

Financial institutions
Energy
Infrastructure, mining and commodities
Transport
Technology and innovation
Life sciences and healthcare

 **NORTON ROSE FULBRIGHT**

Learning and Development

Open, customised and online learning
and development programmes for clients

January to April 2018



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Introduction to our London programme

Welcome to the spring edition of our client training programme

We would be delighted to welcome you to one of our popular industry academies and briefings, providing insight into and knowledge of key market sectors. We hope you will be able to join us.

Highlights of our programme include

Brexit

2018 will be an important year in terms of shaping the UK's exit from the European Union. In January, we will look at it from two perspectives

- On the regulatory side, 2018 is set to bring about a number of reforms at a national, European and international level. Against this background of continuing regulatory reform, we consider the implications added by a further layer of complexity from the ongoing Brexit negotiations
- On the corporate side, multinational businesses are faced with a number of difficult choices – what contingency plans need to be in place to minimise risk and future proof business plans?

Artificial intelligence

We are delighted to have Professor Peter McBurney, Professor of Computer Science at Kings College, with us in a consultancy capacity. In this session, Professor McBurney and our team of industry experts will look at some of the legal and ethical implications of AI and consider how new technologies will impact the future world of work.

Shipbuilding academy

This quarter we are focussing on the shipping industry; these sessions will be of particular interest to shipowners, P&I clubs, lenders and insurers. In a series of sessions, we take a look at legal developments, key contractual issues, disputes and the increasing emphasis on human rights as part of the environmental, social and governance agenda.

In-house legal forum

Our regular in-house legal forum will take place in March, aimed at legal and compliance teams across all industry sectors. In addition to updates on key legal and regulatory issues, there will be an opportunity to network with peers over lunch.

Legal academies

Our popular Employment and Banking Academies continue – these sessions are aimed at more junior members of in-house legal teams, with a view to providing a broad overview of key legal issues and some practical tips.

Webinars

We also have a number of training sessions which are available online: see our regular series of 40 minute briefings on regulatory matters and aviation finance.

Our practice based training will help you stay up to date with recent developments and market practice in the following areas

Banking	Contract	Financial Services	Tax
Competition	Disputes	Pensions	Transport
Corporate	Employment	Real Estate	

Further legal training topics

The list of training topics in this brochure represents a selection of the extensive training we offer to clients. We regularly update our learning and development programme to reflect current hot topics. A full list can be found on our website at www.nortonrosefulbright.com/uk/knowledge/events/. All of these sessions can be booked online.

Webinars

A number of the legal sessions in this programme are available as webinars. Please contact Gina Whellams if you wish to register for a webinar.

Event recording

Many of these sessions are recorded. Please contact Gina Whellams if you wish to access the recording following the event.

Speakers

Short biographies for the speakers are set out at the back of this programme. Speakers are from Norton Rose Fulbright unless otherwise indicated.

SRA continuing competence/continuing professional development

From November 1, 2016 the Solicitors Regulation Authority (SRA) require all solicitors holding an SRA practising certificate and all registered European lawyers practising in the UK to comply with the new continuing competence regime. Each training session addresses the development of one or more of the competency elements set out in the SRA Competence Statement.

In accordance with the SRA changes, our training no longer carries an accredited status. Most sessions will also qualify for professional development purposes for a number of professional bodies. Please contact your professional body for advice on whether the relevant session qualifies.

Awards and accolades

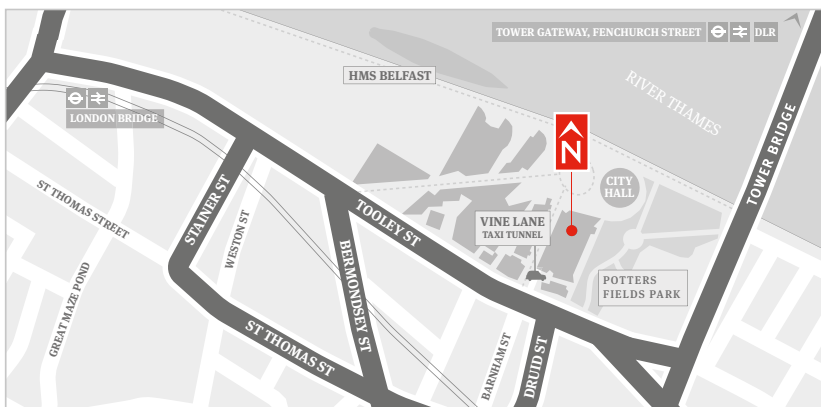
We are proud of the external recognition we have gained through the awards we have won around the world.

Awarding body	Award	Year	
Managing partners' forum	<i>Winner</i> Best collaboration across the management team <i>Winner</i> Best performing legal brand	2015	
Training journal	Learning and development team of the year (Bronze award)	2014	
The law society	<i>Winner</i> Excellence in learning and development	2013	
Training journal	Best leadership development programme (Silver award) Best commercial programme (Silver award)	2013	

Location

Sessions will be held at our London offices at 3 More London Riverside, London SE1 2AQ

We look forward to welcoming you to More London.



Contacts

Due to the popularity of our training events, advance booking is required.

For any queries regarding legal sessions, contact

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and online learning programmes, contact**

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Schedule

Aviation finance	
Thursday January 18 09.30 – 10.15 Webinar	Essentials of aircraft finance
Thursday February 8 09.30 – 10.15 Webinar	Different leasing structures
Tuesday April 24 09.30 – 10.15 Webinar	Single purpose companies
Banking	
Monday March 5 to Thursday March 8 09.30 – 17.30 More London	Banking Academy
Corporate	
Thursday January 18 09.00 – 10.30 More London	Avoid the “cliff edge”: developing Brexit contingency plans
Wednesday January 31 08.30 – 09.30 More London	Deal trends in public M&A during 2017
Tuesday March 13 08.30 – 12.30 More London	In-house legal forum
Employment	
Tuesday February 6 12.45 – 13.45 More London	Family friendly rights Employment academy
Tuesday February 20 13.00 – 14.00 Webinar	Employment hot topics
Wednesday March 7 17.30 – 19.00 More London	Artificial intelligence and the future of work

<p>Tuesday April 17 13.00 – 14.00 Webinar</p>	<p>Employment hot topics</p>
<p>Tuesday April 24 12.45 – 13.45 More London</p>	<p>Settlement agreements Employment academy</p>
<p>Financial services</p>	
<p>Wednesday January 10 08.45 – 09.30 More London</p>	<p>Brexit and beyond 40 minute briefing</p>
<p>Pensions</p>	
<p>Wednesday January 31 08.45 – 9.30 More London</p>	<p>Pensions hot topics</p>
<p>Wednesday April 25 08.45 – 9.30 More London</p>	<p>Pensions hot topics</p>
<p>Shipping</p>	
<p>Wednesday January 31 13.00 – 14.00 More London and Webinar</p>	<p>Round up on recent shipping cases</p>
<p>Wednesday February 14 13.00 – 14.00 More London and Webinar</p>	<p>Negotiating and managing shipbuilding contracts Shipbuilding academy</p>
<p>Wednesday March 28 13.00 – 14.00 More London and Webinar</p>	<p>Pre-delivery disputes Shipbuilding academy</p>
<p>Thursday April 12 13.00 – 14.00 More London and Webinar</p>	<p>The Modern Slavery Act 2015 and human rights in the shipping industry</p>

Legal training

If you require any adjustments for you to participate fully in any of the sessions listed below, or have any dietary requirements please contact Gina Whellams gina.whelams@nortonrosefulbright.com.

Wednesday January 10
08.45 – 09.30
More London

Brexit and beyond | 40 minute briefing
**Various speakers from the Norton Rose Fulbright
Financial Services team**

Without doubt 2018 will be an important regulatory year. At the international level the Basel Committee on Banking Supervision expects its members to apply on January 1 the net stable funding ratio as a minimum standard and the leverage ratio as a Pillar 1 minimum requirement. At the EU level a number of key EU reforms – MiFID II, PRIIPs Regulation, PSD2 and Benchmarks Regulation – go live. Closer to home, a number of UK reforms go live including the amendment to the definition of financial advice for financial services firms and the extension of the senior managers’ regime to all financial services firms. Against the background of continuing regulatory reform, a further layer of complexity is added by the Brexit negotiations.

- Latest thinking on Brexit
- The hot international regulatory topics for 2018
- The hot EU regulatory topics for 2018
- The PRA’s and FCA’s agenda for 2018

Registration and breakfast from 08.30, the seminar commences at 08.45

Thursday January 18
09.00 – 10.30
More London

Avoid the “cliff edge”: developing Brexit contingency plans
Milagros Miranda Rojas – Consultant

Multinational corporate legal and compliance leaders will discuss their approaches in response to these questions

- What plans should businesses make for any transitional or implementation period?
- When is “zero hour” for implementing Brexit contingency plans?
- What are the weighted risks of each potential Brexit outcome by industry sector, and how do they affect future trade?
- What are the real implications of a “no deal” Brexit?

Registration and breakfast from 08.30, the seminar commences at 09.00

Thursday January 18

09.30 – 10.15

Webinar

Essentials of aircraft finance | Aviation finance webinar

Kenneth Gray – Consultant

To commence our aviation finance webinar series, we discuss the essentials of aircraft finance, specifically

- Introduction – what makes aircraft so different
- The state of the market
- Operating and finance leases
- Quiet enjoyment
- Default
- Maintenance of value
- Liens
- Registration

Registration closes at 16.00 (London time) on Monday January 15

Wednesday January 31

08.30 – 09.30

More London

Deal trends in public M&A during 2017

Paul Whitelock – Partner, Fiona Millington – Partner

At this breakfast briefing we will be discussing takeover activity in the UK during 2017 and the outlook for 2018. Areas covered will include key themes and trends, high profile transactions and Takeover Panel consultations and Code changes

Registration and breakfast from 08.15, the seminar commences at 08.30

Wednesday January 31

08.45 – 09.30

More London

Pensions hot topics

Ed Hunnisett – Of Counsel

This session will provide you with an update on the latest key pensions developments which will impact your business

Registration and breakfast from 08.30, the seminar commences at 08.45

Wednesday January 31

13.00 – 14.00

More London and Webinar

Round up on recent shipping cases

**Emma Burrage – Senior Associate,
Elizabeth McArthur – Associate**

This seminar will provide an overview of a number of recent shipping cases and analysis of the approach taken by the English court when considering various contractual provisions, such as payment obligations and performance warranties

Registration and lunch from 12.30, the seminar commences at 13.00

Tuesday February 6
12.45 – 13.45
More London

Family friendly rights | Employment academy
Claire Darbourne – Senior Knowledge Lawyer,
Amanda Sanders – Senior Knowledge Lawyer

The Employment Law Academy is aimed at less experienced in-house employment lawyers and HR professionals and the aim is to go through well-known employment law documents and processes to ensure attendees understand the significance of all of their provisions and steps. The session is relaxed and informal in a small group.

Registration and lunch from 12.00, the seminar commences at 12.45

Thursday February 8
09.30 – 10.15
Webinar

Different leasing structures | Aviation finance webinar
Kenneth Gray – Consultant

Continuing our aviation finance series, we explore different leasing structure, discussing

- Operating leases vs finance leases
- Synthetic operating leases
- The impact of IFRS 16
- Wet leases
- Tax leases
- Islamic leases

Registration closes at 16.00 (London time) on Monday February 5

Wednesday February 14
13.00 – 14.00
More London and Webinar

Negotiating and managing shipbuilding contracts | Shipbuilding academy
Marie Kelly – Partner

Our Shipbuilding Academy comprises a series of lunchtime sessions exploring a range of key business and legal issues in relation to a shipbuilding contract, from the point of view of the buyer.

This Academy will be of particular interest and benefit to shipowners, P&I clubs and insurers.

In this session we will consider

- The main provisions of a typical shipbuilding contract (based on the SAJ Form)
- Key points on the regulation of the construction of the vessel
- Dealing with the design risk
- Issues associated with subcontracting and supervision, delivery, liquidated damages, rescission, novation and assignment, dispute resolution and refund guarantees

Registration and lunch from 12.30, the seminar commences at 13.00

Tuesday February 20
13.00 – 14.00
Webinar

Employment hot topics
**Various speakers from the Norton Rose Fulbright
Employment team**

This session will provide you with an update on the latest key employment law developments which will impact your business including

- The impact of recent case law
- What developments to expect in employment law over the coming months

The sessions are aimed at in house counsel, in house employment lawyers and HR professionals

The seminar commences at 13.00

**Monday March 5 to
Thursday March 8**
09.30 – 17.30
More London

Banking academy
**Various speakers form the Norton Rose Fulbright
banking team**

The Banking Academy is designed for our junior finance lawyers and those of our banking clients interested in a greater understanding of LMA style facility agreements and associated key debt finance legal topics.

Please note that delegates should attend the full four days as the sessions are not standalone but build upon earlier sessions.

- March 5«| 10.00 – 17.00
- March 6«| 09.30 – 17.30
- March 7«| 09.30 – 17.30
- March 8 «| 09.30 – 17.00

Registration by Thursday March 1

Wednesday March 7
17.30 – 19.00
More London

Artificial intelligence and the future of work
**Professor Peter McBurney – Professor of computer
science at King’s College, Michael Sinclair – Consultant,
Paul Griffin – Partner, and industry panellists**

This session will provide you with an insight into the latest developments in Artificial Intelligence, including

- An introduction from Professor Peter McBurney, the Professor of Computer Science at King’s College, London
- A discussion of the key ethical-legal issues
- The impact of AI on the workplace and the future world of work

The session will include a panel discussion with industry representatives

Registration from 17.00, the seminar commences at 17.30, followed by refreshments

<p>Tuesday March 13 08.30 – 12.30 More London</p>	<p>In-house legal forum Various speakers from the Norton Rose Fulbright Corporate team</p> <p>The forum is aimed at in-house and compliance teams across all industry sectors and will be followed by a networking lunch with members of the Norton Rose Fulbright team</p> <p><i>Registration and breakfast from 08.00, seminar commences at 08.30, followed by lunch at 12.30</i></p>
<p>Wednesday March 28 13.00 – 14.00 More London</p>	<p>Pre-delivery disputes Shipbuilding academy Marie Kelly – Partner</p> <p>Our Shipbuilding Academy comprises a series of lunchtime sessions exploring a range of key business and legal issues in relation to a shipbuilding contract, from the point of view of the buyer.</p> <p>This Academy will be of particular interest and benefit to shipowners, P&I clubs and insurers.</p> <p>In this session we will consider</p> <ul style="list-style-type: none"> • Dealing with common pre-delivery disputes, including subcontracting, quality issues and supervision • Importance of the timing of the dispute • Termination for repudiatory breach • Expedited arbitration procedure <p><i>Registration and lunch from 12.30, the seminar commences at 13.00</i></p>
<p>Thursday April 12 13.00 – 14.00 More London and Webinar</p>	<p>The Modern Slavery Act 2015 and human rights in the shipping industry Milana Chamberlain – Partner, Marie Kelly – Partner</p> <p>This seminar will present a sector-specific view on the increasing emphasis of human rights as part of the environmental, social and governance (ESG) agenda in shipping firms, their investors, lenders and insurers.</p> <p>It will consider</p> <ul style="list-style-type: none"> • The broad spectrum of human rights at risk in the shipping industry • The Modern Slavery Act 2015 • Current human rights situation in this global business • Ways forward to achieve substantive results in a cost and resources-effective way <p><i>Registration and lunch from 12.30, the seminar commences at 13.00</i></p>

Tuesday April 17
13.00 – 14.00
Webinar

Employment hot topics
Various speakers from the Norton Rose Fulbright
Employment team

This session will provide you with an update on the latest key employment law developments which will impact your business including

- The impact of recent case law
- What developments to expect in employment law over the coming months

The sessions are aimed at in-house counsel, in-house employment lawyers and HR professionals

The seminar commences at 13.00

Tuesday April 24
09.30 – 10.15
Webinar

Single purpose companies | Aviation finance webinars
Kenneth Gray – Consultant

Aimed at bankers, airlines and lessors at all levels of experience within the industry, our aviation finance series considers single purpose companies, exploring:

- When do we use them?
- SPCs and anti-avoidance measures
- Different types of SPV: orphan trusts, subsidiaries, partnerships
- Bankruptcy proofing an SPV

Registration closes at 16.00 (London time) on Thursday April 19

Tuesday April 24
12.45 – 13.45
More London

Settlement agreements | Employment academy
Claire Darbourne – Senior Knowledge Lawyer,
Amanda Sanders – Senior Knowledge Lawyer

This session will look at the terms to be included in a settlement agreement and how an employer can negotiate terms of settlement.

The Employment Law Academy is aimed at less experienced in-house employment lawyers and HR professionals and the aim is to go through well-known employment law documents and processes to ensure attendees understand the significance of all of their provisions and steps. The session is relaxed and informal in a small group.

Registration and lunch from 12.00, the seminar commences at 12.45

Wednesday April 25
08.45 – 09.30
More London

Pensions hot topics
Peter Ford – Partner

This session will provide you with an update on the latest key pensions developments which will impact your business

Registration and breakfast from 08.30, the seminar commences at 08.45

Personal development and business skills sessions

We offer a range of personal development and business skills sessions tailored for legal, non-legal and open audiences. These sessions are delivered by our award winning in-house Learning and Development Team or our expertly chosen external consultants as listed.

Taking place this quarter are both recently launched and newly designed sessions. To register your interest and book a place, please visit our website www.nortonrosefulbright.com/uk/knowledge/events.

If you require any adjustments for you to participate fully in any of our sessions please contact Francesca Whitehouse on client.training@nortonrosefulbright.com. Delegates should arrive 15 minutes before the start of the session to allow time for registration. Light snacks will be provided.

<p>Tuesday January 29 11.00 – 12.30 More London Legal</p>	<p>Write effective emails Learning and development manager</p> <p>Think about the emails you receive and write every day. How effective are they? Do they get the right results? We will look at how you can improve the quality of your email communications so that you achieve the outcomes you want.</p> <p>We will cover tone, style, eliminating superfluous words, using structure and layout to support your message and tailoring your message to suit your audience.</p>
<p>Tuesday January 29 14.00 – 16.30 More London Non-Legal</p>	<p>Energise your time at work Learning and development manager</p> <p>Time is a precious commodity which needs to be used wisely. The key to this is being cogent about how you currently spend your time and making changes so that you spend time on those things that achieve your business and social goals. We will look at how to focus, plan and prioritise appropriately so that you get more things done in the time you have.</p>
<p>Friday February 2 10.00 – 13.00 Open</p>	<p>Make an impact with your voice Alec Wilson – Consultant</p> <p>What does your voice say about you? Do you speak “to” or “at” your listeners? Do you sound interesting and interested? Can you keep your voice calm and controlled in various business speaking situations?</p>
<p>Friday February 2 14.00 – 17.00 Open</p>	<p>This workshop examines how to find your assertive voice, control your nerves and speak with clarity, conviction and confidence.</p>

Monday February 12

10.30 – 12.00

More London

Open

How to be a go to delegatee

Learning and development manager

Delegation is critical to successful organisations. It fosters trust, boosts morale, promotes high productivity and efficiency, and generates a culture of enthusiasm, innovation, creativity, cooperation and openness.

As a delegatee, managing the way you receive and agree to do delegated tasks is one of the central skills of ‘managing upwards’. A successful delegatee inspires credibility, delivers output at a high quality and has a successful brand in the organisation. This course explores the competencies of a successful delegatee.

Monday February 12

13.00 – 15.30

More London

Open

Self confidence

Learning and development manager

When we feel confident we tend to radiate positive energy, but the truth is that we all have an area where we feel less confident. These bouts of insecurity can have an impact on your performance, no one is immune to them, but they don’t have to hold you back.

We will explore how you can build and portray a more confident approach, and give you strategies that will help you develop.

Tuesday February 13

14.00 – 16.30

More London

Open

Learned optimism

Learning and development manager

Some people have by nature an optimistic disposition but anyone can learn to optimise their optimism. This is desirable because research has shown optimistic people achieve more, have better overall health and are likely to be more resilient.

We will help you assess your optimism levels and provide you with tools and techniques to show you how you can learn to be more optimistic.

Friday March 16

10.00 – 12.30

More London

Legal

Delegating, supervising and delivering feedback

The role of the manager\supervisor is to get things done through others. In this capacity the ability to motivate, delegate and provide feedback are essential parts of the manager\supervisor’s toolkit.

We will provide you with the knowledge, skills, tools and techniques to do this effectively.

Monday March 19

13.30 – 16.30

More London

Open

Presentation skills for beginners

Learning and development manager

Face your presentation fears by experiencing a practical presentation lab that will allow you to experiment with your verbal and non-verbal communication skills.

Be prepared to practise in the session, uncover where you feel nervousness, understand what you already do well and identify what you need to do to improve your core presentation skills.

This is the prequel to “Be an outstanding presenter”, our tried and tested presentation skills building session.

<p>Thursday March 29 10.00 – 12.30 More London Legal</p>	<p>Persuade and influence for success Learning and development manager</p> <p>Getting things done in challenging, fast moving organisations requires well-honed persuading and influencing skills.</p> <p>We will provide you with persuasion tools and techniques that work and show you how to use them to maximise the chances of getting what you want.</p>
<p>Tuesday April 10 13.30 – 16.00 More London Non-Legal</p>	<p>Managing your manager Learning and development manager</p> <p>People often report to more than one manager. These relationships play a crucial role in their ability to get things done at work. Understanding how best to work with those to whom you report, for example, adapting your communication style can have a material impact on your success.</p>
<p>Thursday April 19 10.00 – 12.30 More London Legal</p>	<p>We will discuss both the rationale behind upward management and the steps you can take to become more effective at it.</p>
<p>Wednesday April 11 13.00 – 15.30 More London</p>	<p>Be an outstanding presenter Learning and development manager</p> <p>Great presenters inform, persuade, inspire and entertain. Few people are natural presenters. However, everyone can learn how to plan and structure presentations and use techniques which can help them present well.</p> <p>We will help you understand how to create the right impact, engage your audience and appear confident. You will also have the opportunity to practise presenting and receive feedback in a supportive environment.</p>
<p>Tuesday April 17 13.30 – 16.00 More London Legal</p>	<p>Take control of difficult situations Learning and development manager</p> <p>Difficult situations are a fact of life. How we handle them determines whether a misunderstanding is resolved or escalates into conflict. We will consider the importance of recognising and dealing with difficult situations early and provide you with a structure you can use to resolve them.</p>
<p>Wednesday April 25 13.30 – 16.00 More London Non-Legal</p>	<p>Personal brand Learning and development manager</p> <p>Personal brand is a promise. It helps people know what to expect from you when you interact with them. Developing and actively managing your personal brand will make a big difference to your professional success. We will look at the nature of brand and the ways in which you can develop and enhance your own.</p>

Tailored legal learning and development

We can offer a wide range of bespoke legal training across many practice areas. The list below covers a selection of some of the legal topics we can tailor to your requirements.

01 | **Antitrust and competition**

EU (and UK) competition law compliance

The prohibition on restrictive agreements; the prohibition on abuse of a dominant position; the merger control regime; the State aid rules.

Sector-specific

The application of the competition law and regulatory regimes in the utilities sectors (water, gas, electricity, telecommunications, rail); competition law in the shipping or air transport sectors.

02 | **Banking and finance**

Loan agreements

Facility types; representations and undertakings; default; transfer; market disruption and/or lender insolvency; agency arrangements; legal opinions – what they cover and why; FATCA and facility agreements; drafting for specific hot topics (e.g. sanctions risk).

Security

Creation and structuring of security; priority of security; enforcement of security; security over particular types of asset (such as ships and aircraft, contracts, cash, shares); floating charges; guarantees; set-off and netting; subordination.

Insolvency

Types of insolvency procedures; administration and receivership; the effect of insolvencies on secured creditors (including moratorium and clawback and the problems of floating charges); priority of claims in an insolvency; directors' duties and wrongful trading.

Cross-border issues

Contractual issues and governing law; cross-border security issues; cross-border insolvency issues.

Disputes

Introduction to insolvency litigation; default and counterparty insolvency; enforcement of material adverse change clauses; insolvency clawback actions; mis-selling claims; default and insolvency; information requests and orders.

Interpretation of contracts

The meaning of commonly used contract words such as 'term', 'party', 'termination', 'breach'; agency issues; cross-border corporate, contract and property issues.

Ten cases every in-house counsel should know

A survey of ten important recent cases, drawing out strategic considerations, risk areas and practice points.

03 | Capital markets

Securitisation

Different securitisation structures; industry trends; covered bonds; risk retention; transaction documentation; servicing and cash management.

Derivatives

Swap structures; International Swap Derivatives Association documentation; EMIR and other legislation.

Debt capital markets

Structuring; documentation; industry trends; project bonds and disclosure requirements.

Credit risk mitigation

Credit risk mitigation techniques; guarantees and implications of regulatory capital regulation.

Regulatory capital

Introduction to regulatory capital; capital adequacy; changes arising under Basel III/CRD4; risk retention and implications for securitisations.

04 | Contractual interpretation

Interpretation of contracts; the meaning of commonly used contract words such as 'term', 'party', 'termination', 'breach'; agency issues; cross-border corporate, contract and property issues.

05 | Corporate, M&A and securities

Public M&A

Introduction to public M&A in the UK; secrecy and Rule 2 of the Takeover Code; structuring your bid (including managing execution risk, introducing non-cash consideration, and a comparison of contractual offers v schemes of arrangement); cash confirmations; common pitfalls for financial advisers; hostile and competitive bids.

Private M&A

The share purchase agreement; key financial provisions in the sale agreement (completion accounts, locked box structures, retention accounts/escrow mechanisms and deferred consideration/earn outs); tactics and process for conducting a successful transaction – both auction sales and bilateral transactions; bribery and corruption issues in the context of private M&A.

Joint ventures

Structuring considerations; funding issues, minority protection; governance and conflicts of interest; risk allocation and due diligence (including bribery and corruption issues); deadlock and termination.

Equity capital markets

The IPO process for the Official List/AIM; placings and other secondary offerings; the Market Abuse Regulation – key points for Official List/AIM issuers; sponsor obligations under the Listing Rules; significant and related party transactions by Premium Listed companies.

Corporate governance and corporate law

Planning your AGM; corporate governance developments; overview of directors' duties under the Companies Act; reviewing your annual report.

06 | **Dispute resolution**

General dispute resolution

Contract – back to basics; privilege; jurisdiction and cross-border enforcement; drafting dispute resolution clauses; witness familiarisation; litigation funding; settlement; asset tracing; burnt by the boilerplate (this session looks at a number of boilerplate clauses and offers guidance on their use); enforcing monetary judgments; everything you need to know about injunctions.

Risk management

Document retention and disposal policies; fraud – crisis management case study; export controls and sanctions.

English court procedure

Introduction to the English civil litigation process; the Jackson reforms and their implementation; electronic disclosure; part 36 offers; interim applications; collective redress – group litigation orders and representative actions.

International arbitration

Introduction to international arbitration; enforcement of arbitral awards; drafting effective arbitration clauses; BITs and MITs – an introduction to the protection offered by investment treaties and how to take advantage of them; introduction to shipping arbitration; arbitration which institution?

Intellectual property

Introduction to principle IP rights most relevant to the energy sector; IP issues in M&A and joint venture transactions; what to do when Patent Trolls come knocking; the Secret to protecting Trade Secret.

Alternative Dispute Resolution (ADR)

Introduction to ADR; mediation workshop; negotiation training for mediation.

Regulation and investigations

Handling cross-border government and regulatory investigations; implementing and managing compliance programmes; conducting effective internal investigations; protecting privilege in the context of multi-jurisdictional investigations; handling data protection issues in international investigations; co-ordinating cross-border negotiations and settlements with multiple regulators; conducting effective risk assessment; handling whistleblowing allegations and related proceedings; dawn raids – an overview; how does a criminal prosecutor build a case; recent developments in anti-bribery and corruption – UK.

Ten cases every in-house counsel should know

A survey of ten important recent cases, drawing out strategic considerations, risk areas and practice points.

07 | **Employment**

Poaching – how not to break the yolk

Advice on moving a team lawfully; duties owed by employees and notice periods and restrictive covenants.

Family matters

A review of the new system of shared parental leave and shared parental pay. How does this tie in with current leave entitlements? We will also consider the extension of the right to request flexible working and how employers should prioritise conflicting requests.

Collective consultation and redundancies

When does your obligation to consult arise?; what does consultation entail?; what are the effects of failure to consult?; recent changes to the law.

Trouble at the top

How to handle executive terminations including assessing the damages a company could be liable for and the terms of any settlement. We will also consider particular issues involving directors and shareholder approval.

Managing change

The HR aspects of outsourcing; the effects of TUPE 2006 (as amended); the terms of the outsourcing agreement, and information and consultation; and harmonising terms and conditions.

08 | **Employee incentives and executive compensation**

Rolling out global employee share plans. Directors' Remuneration Policies: investor guidelines and executive share plans.

09 | **Financial services**

Internal and FCA investigations; FCA enforcement process and recent developments; senior executive liability; FCA document requests and protecting privilege; handling section 166 investigations; market abuse and insider trading.

10 | **Pensions**

Corporate transactions

Pensions issues for employers, including TUPE transfer questions.

The automatic enrolment regime

Issues for employers and trustees.

The Pensions Ombudsman's changing approach

Examination of jurisdiction issues and the decision-making process.

Trust law basics

Pensions issues for trustees, including appointment, removal and retirement.

The Pensions regulator

Recent statements and guidance.

11 | Real estate

Commercial real estate

Commercial v residential investment; corporate v asset acquisitions; issues and risks in property development; overview of investing in England and Wales; negotiating business leases; real estate joint ventures; relocating HQ premises – key considerations; taking security over land.

Litigation and enforcement

Dilapidations; landlord and tenant insolvency issues; landlord and tenant update; negligent valuations; residential tenants' rights; rights to light.

Planning

Compulsory purchase; current developments in planning law; highways; introduction to planning law; listed buildings and conservation; real estate planning risks; sustainable development; use classes explained.

Environment

Environmental risks for real estate; contaminated land/remediation; environmental impact assessments; environmental insurance; flooding issues; handling pollution incidents; 'green' real estate issues; mandatory reporting requirements.

Health and safety

Fatal accidents and incidents in the workplace; corporate manslaughter; managing health and safety risks; working with contractors; asbestos and occupier's liability; product liability and food law.

12 | Tax

Corporation tax

Key tax issues in M&A; permanent establishment and branch taxation; international developments (including BEPS and double tax treaties); transfer pricing; Finance Bill 2018 developments.

VAT

Key issues for VAT groups; VAT issues on corporate, financing and real estate transactions; developments in case law.

Compliance transparency; investigations

International developments in tax transparency; HMRC powers and penalties; the corporate offence of failing to prevent facilitation of tax evasion, disclosure to tax authorities, risk management.

Tax dispute resolution

Assessing your position, collaborative dispute resolution, case management.

If you are interested in any of the legal topics above, please speak to your usual contact or to Amanda Stoner, Global head of client products and legal training.



Amanda Stoner

Global head of client products and legal training

Tel +44 20 7444 2964

amanda.stoner@nortonrosefulbright.com

Personal development and business skills learning and development

We can deliver professional development and business skills courses tailored to your specific needs. The list below gives a flavour of the courses we have designed and delivered for clients recently.

These courses can be provided to staff at all levels with the exception of those with an * against them which are aimed at middle managers.



Be an outstanding presenter

Presentations have the power to inform, inspire, motivate, sell and entertain but only if done well. Few people are natural presenters. As a result, when asked to give a presentation, many avoid or decline doing so. Others just take a big breath and focus on preparing a stack of slides to take the audience through. With a few exceptions, audiences are not overly impressed by this. Fortunately, it does not have to be like that. With a proper planning and structuring template, guidance on body language, use of voice, techniques for controlling nerves and of course practise, you can become an outstanding presenter.



Building your cultural competency

Working in global organisations and across borders brings its joys and, if working with people from other cultures without the appropriate knowledge and skills, its challenges. In particular there can be issues with the way people communicate, make decisions, test ideas, evaluate/assess proposals, lead and persuade. However, such challenges are surmountable with the right knowledge and skills. Effectively deployed, they can help you break down barriers, build mutual trust and reach common ground so that you work more harmoniously and productively with others to achieve common goals.



Controlling unconscious bias

Is there anyone at work who does not want to be given the job that they are qualified for; be treated with respect when they get that job; feel comfortable in their own skin in the office sharing aspects of their home life without fear of disapproval; and progress up the ladder of seniority at a pace and to a level commensurate with their ability? No, we all want that. We do not always get it however and that is one of the reasons why diversity and inclusion policies exist. Nonetheless, such policies are unlikely to achieve their objectives if we fail to identify and actively control/manage the biases we all have which often undermine the good intentions behind such strategies.



Delegating, supervising and delivering feedback *

The role of the manager/supervisor is to get things done with and through others. In order to achieve that goal the delegator needs to feel confident that the work produced will be of the right quality. Having a model which can help you identify the appropriate delegatee, along with advice on how to give instructions and feedback, can make a material difference to your success with delegation.



Energise your time at work

One hundred and sixty eight hours per week – that is the amount of time we each have to achieve our goals. Some of us use the time we have well while others find that time just runs away from them. In acute cases the time problem may result in one or more of the following: sub par performance, lateness, impatience and lack of energy. In truth, time is a very precious commodity which needs to be used wisely. Start by being cogent about how you currently spend your time, then make changes so that you carve out and devote most time to those things that achieve your business and social goals.



Flexing your communication style to get results

Effective communication is the lifeblood of personal and organisational success. However, communicating with others is not always easy because of differences in the way we do this. Typically, we find it easier and more comfortable to converse with someone who communicates in the same or a similar manner to us – particularly in terms of pace, tone etc. Being able to identify difference(s) in conversational style and content and by adapting your own approach in order to better connect with others can help improve results. In particular this may involve actions such as more effective listening, talking faster, not interrupting or being more planned and structured.



Learned optimism

Adversity is a fact of life and people differ in their responses to it. Some simply give up and may even become anxious or stressed. Others regard adversity as a setback to be overcome. They may be described as pessimists and optimists respectively. Which are you? Research over the last 20 years has demonstrated how optimism can help improve work performance and reduce depression. It has also shown that you can, using some quite simple techniques and regular practise, forge a path to greater happiness via learned optimism.



Managing your manager

Most people at work have a manager. Some, such as those working in matrix organisations, have more than one. Your manager(s) is/are important because they probably have the biggest impact on your day to day life at work. The relationship between you also plays a crucial role in your, and to some extent, their success. In fact you are more likely to operate in ways that garner the best results if you know and understand what your manager(s) want and need from you.



Personal brand

Your personal brand is a promise. It helps people know what to expect from you when you interact with them. What's your brand? Are you happy with it? If not, what have you done about it? Similar to commercial brand, personal brand needs to be managed. The first step in the process is to consciously design your brand. Then you need to sell it actively and manage it. Doing this will make a positive difference to your reputation and professional success.



Persuade and influence for success *

Getting things done and achieving your goals relies on well-honed persuading and influencing skills. In particular you need to know exactly what you want and to understand some of the basic psychological principles which affect the way people operate. This does not happen by accident. Having the right tools and techniques and engaging in thorough planning and practise before the event are key to success.



Stimulating creativity

The ability to transcend traditional ideas and come up with something different is the mantra of modern business success. It is what brings new businesses to the fore and helps existing ones thrive. However, being creative is easier said than done. How, after years of engaging in convergent thinking – providing the correct answers to standard questions, do you switch over to divergent thinking – solving problems by generating a variety of possible solutions, in order to find the one that works? In other words, how do we become more creative?



Take control of difficult situations

Difficult situations are a fact of life. How we handle them determines whether a misunderstanding is resolved or left and most likely escalates into full blown conflict. Reading and reacting in a thoughtful and planned manner, and using the right tools and approach, can help to neutralise challenging behaviour and lead to more harmonious working relationships.



Write effective emails

Emails are prolific because they are such a fast and efficient way of communicating. However, how many of the emails flowing in and out of your boxes achieve their objectives? Are they read, understood and acted upon? Get the desired responses to your emails by ensuring that your subject line is specific and clear, the content of your message is to the point and written in the appropriate tone, and that it is tailored to the needs and interests of the recipient(s).

If you are interested in any of the topics above, please contact Carolann Edwards to discuss your needs.



Carolann Edwards

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Speaker biographies

Legal training

External speakers



Professor Peter McBurney
Computer science, King's College London

Peter McBurney is Professor of Computer Science and a former Head of the Department of Informatics at King's College London. He has a first degree in Pure Mathematics and Statistics, and a PhD in Artificial Intelligence. At King's, he leads research in distributed ledgers, blockchains and smart contracts, and in artificial intelligence, particularly machine-to-machine communication. McBurney is Co-Editor of the refereed academic journal, "The Knowledge Engineering Review", published by Cambridge University Press, and has published over 200 research papers. He is an external adviser to Norton Rose Fulbright on Artificial Intelligence, Distributed Ledger Technologies and Cryptocurrencies.

Norton Rose Fulbright speakers



Emma Burrage
Senior associate

Emma Burrage is a dispute resolution lawyer based in London. She advises on a wide variety of shipping, offshore and energy disputes. Her work covers general maritime disputes such as shipbuilding disputes, ship sale and purchase disputes, charterparty disputes, problem loans and mortgage enforcements, as well as general offshore work.



Milana Chamberlain
Partner

Milana Chamberlain is a corporate finance lawyer and a senior member of our business ethics and anti-corruption group based in London with more than 15 years of working experience in Central and Eastern Europe. She specialises in risk advisory, business ethics and anti-corruption and human rights. She advises clients on the reporting obligations and issues arising under the UK Modern Slavery Act, human rights in supply chains and other challenges faced by businesses in relation to human rights in their operations.



Claire Darbourne
Senior knowledge lawyer

Claire Darbourne is a senior knowledge lawyer within the employment team based in London. She assists with legal training for both lawyers and clients, assists lawyers with queries and research, keeps lawyers (and clients where appropriate) updated on changes in the law and assists with client know-how.



Peter Ford
Partner

Peter Ford is a pensions lawyer, based in London. He is head of our pensions department, and is experienced in all aspects of pensions including corporate transactions, scheme funding and administration, scheme winding-up, scheme mergers and reorganisations, scheme restructurings, investment and custody and pensions litigation. Peter has previously been a director of two trustee companies and was a member of the Main Committee of the Association of Pension Lawyers for ten years. He previously chaired the APL Education Sub-Committee. Peter was the lead legal adviser to the Government sponsored Pickering Review into the simplification of private pensions and is a member of a number of pensions organisations.



Paul Griffin
Partner

Paul Griffin is an employment lawyer based in London. He specialises in all areas of employment and labour law including employment litigation both in a domestic and international setting. Paul's practice has a particular focus on international employment and labour law issues, including coordinating responses globally to clients' cross-border labour and employment issues, advising governments, principalities and multi nationals on strategic HR issues. Paul also has many technology clients and acts for a variety of businesses investing in the UK for the first time. He has advised many of the world's leading global organisations on strategic HR related legal and policy issues.



Kenneth Gray
Consultant

Kenneth Gray is a consultant in our London banking department and has over 20 years of experience of advising on banking and security law in London and Paris. During his career, Kenneth has focused primarily on aircraft and other asset finance and is named as one of the foremost practitioners in this sector.



Ed Hunnisett
Of Counsel

Ed Hunnisett is a pensions lawyer, based in London. Ed's experience includes drafting trust documentation (including updating documentation to reflect Finance Act and Pensions Act changes) and advising generally on pensions issues and pensions aspects of corporate transactions. Ed was identified as an "Associate to watch" in Chambers and Partners 2015 and has been described by clients as "very diligent and really good at communicating". Ed graduated from the University of Sheffield and has also studied French law at Université Nancy 2.



Marie Kelly
Partner

Marie Kelly is a dispute resolution lawyer based in our London office. She specialises in shipping litigation and commercial contracts including shipbuilding contracts and general commercial disputes. She has handled a number of major multijurisdictional shipbuilding contract disputes, charterparty disputes and commercial litigation in the High Court. She previously worked in our Athens office where she was head of the dispute resolution practice.



Elizabeth McArthur
Associate

Elizabeth McArthur is a dispute resolution lawyer based in London. She works on a wide variety of transport and energy disputes with a particular focus on shipping and aviation. Her work covers general maritime and aviation disputes such as lease and charterparty disputes, aircraft redelivery disputes, aircraft repossessions, problem loans and mortgage enforcements, shipbuilding disputes, ship sale and purchase disputes, charterparty disputes and general aviation and shipping work. She also deals with general commercial disputes.

**Fiona Millington****Partner**

Fiona Millington is a corporate lawyer based in London. She has extensive experience in all aspects of corporate law, with a particular focus on public M&A and equity capital markets. Fiona previously spent time on secondment at a leading investment bank, where she was involved in advising on a number of high profile public company M&A and equity capital markets transactions.

**Milagros Miranda Rojas****Consultant**

Milagros Miranda Rojas is a special advisor on WTO and International Trade Law based in London. Milagros is an international trade law expert with more than 15 years' experience representing and advising governments on international trade law and trade policy issues, including as a Peruvian representative to the World Trade Organization and as a negotiator concerning free trade agreements. In particular, Milagros led, or was involved in, negotiations that culminated in the FTAs between Peru and the EU, South Korea, EFTA and Japan.

**Amanda Sanders****Senior knowledge lawyer**

Amanda Sanders is a senior knowledge lawyer within the employment team in our London office. She assists with legal training for both lawyers and clients, assists lawyers with queries and research, keeps lawyers (and clients where appropriate) updated on changes in the law and assists with client know-how.

**Michael Sinclair****Consultant**

Dr Michael Sinclair is a consultant specialising in technology law. He taught law at Gonville & Caius College and Trinity Hall, Cambridge, while completing a doctorate at Cambridge, and was later a lecturer at Edinburgh University. He was a partner in the technology practice of another global law firm for many years. He specialises in the law relating to blockchain technologies and artificial intelligence.

**Paul Whitelock****Partner**

Paul Whitelock is a corporate lawyer based in London. He has a substantial track record in public company takeover offers and other mergers and acquisitions. Paul spent two years on secondment as a Secretary at the UK Takeover Panel, where he was responsible for regulating various high profile public M&A transactions, as well as developing the Panel's policies on a number of issues. He is a contributor to *A Practitioner's Guide to the City Code on Takeovers and Mergers* and a member of the Takeovers Joint Working Party of the Company Law Committees of the City of London Law Society and the Law Society of England and Wales.

Personal development and business skills

External speakers



Alec Wilson

Independent consultant

A qualified speech and drama teacher, Alec has developed a range of innovative vocal skills techniques to help people use their voices more effectively. By using key elements of Neuro Linguistic Programming and Emotional Intelligence he has adapted drama and acting techniques to the needs of modern business communication and presentation. Alec was a member of the Royal Shakespeare Company and has worked across major business sectors.

Our learning and development team designs and delivers personal development and business skills training to our clients, lawyers and business services staff globally.



Colin Shaw

Learning and development manager

Colin holds a Bachelor of Commerce and LLB from Rhodes University in South Africa. After qualifying as a lawyer, he practised for three years in a general practice firm before taking up a position as the in-house counsel for a shipping company based in Durban, South Africa. In this role, Colin was a client of Norton Rose Fulbright for 15 years before joining its learning and development team at the beginning of 2017.



Alexandra Wood

Learning and development manager

Alexandra joined Norton Rose Fulbright in March 2016 as a Tax Associate, before moving across to join the learning and development team in August 2017. Alexandra holds a BA (Hons) in English Literature and an MA (Hons) in Law from the University of Sheffield. During her time as a trainee and associate she developed a passion for professional and business development as well as practice management. She is an active member of Norton Rose Fulbright's networks for women and is committed to enabling women to gain the tools and knowledge required to fulfil their potential.



Leyla Reid

Leyla holds an MA and BA Hons from the University of Cambridge in Social and Political Science and a PCGE in English, Media and Drama from London Metropolitan University. People have always been at the heart of her career and she is accomplished at designing and implementing learning strategies across the whole employee journey. Leyla is passionate about coaching and its potential to unlock organizational change and is a qualified Associate Certified Coach with the ICF. Prior to joining Norton Rose Fulbright, Leyla worked in the Life Sciences & Healthcare, Marketing, Advertising & Research and Education sectors.

Global resources

Norton Rose Fulbright is a global law firm. We provide the world's preeminent corporations and financial institutions with a full business law service. We employ 4000 lawyers and other legal staff based in more than 50 cities across Europe, the United States, Canada, Latin America, Asia, Australia, Africa and the Middle East.



Our office locations

People worldwide

>7000

Legal staff worldwide

>4000

Offices

60

Key industry strengths

Financial institutions

Energy

Infrastructure, mining and commodities

Transport

Technology and innovation

Life sciences and healthcare

Europe

Amsterdam

Athens

Brussels

Frankfurt

Hamburg

Istanbul

London

Luxembourg

Milan

Monaco

Moscow

Munich

Paris

Piraeus

Warsaw

United States

Austin

Dallas

Denver

Houston

Los Angeles

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Norton Rose Fulbright is a global law firm. We provide the world's preeminent corporations and financial institutions with a full business law service. We have more than 4000 lawyers and other legal staff based in more than 50 cities across Europe, the United States, Canada, Latin America, Asia, Australia, Africa and the Middle East.

Recognized for our industry focus, we are strong across all the key industry sectors: financial institutions; energy; infrastructure, mining and commodities; transport; technology and innovation; and life sciences and healthcare. Through our global risk advisory group, we leverage our industry experience with our knowledge of legal, regulatory, compliance and governance issues to provide our clients with practical solutions to the legal and regulatory risks facing their businesses.

Wherever we are, we operate in accordance with our global business principles of quality, unity and integrity. We aim to provide the highest possible standard of legal service in each of our offices and to maintain that level of quality at every point of contact.

Norton Rose Fulbright Verein, a Swiss verein, helps coordinate the activities of Norton Rose Fulbright members but does not itself provide legal services to clients. Norton Rose Fulbright has offices in more than 50 cities worldwide, including London, Houston, New York, Toronto, Mexico City, Hong Kong, Sydney and Johannesburg. For more information, see nortonrosefulbright.com/legal-notices.

The purpose of this communication is to provide information as to developments in the law. It does not contain a full analysis of the law nor does it constitute an opinion of any Norton Rose Fulbright entity on the points of law discussed. You must take specific legal advice on any particular matter which concerns you. If you require any advice or further information, please speak to your usual contact at Norton Rose Fulbright.

