

Managing AGMs in COVID times:

**Enhancing transparency,
highlighting best practices**

A virtual classroom with a focus on
the Dutch regulation by

Academy

15 and 16 February 2022



EURONEXT

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Academy

At the Academy we aim for raising global **capital markets expertise** by delivering world-class training courses and programmes.

Our programmes reflect the evolution and trends of **financial markets and their eco-systems** as well as best practice knowledge, skills and behaviours.

Key assets of our learning capability are our central position within global capital markets, and our **internal and external expert faculty**, whose contributors are drawn from practitioners, academics, advisors and financial market specialists.

As an Exchange system, being at the centre of financial markets, we understand not just what happens now, but also what's changing - so we can design our courses to equip you for the world of today and tomorrow.

An accredited Management System Certificate

Academy meets the management system standards UNI EN ISO 9001:2015, sector EA:37 since 2007.

The accreditation guarantees internationally recognised quality service standards and allows companies to apply for public funding to finance individual and company training projects.





Course overview, objectives and target

Overview

Course overview

The Annual General Meeting (AGM) represents the most important meeting opportunity between the shareholders and the company management and expresses the company's will in a binding manner.

The legislation that regulates the meeting is extensive and there are many obligations for the various parties involved.

This training will highlight best practices, rules, procedures and documentation impacting on the success of your 2022 AGM.

The course will be delivered in collaboration in **Computershare**.

Objectives

Take aways

In this context, Academy offers a live virtual training course with the aim of:

- Analysing the procedural and documentary process for the proper management of the pre- and post-meeting obligations;
- Examining in depth related parties transactions, remuneration and transparency of institutional investors and asset managers.

Who should attend

Target audience

The course is aimed at employees, professionals and consultants in the following areas:

- Corporate secretariat
- Legal and Corporate Affairs
- Investor Relations of listed companies
- Financial Intermediaries

Faculty

Our Experts

- Lawyers from leading European Law Firms
- Euronext Corporate Services experts
- Practitioners from EU countries
- Experts from Computershare

Agenda

Day one: 15 February 2022 Setting the new standards for transparency

9.30 am – 12.30 pm CET

9.30 *Welcome and introduction*

9.35 - From shareholder identification to shareholder engagement

- Shareholder's identification and targeting: rules and practices
- How to engage with your Shareholders' base

Nicolas Meunier

Head of Advisory & IR Solutions

Euronext Corporate Services

10.35 - Understanding taxonomy and what that really means for investors

Responsible investors and ESG analysts

11.15 - Coffee Break

The following sessions will be held in Dutch

11.30 - A review of the SRDII principles:

- **The Directors' remuneration policy**
 - The directors' remuneration provisions
 - How the remuneration policy contributes to the companies business strategy, company long term interest and sustainability
 - The remuneration report
- **Related parties transactions**

Local law firm

12.30 Close of day 1

Day two: 16 February 2022 9.30 am – 12.30 pm CET

The following sessions will be held in Dutch

9.30 - How to manage AGMs in a listed company

- General overview of the different phases of an AGM organisation

Pre-meeting obligations

- Publish Meeting notice and order share register for the AGM
- Forms to be used to vote by proxy
- Managing questions on the agenda items: timing and response methods

At-meeting obligations

- Presence registration and reports
- Voting methods

Post-meeting obligations

- Price sensitive press releases
- Post-meeting documents publications

Experts from Computershare

11.00

Case study: Reporting best in class practices

Experts from Computershare

11.30 break

11.45 Group work: drafting your AGM meeting notice

Experts from Computershare and Local law firm

12.30 Course summary, wrap up and close

Terms and conditions

The registration form is a legally binding agreement between BIT Market Services and the applicant (or the company the applicant works for) and is defined by the following conditions:

Virtual classroom schedule

15 February 2022: 9.30 am – 12.30 pm CET

16 February 2022: 9.30 am – 12.30 pm CET

Registration

The applicant can submit the registration form, duly filled out, to Academy 7 days prior to the course date via:

- **EMAIL** academy@euronext.com
- **WEB** [Academy website](#)

To register after this date, please contact the following phone number:

- **TEL +39 02 72426 086**

Participation will be confirmed in writing by the Academy administration.

Registration fee

The individual registration fee to the course is **€ 800 + 22% VAT** (if applicable).

The fee includes the course materials in pdf format.

Discounts

Multiple registrations - Discounts are available for multiple registrations of the same company. In particular:

- Two participants: 10% discount on the total amount
- Three participants: 15% discount on the total amount.

Payment method

Fees must be paid:

- Upon receipt of the email from Academy confirming the applicant's registration (sent approximately 7 days prior to the course date)

or

- Upon receipt of the invoice from BIT Market Services S.p.A. (Academy is part of the BIT Market Services Company)

Payment must be made via BANK TRANSFER to:

BIT MARKET SERVICES S.p.A.

P.zza degli Affari, 6
20123 Milano

Tax code 06695270964

VAT number 10977060960

Deutsche Bank S.p.A.

Filiale via San Prospero, 2

20121 Milano

codice IBAN:

IT 22 B 03104 01600 000000 770114

SWIFT address DEUTITMMIL

Copy of the effected bank transfer must be emailed to Academy academy@euronext.com.

Invoice marked as paid will mailed to the addresses indicated on the wire transfer.

Intellectual property rights

The Client acknowledges and agrees that the contents made available during the training (including, but not limited to, videos, pictures and texts) are property of BIT Market Services or are supplied by BIT Market Services in virtue of certain contractual arrangements with third parties and cannot be reproduced, distributed or used for business purposes without the prior written consent of BIT Market Services or the entity having the relevant rights on the same.

Liability

Whilst every effort is made by BIt Market Services to ensure that the contents of the training (including, but not limited to, videos, pictures and texts) are accurate and up to date, BIt Market Services shall not be liable whatsoever for any inaccuracy or misleading information, nor for any consequential damage or expense or any loss of profit or any liability to third parties incurred as a result of reliance on such information, which is provided for educational purpose only. BIt Market Services total liability under this agreement shall be limited to the maximum amount represented by the Fees paid to the latter by the Client.

Traceability of financial flows

BIt Market Services and the Client assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").

In relation to the payments to be made pursuant to the present Contract, the Client, if it is a public contractor pursuant to decree law 163/2006 (Code of public contracts for works, services and supplies), to ensure the enforcement of Law 136/2010 and subsequent amendments, undertakes to communicate to BIt Market Services, by the form attached to the Contract, the identification bidding code (CIG) and, in case, the unique code of project (CUP).

In particular, in fulfilling the Traceability Obligations, BIt Market Services will communicate to the Client:

- (i) the bank accounts details to be used, also nonexclusively, for the payments to be made by the Client pursuant to the present Contract;
- (ii) the personal details and the fiscal code of the persons delegated to operate on them, indicating the relevant role and powers, within 7 (seven) days from the creation of the accounts above (or, in case of existing accounts, within 7 (seven) days from their first use in relation to the payments made by the Client).
- (iii) Any possible amendment of the information indicated in points (i) and (ii) above, will have to be communicated by the Client within 7 (seven) days from occurrence.

Let it be understood that, save for possible derogations and partial exemptions to Law 136/2010, failure to use

instruments suitable to permit the full traceability of the financial flows (for instance, bank or post transfer) and the failure to comply with any other Traceability Obligations, are ground to terminate the present Contract.

BIt Market Services undertakes, in particular, to inform the Client and the Prefecture (territorial office of the Government of the province where the Client has its registered office) if it becomes aware of breaches by its contractual counterparties, if any, in relation to the Traceability Obligations.

Cancellation Policy

According to article 1373 C.C., to withdraw from this contract applicants must send a written notice via email to academy@euronext.com:

- The fee will be fully refundable up to 7 working days prior to course date.
- A 50% refund will be provided for cancellations made during the 6 days leading to the course,
- Fees are non refundable for cancellations made 1 day prior to the course date.

Substitution of attendee (from the same company) may be made at any time.

Academy accepts requests to replace the course with another Academy course. The rescheduled training must take place within 12 months.

Changes to the program

BIt Market Services reserves the right to postpone or cancel the course and notify the participant via fax or email at least 1 week before the course date; in this case, the participant is entitled only to a full refund of the course fee. In addition, BIt Market Services is entitled to make changes to the programme and seat of the training and/or substitute the expected panellists with others with equal skills and competence.

Governing law and jurisdiction

The present agreement shall be governed by Italian law. The parties assign to the Court of Milan the exclusive jurisdiction over any dispute arising out the present agreement, this including – but not limited to – any proceedings regarding the validity, the construction, the performance and/ or the termination of the agreement.

Booking form

Please read the terms and conditions on the preceding page.

Fill out the form and send email to academy@euronext.com.

For further information +39 02 72426086 – academy@euronext.com

Managing AGMs in COVID times: Enhancing transparency, highlighting best practices

Virtual Classroom – 15 and 16 February 2022

COURSE FEE

Individual		<input type="checkbox"/> € 800 + 22% VAT (if applicable)
2 participants	10% discount	<input type="checkbox"/> € 1,440 + 22% VAT (if applicable)
3 participants	15% discount	<input type="checkbox"/> € 2,040 + 22% VAT (if applicable)

PARTICIPANT INFORMATION

Name and Surname

Jop title

Company

Email

Phone

Job Field			Knowledge level of the subject	
<input type="checkbox"/> General Management	<input type="checkbox"/> ICT	<input type="checkbox"/> Tax	<input type="checkbox"/> Basic	
<input type="checkbox"/> HR, Organisation and Development	<input type="checkbox"/> Legal	<input type="checkbox"/> Finance	<input type="checkbox"/> Intermediate	
<input type="checkbox"/> Administration and Control	<input type="checkbox"/> R&D	<input type="checkbox"/> Risk Management	<input type="checkbox"/> Advanced	
Nature of business				
<input type="checkbox"/> Listed/unlisted company	<input type="checkbox"/> Bank	<input type="checkbox"/> Advisory	<input type="checkbox"/> Energy	
<input type="checkbox"/> Lawyer	<input type="checkbox"/> Investment Bank	<input type="checkbox"/> Private Equity	<input type="checkbox"/> Funds	
Company Address				
Street	N.	Zip code	City	Country

BILLING INFORMATION

The invoice must be addressed to:

Company name/Participant name and surname

VAT number

Department

Billing reference name

Street

N.

Zip code

City

Country

Phone

Email

ELECTRONIC INVOICE (IF APPLICABLE)

According to the Italian Law no. 205 of 27.12.2017 and to Provision no. 89757 of 30.4.2018 of the Italian TAX Authority and subsequent amendment and/or integrations, the Client duly holder of an Italian VAT code/Tax identification code) provides with:

Certified Email Address (PEC):

Or Recipient Code:

In order to receive the electronic invoice through the Italian Exchange System (SDI) according to the above information

Phone

Email

SPLIT PAYMENT (IF APPLICABLE)

According to the art. 17-ter of the Italian D.P.R. no. 633/72 (as subsequently amended and implemented), the Client (duly holder of an Italian VAT code/Tax identification code) declares that:

is subject to the "Split Payment" VAT regime is not subject to the "Split Payment" VAT regime

and undertakes to communicate any change of such regime.

PRIVACY

By signing this booking form I declare that I have read the informative document regarding the processing of personal data on the Bit Market Services S.p.A.'s website (<http://www.borsaitaliana.it/varie/privacy-bims/privacy-bims.en.htm>) and I accept the General Terms and Conditions of the service.

In addition to the declaration above, by ticking the relevant box I also inform that (*please tick the chosen box*):

I DO

I DO NOT

authorize Bit Market Services S.p.A. to gather and to process my personal data for the purpose of "direct marketing", by sending advertising material, direct sales and promotion of products and services of Bit Market Services S.p.A., carrying out market research, marketing communications, also using data subject's name for publicity carried out through automated means of contact such as e-mail, fax messages, mms or sms.

I DO

I DO NOT

authorize the communication/the transfer of the personal data for the purposes of direct marketing by third parties - even outside the European Community - included the other companies of the Euronext Group, as well as third parties referred to in point c) of the informative document regarding the processing of personal data (<http://www.borsaitaliana.it/varie/privacy-bims/privacy-bims.en.htm>).

Signature and company seal

Date:

Academy

Comprehensive, quality education is fundamental for the development and growth of the economy. As part of a leading pan-European market infrastructure at the centre of European capital markets, Academy's main objective and activity is turning capital markets expertise into world-class training courses and programmes and making them relevant to the wider financial community of today and of tomorrow. Key Academy assets are our centrality in capital markets, and our internal and external faculty, made up of practitioners, academics, advisors and financial market specialists. Interactive and innovative learning methods make all Academy programmes an inspiring experience.

CONTACTS

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