

2 DAYS OF
PROFESSIONAL
DEVELOPMENT
FOR
EUROPEAN
DIRECTORS

22 - 23 October 2020 | Brussels

**New
Governance
Challenges
For Boards
Members in
Europe**

ABOUT ecoDa

The European Confederation of Directors' Associations (ecoDa) is a not-for-profit association founded in December 2004 under the laws of Belgium. Through its 19 national institutes of directors (the main national institutes existing in Europe), ecoDa represents around 55,000 board directors from across the EU. ecoDa's member organisations represent board directors from the largest public companies to the smallest private firms, both listed and unlisted.

Our Mission

The missions are fourfold:

- I. To promote the role of directors, to develop professionalism and European governance standards;
- II. To influence the European decision-making process related to Corporate Governance;
- III. To provide services to its members, mainly by providing information regarding relevant European issues;
- IV. To facilitate the development of national director institutes dealing with Corporate Governance in Europe and attract new members.

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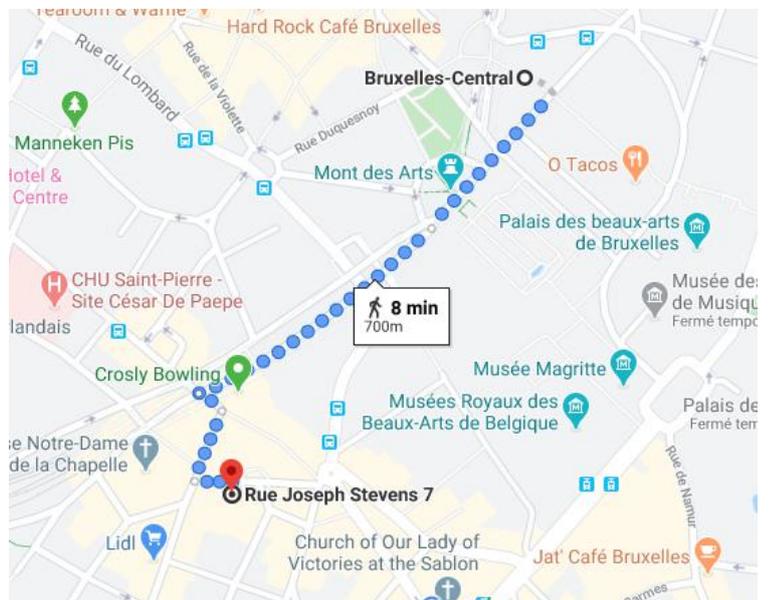
Crowell & Moring LLP

22nd Floor

Rue Joseph Stevens 7,

1000 Brussels

Directions: Central Station (metro)



ecoDa particularly thanks Crowell & Moring LLP for their support.

PROGRAMME

22 OCTOBER

8:15	WELCOMING COFFEE	
8:30	Welcoming speech Course Overview	Chris Hodge , Director, Governance Perspectives
8:45	Overview of European Corporate Governance: Diversity or Convergence?	Chris Hodge
9:15	Short presentations of key CG features in some major European economies	Country experts: <ul style="list-style-type: none"> • Gudrun Timm (Germany), Managing Director, Carpe Diem Partners Ltd • Per Lekvall (Nordic model), Member of the Swedish Corporate Governance Board, Member of ecoDa Policy Committee • Alessandra Stabilini (Italy), Member of the Directive Board of Nedcommunity • Chris Hodge (UK)
11:15	COFFEE BREAK	
11:30	Group discussion: Serving as a director in different European corporate governance systems	Group facilitators: the country experts <ul style="list-style-type: none"> • Gudrun Timm • Per Lekvall • Alessandra Stabilini • Chris Hodge
12:30	Presentation of conclusions & specific questions addressed to the experts	Chris Hodge
12:45	LUNCH	
13:45	Corporate Governance practices in different ownership models - Case studies	Chris Hodge

14:15	The Governance of ventures and subsidiaries	<ul style="list-style-type: none"> • Michael Hilb, The Swiss Institute of Directors • Stilpon Nestor, Managing Director, Nestor Advisors Ltd
15:35	<i>COFFEE BREAK</i>	
15:45	<p>What has the Covid crisis changed in European boards' practices? <i>Short introduction followed by experience sharing with the participants (break-up sessions)</i></p>	Chris Hodge
17:00	<p>Board leadership in times of crisis: How to deal with uncertainty? <i>Practical example</i></p>	Jacques van Rijckevorsel , Chairman of the Board of Directors at Cliniques universitaires Saint Luc and at Confinimmo
18:00	Wrap up	Chris Hodge
18:15/20:00	Individual preparatory work on the INSEAD case study	

PROGRAMME

23 OCTOBER

8:00	WELCOMING COFFEE	
8:30	Are the CG recipe of the past fit for the future?	<i>Conversation between Roger Barker, Head of Corporate Governance, IoD and Chris Hodge.</i>
9:30	Boardroom Megatrend: Developing an Ethical Business Culture that matters for ESG criteria	Anthony Smith Meyer , Independent Director, Compliance and Governance Activist and Educator Mark Chambers , Associate Director, Institute of Business Ethics (IBE)
11:00	The European Market for Directorship	Marie-Bernard Guillaume , Mercury Urval, Partner & Director – ICF coach
11:45	COFFEE BREAK	
12:00	How to predict the unpredictable (scenario planning)?	Carolyn Dittmeier , Independent board member, Member of the Scientific Committee of Nedcommunity
12:45	Board simulation on Boards' Effectiveness	Prof. Jaap Winter , INSEAD Distinguished Visiting Professor at Corporate Governance
13:15	LUNCH	
14:15 - 18:00	Board simulation Summary of the discussion	Jaap Winter
18:15	Closing session Synthesis	Chris Hodge
18:30	End of the programme	

SPEAKERS

BIOGRAPHIES



CHRIS HODGE | FACILITATOR OF ECODA'S EDUCATION PROGRAMME, DIRECTOR, GOVERNANCE PERSPECTIVES LTD

Chris Hodge is an independent advisor on governance and regulation. For ten years, Chris was Director of Corporate Governance at the Financial Reporting Council in the UK. In that capacity he was responsible for developing and promoting the UK Corporate Governance Code and related guidance, and for introducing the first national stewardship code for investors. Chris also established and chaired the European Corporate Governance Code Network, which brings together bodies responsible for national codes across Europe. Chris is currently an advisor to the International Corporate Governance Network and ICSA: The Governance Institute (the UK's professional body for company secretaries) amongst others, and works with regulators and stock exchanges in developing markets.



ROGER BAKER | HEAD OF CORPORATE GOVERNANCE IoD

Dr. Roger Barker is Head of Corporate Governance at the IoD, and Managing Director of Barker & Associates, a corporate governance advisory firm. Between 2008 and 2016, he was Director of Corporate Governance and Professional Standards at the IoD. In October 2015, he was appointed as a UK representative on the European Economic and Social Committee, the EU consultative body. He is the Director of ecoDa's training programme for European directors and a visiting lecturer at the Said Business School (University of Oxford), Cass Business School and an Honorary Associate at the Centre for Ethics and Law at UCL. He has worked as an external adviser on corporate governance for a number of large companies and international organisations, including the EBRD, IFC and the Asian Development Bank. Dr. Barker's book - Corporate Governance, Competition, and Political Parties: Explaining Corporate Governance Change in Europe - was published by Oxford University Press in 2010. He is also the author of the IoD's main guide to the role of the board, The Effective Board: Building Individual and Board Success (Kogan Page, 2010). During the first part of his career, Dr. Barker spent 13 years as an investment banker, in London and Zürich, with UBS and Bank Vontobel.



MARK CHAMBERS

Mark Chambers retired as Deputy Group Company Secretary of HSBC in 2018 to pursue a second career of non-executive and advisory work. After graduating in Zoology from Oxford University, Mark re-trained as a lawyer and spent his early years at Slaughter and May in their London and New York offices. He went on to a successful career in business, managing world-class global functions responsible for governance, legal and regulatory risk management in large, complex, regulated businesses. He held the roles of General Counsel & Group Company Secretary at RSA Insurance Group and at Worldpay Group, as well as senior positions at American Express and GE Capital. In parallel for many years, Mark has had a successful career as a charity trustee, most recently as Chair of Amref Health Africa and prior to that as a trustee of WWF, where he chaired the Audit Committee and oversaw the development of the charity's exemplar new headquarters building. Mark was a finalist in the 2014 Sunday Times Non-Executive of the Year Awards.



CAROLYN DITTMIEIER | INDEPENDENT BOARD MEMBER

Currently President of the Board of Statutory Auditors of Assicurazioni Generali SpA (Italy); Chair of the Audit Committee and Independent Board Director of Alpha Bank A.E. (Greece); Chair of the Audit Committee and Independent Board Director of Illycaffè SpA (Italy); member of the Audit Committee of Ferrero International SA (Luxembourg); member of the Board of Statutory Auditors of Moncler SpA (Italy). Previously Board roles include Chairman of the Audit Committee and Independent Board Director of Autogrill SpA and of Italmobiliare Spa, as well as Chair of the Audit Committee of FAO (Food and Agriculture Organization-United Nations). Until 2014, covered various managerial positions: Chief Internal Audit Executive at Poste Italiane SpA from 2002 to 2014; Associate Partner in charge of Corporate Governance Services at KPMG Italy from 1999-2002; Head of Financial reporting and later Chief Audit Executive for the Montedison Group from 1987-1999; Auditor and Audit manager in the accounting firm Peat Marwick Mitchell (now KPMG) from 1978-1987. From 2004 to 2014, she also contributed to the Internal Audit profession through various roles: Vice Chairman of the Institute of Internal Auditors (IIA); Chairman of the European Confederation of Institutes of Internal Auditing, Chairman of the Institute of Internal Auditors, Italy.



TIMM GUDRUN | PARTNER AND MANAGING DIRECTOR, CARPE DIEM PARTNERS LTD., U.K.

Gudrun is a board Consultant working with investors, supervisory boards and companies on international best practice in Corporate Governance, a successful investment professional and strategy adviser to multinational companies & bodies, a capital markets expertise with a focus on banks and private equity funds. A German national, she gained her inter-national experience in project finance in China and other East and Central Asian markets, African and Eastern European environments. Board positions included banks and other financial institutions, private equity funds and the not-for-profit sector. She worked with Dresdner Bank AG (Hamburg) and KfW, (Frankfurt), Europe's largest promotional bank, and its private equity arm, DEG (Cologne) in operational as well as strategic capacities. She is a frequent speaker and moderator on financial and sustainability topics. She has taught master classes at Frankfurt School of Finance and Management in impact

investment, project evaluation and CSR. She speaks German, English, Chinese, and French.



**MARIE-BERNARD GUILLAUME | MERCURY URVAL
PARTNER & DIRECTOR - ICF COACH**

Marie-Bernard is working at Mercuri Urval since 2000 and has recruited, evaluated and coached more than 1000 CxO and various decision-makers. She is convinced that the success of a company depends not only on the qualities and skills of its leaders but also on its good governance. She has extensive experience (international) in different sectors (local and European public sector, industrial, tertiary, hospital). Her activities are now mainly focused on the management of large national and international accounts, the research and support of leaders in their careers, the coaching of individuals and teams. She is also active on board level (audit, councils, search of administrators). Marie-Bernard worked for 10 years in the clothing industry: the import-export of products from Asia destined to the main actors of the large European retailers. As a member of the Management Committee, she had various responsibilities: Purchase Manager, Business Developer, Key Account Manager. For many years, she has been an active member of professional networks (Women on Board, Guberna) and working groups related to good governance and corporate leadership. She is an independent director of a business circle (800 members) and is regularly asked as an HR expert in other boards or invited as a speaker on these topics. She holds a Master's degree in Economics and Social Sciences (University of Namur), and is a certified Director in Corporate Governance (Guberna) and certified coach ICF (International Coaches Federation).



**MICHAEL HILB | ENTREPRENEUR, BOARD MEMBER,
PROFESSOR**

Michael Hilb is founder and CEO of DBP Group and a member of the boards of directors of Klingelberg and Sigvaris Group. He is a titular professor at the University of Fribourg and teaches strategy, entrepreneurship and corporate governance at the University of St. Gallen, the University of Zurich and Singapore Management University. Michael is, inter alia, a member of the advisory boards of the WEF Climate Governance Initiative, the European Confederation of Directors' Associations and Digital Switzerland and serves on the board of trustees of the International Board Foundation. He previously led group strategy and digital business at DKSH, where he and his team built a leading, profitable pan-Asian digital business, connecting 400 brands with 100 platforms in eight markets. He joined the company after five years at Roland Berger and working for Holcim.



**PER LEKVALL | MEMBER OF THE SWEDISH CORPORATE
GOVERNANCE BOARD, MEMBER OF ECODA POLICY
COMMITTEE**

Per Lekvall was the Executive Director of the Swedish Corporate Governance Board from its formation in 2005 until May 2011 and is now an associate member of the same body. Prior to this he was

the Head Secretary of the Governmental Commission on Business Confidence and its sub-commission The Code Group, which developed the Swedish Corporate Governance Code. From 1995 until 2006 he served as CEO of the Swedish Academy of Board Directors and now chairs the International Committee of this association. As of January 2012 he is a member of the ecoDa Policy Committee. Per Lekvall is a recurrent lecturer at Swedish universities and business schools and has published books and articles on inter alia the role of the board in SME-type companies and corporate governance in Swedish listed companies. Most recently he is also the editor and main author of the book *The Nordic Corporate Governance Model*, published in December 2014, the report of a study aimed at defining and describing a joint Nordic model of corporate governance.



STILPON NESTOR | MANAGING DIRECTORS, NESTOR ADVISORS LTD.

Stilpon Nestor is the Managing Director of Nestor Advisors Ltd, a London-based corporate governance consultancy established in 2003. In this capacity, he has advised the boards of some of the largest financial institutions and companies in the EU, EMEA, Asia and Latin America as well as several IFIs, including the World Bank/IFC, the EBRD, SECO and FMO. From 1996 until 2002, Stilpon was the Head of the Corporate Affairs Division at the OECD, the team which produced the OECD Principles of Corporate Governance in 1999. The Principles became the global corporate governance policy benchmark. Stilpon is a non-executive director of ACC, one of the largest contractors in the Gulf. He was also a NED and member of the board risk committee of the European Investment Bank (2010-2013); a member of the EU Commission's Advisory Board on Company Law and Corporate Governance (2005-2010); and a member of the Board of the International Corporate Governance Network (2004-2007). He has a legal background and holds an LL.M from Harvard Law School (1983).



ANTHONY SMITH-MEYER | INDEPENDENT DIRECTOR, COMPLIANCE AND GOVERNANCE ACTIVIST AND EDUCATOR

Anthony Smith-Meyer is a specialist within Governance, Compliance and topics relating to organizational behavior. He is a founder and Editor-in-Chief of the new *Journal of Business Compliance* launched in November 2012, and an Adjunct Professor and lecturer of International Business and Management at the European Campus of Miami University, Ohio. Previously a member of the Group Executive Committee of Compliance and Control at BNP Paribas, Anthony has been extensively involved with Compliance matters since 2003, as Division and later Group Head of Compliance at Fortis Bank. Anthony holds the Institute of Directors Diploma in Corporate Direction, is a Certified Director of the Institut Luxembourgeois des Administrateurs, and is an independent lecturer, trainer, coach and advisor in matters relating to Corporate Governance and Compliance.



ALESSANDRA STABILINI | VICE PRESIDENT OF NEDCOMMUNITY

Alessandra Stabilini specialises in Company Law, with a focus on listed companies, Capital Markets and Securities Law. She assists listed issuers in both corporate governance matters and extraordinary transactions, including takeover bids and equity and bond issues. She deals with banking supervision and corporate governance, has expertise in bank and financial intermediary failure procedures, including in her capacity as liquidator appointed by the Bank of Italy. She has been holding office as auditor and independent director in both listed and unlisted companies. She is Vice-President at NED Community, association of non-executive and independent directors. She is a Postdoctoral Scientist in Commercial Law and an Adjunct Professor in Corporate Interest, Corporate Social Responsibility and Financial Reporting at the University of Milan.



JACQUES VAN RIJCKEVORSEL | CHAIRMAN OF THE BOARD OF DIRECTORS AT CLINIQUES UNIVERSITAIRES SAINT LUC AND AT COFINIMMO

Currently, Jacques Van Rijckevorsel holds the position of Chairman of Cliniques Universitaires Saint-Luc (Brussels) and director of the Foundations of Saint Luc. At the same time he is the Chairman of Cofinimmo SA, of the Board of Directors of Capricorn Sustainable Chemistry Fund and of the Management Committee of the Fonds des Amis de l'Abbaye de La Cambre (part of the King Baudouin Foundation). He is also director of various foundations and institutes (the Queen Elisabeth Medical Foundation, the de Duve Institute, N-Side, Guberna, the Economic Council of the Archdiocese Malines-Bruxelles). He is a member of the Consultative Committee of ING Belgium (Brussels); of the Executive Office of the Fondation Louvain and of the Supervisory Board of the Louvain School of Management.

In the past he occupied the position of Member-Executive Committee & Group GM-Plastics at Solvay SA (1974-2014), President of Belgian Luxembourg Chamber of Commerce for Russia & Belarus (2010-2014), President-Plastics Europe at Association of Plastics Manufacturers (2008-2011) and member of the Executive Committee and of the Board of the European Council of Chemical Industry (2010-2012).



JAAP WINTER | INSEAD DISTINGUISHED VISITING PROFESSOR OF CORPORATE GOVERNANCE

Jaap Winter is a Visiting Professor of Corporate Governance at INSEAD and Professor of Corporate Governance at the Duisenberg school of finance in Amsterdam. He was the first Dean of the Duisenberg school of finance, setting up the school in 2008-2009. He is also Professor of International Company Law at the University of Amsterdam. He was visiting professor at Columbia Law School in New York in 2003. He is partner at the law firm De Brauw Blackstone Westbroek in Amsterdam. His practice areas include corporate governance, M&A and corporate litigation. Since 2001 Jaap Winter has been actively engaged in shaping the corporate governance systems in Europe and the Netherlands. He was chairman of the High Level Group of Company Law Experts set up in 2001 by the European Commission to advise it on a modern regulatory framework for company law in

Europe. The Group in January 2002 first advised on issues related to takeover bids. The final report of the Group on a Modern Regulatory Framework for Company Law in Europe was published on November 4, 2002, which includes extensive recommendations on corporate governance regulation in the EU. He is now a member of the European Corporate Governance Forum set up by the European Commission in 2004 to advise it on corporate governance developments in Europe. Jaap Winter was a member of the Dutch Corporate Governance Committee chaired by Morris Tabaksblat that has drafted the Dutch Corporate Governance Code of December 2003. In 2004 Jaap Winter received the International Corporate Governance Network Award from the International Corporate Governance Network.

PARTICIPANTS BIOGRAPHIES



VIRGINIE ALLAIRE-ARRIVE | MEMBER OF IFA, CO-FOUNDER OF TRINITY CAPITAL INTERNATIONAL

French

Mandates: Executive Director at Boucherie Saint Michel, non-executive at Ferme Directe

Agrifood sector expert with 20 years' experience as a senior level executive. Positions both in the public and private sectors. Specialist of the French agrifood cooperatives (10 years as a CEO in a top professional union). Now co-founder of Trinity Capital International

(HK), dedicated to developing agrifood business in Asia-Pacific area and investing in the French agrifood sector. CEO of Trinity Capital International subsidiary "Boucherie Saint Michel" (France), and co-investor in "Ferme Direct", digital broker in the agri-resources sector.



JAN ALLEN | EMEA DIRECTOR, SALES AT SERVICENOW

Belgian

Mandates: Board Director for the American Women's Club of Brussels ASBL (non-profit, philanthropical organization)

Jan is a strong business and people leader who has held EMEA and global General Management roles of up to 150 staff and \$400M P&L in Enterprise/Global Accounts, Partner/Alliance and Wholesale sales markets for 20+ years. She also serves on the board of a non-profit organization and is a member of both the European and Belgian

Women on Board associations.

After starting her career on Wall Street, Jan moved to the technology industry where she has been driving profitable growth, customer success and digital transformational or start-up, hyper-growth and mature multinational corporations selling innovative Telecom, IT, Cloud and Digital solutions. She also has extensive experience in risk management as well as negotiating, administering and providing governance for customer contracts. Passionate about the business case for Diversity and Inclusion (D&I) in enhancing innovation and business results, Jan has won awards for being a "change-agent" on this front, and spoken on this topic at executive forums, international conferences and the European Commission. She is also a co-author of two books on womens leadership.

Having studied and worked on 3 continents, Jan is well versed in building high performing, multi-cultural organizations, and uses her skills as a trained coach and

mentor to drive collaboration and results. She holds a Masters of Science in Management from Boston University and has lived the past 23 years in Belgium with her husband and 2 sons.



MARIE CATHERINE BOINAY | MEMBER OF IFA, FOUNDER OF FINSPOSITIVE

French

Mandates: Member of Strategic Committee of Dreamtim Blooming, Board member and Treasurer of PWN Global (Professional Women Network)

Marie-Catherine Boinay is a finance director who held over her 30 years professional life various positions in organizations and roles requiring excellence, and successfully achieved transformation projects. Having started her career with PwC audit, she joined in 1996 Danone, where she developed until September 2018 a strong expertise in finance. Interested in governance, Marie-Catherine was in July 2019 certified Board member by the French IFA. She is now building her professional career as a business angel and a non-executive board member. As a business angel, Marie-Catherine is investing and bringing support in their strategy and business plans to French start-up. She was appointed to the strategic committee of one of them. Marie-Catherine has a broad international experience, having lived and worked four years in Japan, led multi-cultural teams and sat for 3 years at the board of a Turkish mineral water company. Her ambition as a manager with a positive leadership is to grow people and organizations, promoting diversity and women's empowerment. She was elected treasurer to the board of PWN Global (Professional Women Network), a NGO federating 30 European networks and over 3,000 members and promoting gender balance.



EDOARDO CARLO PICCO | INDEPENDENT DIRECTOR

Italian

Mr. Carlo Picco is Europim's General Manager since 2004. From 2003 until now, he is business adviser for club deal and family office. Before advising, he was asset manager and general manager for an Italian bank from 1992 to 2003 in Italy, Luxembourg and Ireland.

He is also an independent Director in supervised Luxembourg entities (SICAV, RAIF, AIFM) and in commercial companies. Certified by the Institut Luxembourgeois des Administrateurs (ILA) his fields of expertise are investments funds, accounting, audit and

consulting.



ALBERTO CAVADINI | INDEPENDENT DIRECTOR & CONDUCTING OFFICER

Italian

Since October 2012 Mr. Cavadini has been working as independent director and conducting officer in the fund industry. Prior to this activity, he was general manager of a Luxembourg regulated company providing domiciliary services for SICAVs and management companies.

He began his career in 1996 in Milan as a human resources

specialist in a private bank. In 1999, he moved to Luxembourg, where he acquired twenty years of experience in the banking and financial sector as a fund specialist. He is now a consultant in the financial sector and also acts as liquidator of Luxembourg companies.

He is a certified director of the Luxembourg Institute of Directors (ILA) and member of the Luxembourg Investment Funds Association (ALFI).

He holds a BA in Business Studies from Bocconi University in Milan.



STEVEN CURFS | MEMBER OF ILA

Luxembourgish/Dutch

Steven is a Conducting Officer & Member of the Executive Committee of a CSSF authorized AIFM in Luxembourg and is a CSSF and CBI accredited director. Steven started his career as a corporate lawyer in a magic circle law firm before joining a leading global financial institution where he was co-responsible for all alternative investment products. In the last ten years he has specialized in setting-up and managing regulated entities such as management companies and service providers for large alternative investment fund groups in Luxembourg, acting as Head of the Legal & Compliance departments and as of recent as Conducting Officer, and has experience in both emerging and established markets, He acts as a Director on several regulated and unregulated entities in Luxembourg and abroad and has been an ILA certified director since 2016. He is a member of several ALCO & ALFI working groups in the field of alternative investments and has published several articles for the ALCO Bulletin, for which he also acts as an editor. Steven holds a Master of Laws from Maastricht University and a LL.M. in International Business Law from McGill University, Montréal. He also speaks eight languages: French, English, German, Dutch, Luxembourgish, Spanish, Portuguese and Italian.



DOMINIQUE DELPORTE-VERMEIREN | OWNER OF ANDO-INVESTMENT, INNOVATION & SUPERVISORY

Belgian

Mrs. Delporte-Vermeiren is an executive in international strategy & digital transformation, an international business builder, entrepreneurial PE investor and serve on various international boards as non-executive director.

She has gained her professional experience through different roles; executive line manager, non-executive board director, expert consultant, academic researcher and lecturer, entrepreneurial investor in dialogue with research centers, key customers, dealers & agents, suppliers, top management, VC & bankers, shareholders and political and societal stakeholders. Mrs. Delporte-Vermeiren has 30 years of executive experience in strategy, business building, M&A, sustainable transformation, digitization, innovation management, and female entrepreneurship in various private and public sectors. She also held several non-executive positions in various industries. Furthermore she had a solid background and experience in investment management (private equity fund & start up investment) in agri-food and smart technologies.

During her academic career, she won several case awards and published several papers over her practice-based research in Strategic & Information Innovation Management; gender diversity, female entrepreneurship, globalization & digitalization and social impact innovation.

Her career has led her to specialize in the management, transformation and governance of complex organizations and of innovative technology driven eco-systems.

She deploys her societal engagement through membership of working councils around key themes as; board diversity, (disruptive) technology innovation, social impact investment, sustainable water & energy and agri-food management, executive education and healthcare.



BRUNO FONTAINE | MEMBER OF IFA, GENERAL COUNSEL, CA-CIB

French

Bruno Fontaine is General Counsel of Crédit Agricole CIB. In this role Bruno Fontaine is responsible for leading CA-CIB legal department across the bank and in the three Regions where CA-CIB has a presence. Bruno was appointed to this position in 2009.

Previously Bruno Fontaine held the position of Head of Legal CA-CIB London. Prior to CA-CIB London, Bruno Fontaine was the General Counsel CA-CIB for Asia Pacific. Before that he held various positions at CA-CIB and Credit Lyonnais both in France and the UK and abroad. Prior to joining the Crédit Agricole Group, he was Legal adviser at Caisse des Dépôts et Consignations-A3C. Bruno Fontaine holds a DESS/DJCE degree from the Montpellier law school and received a Master of Law (LLM) from the London School of Economics and Political Science (LSE) University.



DOMINIQUE GIANNONI | MEMBER OF IFA, MEMBER OF IFA VP AT THALES

French

Mandates: Board member Joint Venture (non-executive) in India
Dominique Giannoni is currently Vice President General Manager of the Electronic Combat System Business Line of THALES, a global leader in electronics and mission critical solutions.

Until summer 2018, he held the position of Chief Executive Officer of Thales InFlyt Experience, a leading global provider of integrated IFE and Connectivity solutions, based in Southern California. Appointed to this role in 2013, Mr. Giannoni drove the business' next growth phase to become the connected inflight experience market leader and most trusted provider to our airline customers. Mr. Giannoni has held various leadership positions at Thales, focused on the military and commercial aerospace markets. He joined Thales in 2003 as head of the company's Underwater Systems business for submarines and subsequently led the Thales Military Avionics business. Prior to joining Thales, Mr. Giannoni held management positions at Capgemini in the Telecom & Media division, as well as with the French Defense Ministry.

Mr. Giannoni holds a Master of Science degree from Massachusetts Institute of Technology (MIT), an engineering degree from ENSTA ParisTech and a management degree from INSEAD. He took part in the 65th defense policy session of the Institut des Hautes Etudes de la Défense Nationale – 2012-2013 cycle.



WILLIAM GILSON | MEMBER OF ILA

Luxembourgish

Mandates: 19 mandates with 13 clients. All financial services related and all Luxembourg based.

A certified Independent Director with more than 30 years' experience in Financial Services and a member of RICS and the CFA UK. Gilson William is a former Global Head of Operations and Luxembourg Country Head at Aviva Investors as well as responsible for European Operations at Babson Capital.

He has a long experience in both Alternatives and UCITS including distribution in 30 countries and has participated in working groups on ESG with the UN Principles of Responsible Investment. He also has a significant experience in Credit, Real Estate (including RE Debt) and Infrastructure funds and their holding companies.



SERGE HARRY | MEMBER OF IFA, DEPUTY CEO AT CQS

French

Mandates: XTX Markets - London - non executive Member of the Audit Committee Serge Harry has been promoted Group Deputy CEO of CQS in January 2020, a leading multi-strategy asset manager in London, after joining CQS in June 2019 as Group CFO.

Before joining CQS, Serge was a member of the Executive Committee of the London Stock Exchange Group (LSEG) he joined in

2013, as Chief of Staff to the Group's Chief Executive Officer. Serge was also Group Coordinator of Corporate Strategy and Group Country Head for France, Benelux and Germany. He held several directorships. He

represented LSEG on the Board of Directors of LCH S.A., LSEG's France-registered clearing house. He was also Chairman of MTS France, the European electronic trading market for sovereign debt, Member of the board of Curve Global, an interest rate derivatives trading platform, and Chairman of globeSettle, the LSEG's ICSD initiative in Luxembourg. Serge has been Non-Executive Chairman of XTX Markets SAS since January 2019. He has also been Member of the Audit Committee of XTX Markets Group in London since April 2019. From 2011 to 2013, Serge was Senior Advisor to the Chief Executive Officer of LSEG. During this period, he contributed to the successful acquisition of LCH Group by LSEG. Serge also advised a leading European Bank on its strategy regarding the Euro crisis. From 2000 to 2010, Serge held various senior management positions as member of Executive Committees in the financial markets sector, including Chief Financial Officer of Euronext Group from 2000 to 2007, where he managed the IPO in 2001; Head of Strategy at NYSE Euronext Group from 2007 to 2008; and Chairman and CEO of BlueNext, the world's leading carbon credit trading exchange, from 2008 to 2010. From 1999 to 2000, Serge was Deputy Chief Executive Officer of the Paris Bourse where he prepared the merger with the Amsterdam and Brussels stock exchanges to create Euronext in 2000. Prior to that, he held various senior executive positions at Euroclear France (former SICOVAM) from 1983 to 1999, including that of CFO and General Secretary. Graduated from ISG (Paris Business School), Serge also holds a postgraduate specialisation in Banking and Finance, as well as a Master's Degree in Economics and Finance.

He is a winner of "CFO Europe Best Practice Award", granted in London by the Economist Group in March 2002.

Serge was ranked #2 of the top 10 most influential French financial executives in the City of London by eFinancialCareers in December 2016.



**ERIC MAGRINI | FOUNDER-MANAGING DIRECTOR,
EMPI ADVISORY SARL-S**

Luxembourgish

Mandates: INED Confectionnery & Foods SA (L) - top holding of PVM Group - N°3 in the world (Mondelez, Mars), INED Doctena SA (L) - Medical online booking - 6 countries - N°2 in EU (Doctolib)

Eric started his professional career as Corporate and Tax Lawyer at the Luxembourg Bar.

Since 2016, he acts as Independent non-Executive Director after more than 20 years of demonstrated international Executive leadership experience in the regulated Corporate Financial and Fund Administration Services industry (CSSF approved).

Eric essentially gained his expertise covering various international executive roles and responsibilities, such as Managing Director, Committee/Board Member/Chair and CEO of Companies operating in the Corporate and Fund Services industry held by Audit firm (KPMG), listed Bank (BGL-BNP), listed PE (shareholder together with Blackstone PE) and listed Service Company (Capita Plc, LSE100).

Eric is mainly skilled at Strategic Negotiation, business turn-around, Corporate and Fund Financial Services as well in Risk, Compliance and Corporate Governance.

Eric is Certified Independent non-Executive Director from ILA (Institut Luxembourgeois des Administrateurs) (Luxembourg), Certified in Corporate Governance from INSEAD (Fontainebleau, France) and in Fintech: Future Commerce from MIT (Boston, USA).

Eric is Luxembourgish and speaks fluent English, French, Italian, Spanish and Luxembourgish.



**JEAN-MICHEL MARY | CHAIRMAN AND CEO - BOLLHOFF
GROUP**

French

Mr. Mary has been working for industrial groups for more than 30 years, in different positions (marketing, commercial...) and different sectors (automotive, industry, high-tech...). He has been the general Manager of Bollhoff France for 15 years and he is currently a member of the board and the President of different European subsidiaries.

He first graduated with a physics and chemistry Measurement degree at the University of Reims (France) and passed then a management degree at the Valenciennes University.

Along his career he followed several trainings, among them a MBA at the Lyon Business School. He also graduated from Harvard as a PDM executive Master.

Those last years he followed a training at IFA in Paris, and graduated from INSEAD last year.



**DOMINIQUE MAUDET | MEMBER OF IFA, MANAGING
DIRECTOR OF AIRBUS DEFENCE AND SPACE**

French

Mr. Maudet is an engineer with 37 years of experience in aeronautics

and defense business in an international environment. He has been involved in various operational positions in support and services, program management, sales and marketing.

For 16 years Mr.Maudet has held Executive Vice President position in a 6 Bns turnover company. All career with Airbus. He has been chairman of Airbus Australia Pacific, Vector Aerospace.

VIRGINIA MERINI | MEMBER OF IFA, VP AT CRAY VALLEY

French

Ms.Merini is an experienced professional with a demonstrated history of working in the energy industry both in chemical products and retail, in France and abroad. She graduated from Essec Business School, and has strong skills in business administration executive and non-executive roles.



CORINNE MOLITOR | CHAIR OF THE BOARD OF DIRECTOR OF ADA INCLUSIVE FINANCE & FOUNDER OF CONNECTIVE THINKING

Luxembourgish

Mandates: Member of the Board of Directors of International Climate Finance Accelerator Luxembourg, Triodos SICAV I, Triodos II SICAV,

Ms.Molitor has more than 25 years of experience in the financial sector, a.o. related to corporate and institutional clients as well as investment funds. Passionate about impact finance, she has co-developed numerous impact sector initiatives. She co-chairs the ALFI Responsible investing committee and sits on the Board of several impact funds, inclusive finance associations as well as the ICFA-International Climate Finance Accelerator Luxembourg.

Ms.Molitor holds a Master in Business management and a Bachelor in Law from Universités de Strasbourg, France as well as a Certificate in Corporate Governance from INSEAD, Singapore.



MAROUAN NIAZY | MEMBER OF IFA, CHAIRMAN, MN CONSEILS & CO.

Swiss

Mandates: Chairman of Engie Energy Management Holding Switzerland, the Engie Infrastructure Swiss Co. holding North Stream projects - Zug. Director of SolaireDirect Global Operations Switzerland, the Engie Swiss Co. in charge of the procurement and supply of the equipment for the worldwide Engie Solar business - Lausanne.

Marouan Niazzy started his career based in Hong Kong with United Distillers before joining ENGIE in 1994 (former Compagnie de Suez) as Legal Advisor within the framework of private equity and venture capital activities. He has more than 20 years' International experience with ENGIE in leading sensitive and critical projects and experience with Davis Polk and Wardwell a New York Law firm. Special Advisor to the ENGIE Group General Secretary in 2008-2009 on specific projects post-merger Gaz de France Suez, Marouan was appointed Senior Executive, Deputy Group General Counsel, specialized in M&A, Corporate, Finance, Risks and IP. Among its global M&A and Business Development practice implemented and coordinated Group level transactions, he developed its practice in Corporate Finance and led

specific projects such as the NYSE Listing of Suez and the implementation of International employees saving plan. Throughout his career Marouan has focused on advising ENGIE's strategic development and its recent 15bn€ disposal plan. Since 2019, Marouan is a transition Manager and owner and founder of a consulting company.

He has a post-graduate diploma in Business Law and tax and a Master Juriste Conseil d'Entreprise. Admitted to the Paris Bar he is graduate in Business Law, Marketing and Management of spirits beverage Industry and holds a Degree in Economics, Business Administration and Social Sciences. He is also holds a Certificate of Anti Money Laundering issued by VQF (Swiss association for finance).



ANDREA PRENCIPE | MEMBER OF ILA, CEO

Italian

Mr.Prencipe has over 18 years of Financial Services experience in Luxembourg with relevant exposures as Executive Manager, Conducting Officer and Board Member on both regulated and unregulated Luxembourg Companies and Investment Vehicles. His experience has a special focus on setting up new business for Italian and international institutions.

He graduated from the BOCCONI University in Milan and holds a professional qualification in Risk Management in Luxembourg. He is a Certified International Director (IDP-C) at INSEAD and an ILA Certified Director.



STEPHANE RIES | MEMBER OF ILA, HEAD OF INSTITUTIONS DESK, KBL LUXEMBOURG

Luxembourgish

Mandates: European Fund Administration S.A., Luxembourg - acting as Director Acting as Chairman of the Board, Iles de Paix Luxembourg, NGO, several mandates in Luxembourg for investment funds

Since 1998, Mr.Ries has been working at KBL Luxembourg (KBL epb), currently is head of institutions Desk. Previously in 2018, he was Head of Business Development – Global Institutional & Professional

Services. Between 2015 – 2017, Head of Institutions Desk – Group Business Development. From 2007 to 2014, Head of Business Development Desk (1er Fondé de Pouvoir) - Global Investor Services Business Line – Investment Funds & Global Custody Division. He was Head of Client Relationship Management (that included business development and legal) from 2001- 2007. 1999-2001: Conseiller OPC (Institutional clients i.e. investment & pension funds).

He started his career as Customer Accounts Representative at Fidelity Investments Luxembourg S.A. in 1993. Between 1995 and 1998 he worked at Adjoint à la Direction and was International Sales & Logistics Manager, worked at ACCUMALUX S.A., Kockelscheuer Luxembourg - industrial group (injection molding). Stephane is Certified Director, ILA (Institut Luxembourgeois des Administrateurs). He holds Master in Economics - Université Catholique de Louvain (UCL), Louvain-la- Neuve European Bacalaureate - European School of Brussels.



**JOSE LUIZ RODRIGUEZ ALVAREZ | MEMBER OF ILA,
INDEPENDENT DIRECTOR, RODAL ADVISORY**

Spanish

Mandates: Non-executive Director, The Official Spanish Chamber of Commerce in Belgium and Luxembourg

Non –executive director in Several Private Equity funds in Luxembourg

Mr.Rodriguez Alvarez has been the Managing Director of BBVA LuxInvest S.A (Luxembourg) and Scaldis Finance S.A. (Belgium) for

17 years and a member of the board of BBVA’s mutual funds in Luxembourg reporting to both BBVA Asset Management business line and BBVA Accounting and Supervisors department. Previously, he was appointed as director in several banks in the Privanza network within the BBVA group in charge of the cease of the international private banking activities.

Mr.Rodriguez Alvarez holds a bachelor’s degree in International trade (EPHEC) and a Master in Economics and Social Policy (Université Mons-Hainaut). He completed an Executive Management Program at the IESE Business School in Madrid and the INSEAD International Directors Programme. In September 2019, he also completed the INSEAD requirements to be awarded the Certificate in Corporate Governance.

Mr.Rodriguez Alvarez is a member of ILA (Institut Luxembourgeois des Administrateurs) and the Vice Chairman of the Official Spanish Chamber of Commerce in Belgium and Luxembourg.



**THOMAS SEALE | MEMBER OF ILA, FOUNDER OF SEALE
ADVISORY**

Luxembourgish

Mandates: Non-Executive for 7 investment funds or management companies

Thomas Seale is an Independent Director for the asset management, banking and insurance industries. Before that, he was CEO of

European Fund Administration (EFA) from 1997 until 2017. EFA is a leading independent provider of fund administration services to third parties in Luxembourg.

Thomas has been an active member of the European and Luxembourg fund industries, having served on the Board of the Association for the Luxembourg Fund Industry since 2001. He was elected Chairman of ALFI in 2003 and served the maximum two terms until 2007, when he became Vice Chairman, serving four years. He was a member of the Comité OPC of the CSSF from 2003 until 2016, and is currently a member of the CSSF GFI (Asset Management) Committee.

He was Chairman of LuxFLAG (Luxembourg Fund Labelling Agency) from 2012 to 2019. Before EFA, he was Managing Director and Country Corporate Officer for Citibank Luxembourg. Thomas holds an MA in Economics and an MBA from the University of California at Los Angeles. He received his BA in Economics from the University of California at Santa Cruz and he spent a year studying abroad at St. Andrews University in Scotland. He completed the INSEAD International Directors Program and sits on the board of the INSEAD Directors Network (IDN). He is certified as an independent director from the Luxembourg Directors Institute (ILA) and co- teaches an ILA course entitled "Integrity in the Boardroom. With his wife and three children, he founded a family olive oil business in 2010, which produces Extra Virgin Olive Oil on their farm in Provence. The oil won a Gold Medal at the 2019 French Agricultural Fair.



RENALD WAUTHIER | VP FRANCE & LUXEMBOURG, CTG LUXEMBOURG PSF SA

Belgian

Mandates: Kwalyo SA, 5 persons, Steinfort, non-executive CTG IT solutions SA, 220 persons, Bertrange, non-executive

Rénald Wauthier is Vice-President France and Luxembourg and board member for CTG IT solutions SA. He is also a board member of Kwalyo

SA. In 2000, he became Managing Director CTG Luxembourg, position he still holds today.

Rénald Wauthier is also CTG European Sales Director since 2005. He has a wide range of experience in banking sector, government industry as well as the European institutions. From October 2014 to May 2015, he was ad interim Europe Operations Director. He earned his industrial engineer degree from Industrial Engineer school Arlon in 1991 and a Post Graduate Degree in Accounting and Accounting software from Industrial and Commercial school Arlon in 1994.

He followed in 2016 the training 'Director Effectiveness" and in 2017 the training 'Board Effectiveness' from Guberna Institute in Belgium. He became a certified Director in September 2017.

CTG Luxembourg PSF has currently 400 employees and CTG IT Solutions 250 employees. Altogether, with 650 employees, CTG is ranked N° 3 in Luxembourg by Statec. The turnover of both companies is +/- 70 millions €. CTG Luxembourg PSF offers IT services mainly to financial sector, government (CTIE) and telecom. CTG IT Solutions is a company dedicated to the business with the European institutions. Softcompany is located in Paris and counts 220 people.