



2018 Baker Botts Board of Directors Forum - Agenda

Wednesday, January 31st, 2018

| DATE | AGENDA ITEM | DETAILS |
|---------------------|---|---|
| 7:30 am - 8:15 am | Registration & Breakfast | |
| 8:15 am - 8:30 am | Welcome Remarks | |
| 8:30 am - 9:15 am | M&A 2018: THE ISSUES YOU SHOULD EXPECT TO FACE THIS YEAR AND THE BEST STRATEGIES AND PRACTICES | <p>In our first session, we will explore M&A process and procedures. Our guests will include:</p> <ul style="list-style-type: none">• Janet Clark is a Director of EOG Resources, Texas Instruments and Goldman Sachs BDC. Former Executive Vice President and Chief Financial Officer of Marathon Oil Corporation and Director of Dell and Exterran• David Sterling, Partner, Baker Botts• Moderator: Mike Bengtson, Partner, Baker Botts |
| 9:15 am - 10:00 am | BUT HAS IT GONE VIRAL? CRISIS MANAGEMENT AND CORPORATE COMMUNICATIONS IN THE SOCIAL MEDIA AGE | <p>In this session, we will highlight the challenges facing companies and their boards when crises occur in the age of social media. The guests for our second session will include:</p> <ul style="list-style-type: none">• Michele Davis, Global Head of Corporate Relations at Morgan Stanley• Amy Conway-Hatcher, Partner, Baker Botts• Moderator: Manny Grillo, Partner, Baker Botts |
| 10:00 am - 10:15 am | Networking and Coffee Break | |
| 10:15 am - 11:00 am | HERE TODAY, GONE TOMORROW? SHAREHOLDER ACTIVISM STRATEGIES | <p>In several fireside chats, we will discuss shareholder activism and hear from top professionals on how they have successfully dealt with an activist investor. Our guests will include:</p> <ul style="list-style-type: none">• David Rosewater, Head of the Activist Defense Group at Morgan Stanley• Louis Raspino, Former Chair of the Audit Committee at Chesapeake Energy Corporation, Former Director of Dresser-Rand• Moderator: Kelly Rose, Partner, Baker Botts |

11:00 am - 11:45 am

**DO THEY HAVE OUR BACKS?
DIRECTOR LIABILITY AND INSURANCE COVERAGE ISSUES**

In this interactive session, we will discuss specific issues boards and management teams now face related to the latest types of claims asserted against directors and officers and the scope insurance; for example, what is D&O insurance and how does it come into play?

- Jonathan Crystal, CFO, Crystal & Company
- Danny David, Partner, Baker Botts

11:45 am - 12:30 pm

BROADENING THE BOARDROOM: DIVERSE VOICES AROUND THE TABLE

In this interactive session, we will discuss the distinct voices emerging from today's increasingly diverse boards of directors. We will also look at how boardroom heterogeneity is perceived and valued by directors. (What's happening in the market? How companies are responding?)

- Stephen Newton, Member of the CEO/Board of Practice, Russell Reynolds Associates
- Stephanie Hildebrandt, SVP and General Counsel at Archrock, Inc., Member of the Board of Rice Midstream Partners, and Director to the Board of WildHorse Resource Development Corporation
- Moderator: Gail Stewart, Partner and Chair of Diversity Committee, Baker Botts

12:30 pm - 1:30 pm

Luncheon Speaker: Secretary James A. Baker, III

We are pleased to welcome the 61st U.S. Secretary of State, James A. Baker, III to the 2018 Baker Botts Board of Directors Forum.

1:30 pm - 1:45 pm

Closing Remarks