

Independent Directors Association and Vedomosti present

OWNERS AND MANAGERS: HOW TO SHARE CORPORATE POWER

Practical conference for Russian business leaders
April 14, 2004, Marriott Grand Hotel Moscow, Pavlovskiy Hall

With the participation of the National Association of Corporate Directors (USA), the National Council on Corporate Governance, the International Finance Corporation, Ernst & Young, USAID, US-Russia Business Forum, the Center for Business Ethics and Corporate Governance, the U.S. Russia Center for Entrepreneurship, and the National Securities Market Association, RosExpert.

Supported by AIG Russia Insurance Company, The Amrop Hever Group, NIKoil Financial Corporation.

10.00 Introduction

PART 1. SEPARATION OF FUNCTIONS BETWEEN OWNERS AND MANAGERS

10.10 -- 11.30 Panel I.
The owner and the manager

- One person as an owner and a manager: the influence on business effectiveness.
- Why the owner should share responsibilities with managers?
- Mechanisms of quality control of a hired manager.
- New manager attraction: what changes to expect?
- Owners and managers: legal aspects

Speakers:

A. Karachinski, President, IBS

D. Jacobashvili, Head of BoD, Wimm-Bill-Dann

A. Wine, Partner, The Amrop Hever Group

M. Muradov, Partner, M. V. Muradov and Partners

11.30 -- 11.45 Coffee break

11.45 -- 13.30 Panel II.
Why does an owner need Board of Directors?

- "Golden triangle": Shareholders (owners) – Board of Directors – Managers (Russian and International practice)
- Role of independent directors
- Board of Directors in Entrepreneurial companies: "apple of discord" or "guiding thread" for company development

Speakers:
A. Shamrin, Head of BoD, Nizhnetagilsky metal plant
A. Mladentsev, General director, Nizhpharm
I. Rodionov, member of BoD, North – West Telecom
R. Sheppard, General director, TNK- BP
P. Gleason, CEO, National Association of Corporate Directors, USA

13.30 -- 14.30 Lunch

PART 2. GROWING BUSINESS – GROWING PAINS

14.30 -- 16.00 Practical workshop I.
Managing company growth

- How to keep control during the company dynamic growth?
- When to hire a manager?
- Where to begin: Board of Directors or Advisory Board?
- Several companies' management (owners' perspective)

Speakers:
S. Masiutin, member of BoD, Safonovski electro-machine-building plant
M. Hokhlova, Executive director, "Cefey"
S. Ieontiev, Head of BoD, Meat production plant, Cheboksari
A. Storozhenko, artner, The Amrop Hever Group

16.00 -- 16.15 Coffee break

16.15 -- 17.45 Practical work II.
Exit strategies, going public

- Corporate risk management while separating ownership from management.
- Why the owner should think about the sale of the business.
- Steps towards building a public company.
- How to increase the value of a company for the partners and investors.

Speakers:
S. Vikhodtsev, Head of BoD, Bistrov
V. Karnaukh, General director, IDK-medical company
S. Molineus, Project manager "Russia Corporate Governance Project", IFC
T. Dekker, Business risk manager in Russia and CIS, Ernst & Young

17.45 -- 18.00 Closing Remarks

18.00 Reception