acquisition and sale of buildings and complex real estate development projects in Luxembourg and abroad. He is a member of Luxembourg’s American Chamber of Commerce Real Estate Committee and served as an ALFA International board member from 2003 to 2006. Mario advises his clients, and has published in English, French, German, Italian

and Luxembourgish. He grew up in Luxembourg and received his law degree from the University of Trier in Germany. He is a member of the bars of Luxembourg and Frankfurt/ Main.

**BONNIE DIXON** is a partner with ALFA International member firm Atsumi & Sakai in Tokyo, Japan. In 2005, when Bonnie joined Atsumi & Sakai (formerly, Atsumi & Partners), she became the first non-Japanese attorney to become a partner of a domestic Japanese law firm, pursuant to legislation that for the first time allowed law partnerships between Japanese lawyers and lawyers licensed elsewhere. Bonnie is licensed to practice law in the State of New York and is registered in Japan as a Foreign Registered Lawyer. She has extensive experience in international transactions, cross-border litigation, labor and employment, structured finance, banking transactions, investment funds, etc. She speaks fluent Japanese and has worked in Tokyo for more than 20 years in the aggregate. Before returning to Tokyo in 2002, Bonnie practiced law in New York City, where she became a partner of Schulte Roth & Zabel LLP, and later of Morgan Lewis & Bockius LLP.

**LETITIA Y. HSIAO** is counsel with the ALFA International member firm, LCS & Partners, in Taipei, Taiwan. Letitia is also a member of the Michigan State Bar in the US and is experienced in cross-border transactions. She advises the firm's corporate and business clients on cross-border corporate transactions, mergers and acquisitions, joint ventures, private equity issues, complex corporate litigations/ arbitrations, anti-trust issues and startups related matters. Letitia joined LCS & Partners in 2017 and is fluent in both English and Mandarin.

**PHILIP C. MAYNARD** is the Senior Vice President, Chief Legal Officer and Corporate Secretary for Tealium, a rapidly growing provider of SaaS-based Customer Data Platform services based in San Diego, California, with global offices in London, Frankfurt, Sydney, Singapore, Hong Kong and Tokyo. Phil spent about 10 years in private law practice before moving into private industry. Over the last 30 years, Phil has served as the senior legal officer for several public companies, including National Education Corporation, Wonderware Corporation (industrial automation), Software Systems Division of Invensys plc, Filenet Corporation, Associate General Counsel for IBM (ECM group) and Limelight Networks. Phil's business mantra is, "If I'm going to work for a living, I'm going to have a good time doing it!"

**CRAIG D. MILLER** is a partner with Manatt, Phelps & Phillips, LLP, ALFA International's member firm in San Francisco, California. Craig leads Manatt Financial Services and focuses his practice on representing public and private corporations in a wide range of corporate matters, including mergers, acquisitions, and public and private equity and debt securities offerings. He also regularly represents venture capital management companies and their portfolio companies in venture fund structuring, portfolio investments, capital raises and strategic transactions, including stock sales and asset sales. Craig also counsels both financial institutions and the underwriters and placement agents that service them on securities offerings, branch purchases and sales, and whole bank acquisitions, along with day-to-day corporate governance issues and periodic reporting. A frequent publisher and lecturer, Craig has also served as Adjunct Assistant Professor of Law at the University of California Hastings College of the Law, where he taught Corporations.

**MATTHEW MOORE** is Deputy General Counsel & Chief Compliance Officer at Shaw Industries Group, Inc., the world's largest manufacturer of carpet, and a leading provider of carpet, resilient, hardwood, tile & stone, laminate flooring products, synthetic turf, and other specialty items for residential and commercial flooring markets worldwide. Headquartered in Dalton, Georgia, Shaw has annual revenues of almost 6 billion USD and is a wholly-owned subsidiary of Berkshire Hathaway, Inc. The company employs 22,000 associates with offices; R&D, manufacturing, warehousing, and distribution locations; product showrooms; and/or salespeople throughout the US, as well as in Australia, Belgium, Brazil, Canada, Chile, China, France, India, Mexico, Singapore, United Arab Emirates, and the United Kingdom. Matthew began his career at Shaw more than 16 years ago, where his practice has been primarily focused on transactional matters, as well as having the responsibility for Shaw's Corporate Compliance function.

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**LORA STYLIANOU** is the founding member and the managing director of the ALFA International Cyprus member firm LC Law Stylianou & Associates LLC. She received her LL.B (Hons) and LL.M law degrees from the University of Newcastle-upon-Tyne and University College London, United Kingdom. Lora specializes in corporate cross-border transactions, M&A, joint ventures, flotations on the Stock Exchange, banking and finance, tax planning, advising on inbound and outbound investments and complex due diligence. Part of her practice is also immigration, trusts and estate planning. She advises both domestic and international clients and serves on the board of directors of a number of private and public companies across a range of sectors of the economy. Lora is also an Insolvency Practitioner. She is also a litigator and a qualified mediator, regularly acting for directors, shareholders and companies in corporate disputes and administrative actions. With a career spanning over two decades, she has successfully combined expertise in an array of practice areas as a litigator, a transactional lawyer and a lifelong learner. Lora serves on the Private Companies Committee, the Tax Planning and Stock Exchange Committee and the Professional and Ethics Committee of the Cyprus Bar Association.