

# Come on, it's ESG! The Hitchhiker's Guide to the ESG Legal Galaxy

Seminar presented by the UIA with the support of German Federal Bar, Hamburg Bar and German Association of Lawyers



www.uianet.org

**#UIAHamburg** 

## Introduction

nvironmental, Social and Governance (ESG) has become a reality for all economic actors. Companies around the world are facing regulation at many levels, both public and private. In addition, ESG is moving from the periphery to the mainstream, transforming the capital and financial market. How are companies dealing with these changes? Is ESG just a stumbling block or does it also offer opportunities? The seminar aims to explore the (best?) practices of companies and advisors in their day-to-day work in dealing with these transformations. The seminar will also focus on how to make ESG operational through contractual clauses to be included in supply chain contracts, general terms and conditions of purchase and other international contracts.

We look forward to seeing you in Hamburg!





#### ORGANISING COMMITTEE

#### Christoph OERTEL

President of the UIA Contract law commission Brödermann Jahn Rechtsanwaltsgesellschaft

Hamburg, Germany

T+49 40 3709 05 95

christoph.oertel@german-law.com

#### Mariaelena GIORCELLI

President of the UIA International Sale of Goods

commission

Bortolotti, Mathis & Associati

Turin, Italy

**T** +39 011 57 41 11 1

m.giorcelli@bbmpartners.com

#### Arianna RIGHI

President of the UIA In-House Counsel commission

ADM International SARL

Rolle, Switzerland

**T** +41 (21) 702 8755

arianna.righi@adm.com

#### **Alexis BRUNET**

Vice-President of the UIA In-House Counsel

commission

ADM Germany GmbH

Hamburg, Germany

T+49 17 2779 50 64

alexis.brunet@adm.com

#### Sibylle WEUSTER

Brödermann Jahn Rechtsanwaltsgesellschaft

mbH

Hamburg, Germany

T+49 40 37 09 05 0

sibylle.weuster@german-law.com

#### Luis Fernando MACÍAS GÓMEZ

President of the UIA Environment and

Sustainable Development Law Commission,

Philippi Prietocarrizosa Ferrero DU & Uría

Bogotá, Colombia

**T** +57 13 26 86 00

luis.macias@ppulegal.com

#### Susanne MARGOSSIAN

UP International SA

Geneva, Switzerland

T+ 41 (22) 710 79 02

s.margossian@upinternational.ch

### THURSDAY, JULY 3

#### 13:30 – 14:00 REGISTRATION OF PARTICIPANTS

#### **Hamburg Marriott Hotel**

ABC-Straße 52, 20354 Hamburg, Germany

#### 14:00 – 14:20 WELCOME AND OPENING OF THE SEMINAR

- Carlo MASTELLONE, UIA President, Studio Legale Mastellone, Florence, Italy
- Christian LEMKE, Vice President of the German Federal Bar and President of the Hamburg Bar, Germany

## 14:20 – 15:05 STATUS QUO OF ESG LEGISLATION - *Tour d'horizon* through ESG legislation (worldwide)

- National laws: Germany, France, UK, Netherlands, etc.
- EU level: CSDDD, EUDR, Green Deal, CSRD, Taxonomy, etc.
- India

#### **SPEAKERS:**

- Diana SANABRIA, Head of Human Rights Office, Hapag-Llyod, Hamburg, Germany
- Avi SINGH, UIA-IROL Deputy Director General, Senior Advocate, New Delhi, India

### BLOCK II – PRACTICAL INSIGHT – ESG ASPECTS IN THE FINANCE SECTOR

## 15:10 – 15:50 OVERVIEW OF KEY SUSTAINABLE FINANCE LEGISLATION

- Overview of EU sustainable finance regulation framework:
- Example of a bank going beyond formal EU sustainability regulation
- Practical examples how financial institutions react to changes in ESG criteria

#### **SPEAKERS:**

- Claudia LONGI, Studio Legale Pojer Zocchi Bruscia Luciani, Bolzano, Italy
- Silvestre TANDEAU DE MARSAC, UIA Vice President, FTMS Avocats, Paris, France
- Astrid FLEISCH, GLS Gemeinschaftsbank eG, Hamburg, Germany

#### 15:50-16:15 COFFEE BREAK

#### 16:15 – 17:00 ESG IN M&A TRANSACTIONS

- Due Diligence
- Contractual guarantees, indemnifications, covenants and other measures
- Effect on purchase price

MODERATOR: • Arianna RIGHI, President of the UIA In-House Counsel commission, ADM International SARL, Rolle, Switzerland

#### **SPEAKERS:**

- Kai SCHADBACH, Schadbach Rechtsanwälte, Frankfurt, Germany
- Emiliano GIOVINE, RP Legalitax, Turin, Italy

## 17:00 – 17:30 THE US PERSPECTIVE ON ESG AFTER THE 2024 ELECTION – Is ESG Facing Hard Times?

#### SPFAKER:

• Heiko Gruenwald, Smith Gambrell Russell LLP, Atlanta, GA, USA

## Programme

#### 17:30 - 18:00 PRACTICAL INSIGHT ON CSRD

- Introduction to CSRD
- Obligations for companies

#### SPEAKER:

■ Victoria TETZLAFF, Agendi, London, UK

#### 18:00 - 18:20 DISCUSSION

#### 20:00 OPTIONAL DINNER

**Zum Alten Lotsenhaus Restaurant** 

Övelgönne 13, 22605 Hamburg

### FRIDAY, JULY 4

#### 09:00 - 09:15 REGISTRATION OF PARTICIPANTS

#### **Hamburg Marriott Hotel**

ABC-Straße 52 20354 Hamburg, Germany

### BLOCK III – ESG IN THE SUPPLY CHAIN

## 09:15 – 10:00 PRACTICAL TOOLS TO IMPLEMENT IMPORTANT ESG RELATED OBLIGATIONS IN COMMERCIAL CONTRACTS

- The Examples of Human Rights and Environmental due Diligence (HREDD) and of the EUDR
- Nature of the obligations
- Legal consequences
- Check list of clauses: Clauses / code of conduct
- Dealing with small and medium size suppliers: how to draw up fair, reasonable and non discriminatory conditions.

MODERATOR: • Giuseppe DE FALCO, Studio Legale Ughi Nunziante, Rome, Italy

#### **SPEAKERS:**

- Martijn SCHELTEMA, Pels Rijcken, The Hague, The Netherlands
- Daniel SCHÖNFELDER, Lead European Legal Advisor, Responsible Contracting Project und Independent BHR Expert, Hamburg, Germany

## 10:00 – 10:15 IMPACT OF ESG ON THE INTERNATIONAL SALE OF GOODS

#### SPEAKER:

Jean-Paul VULLIETY, Des Gouttes & Associés, Geneva, Switzerland

## 10:15 – 10:35 AUDITING AND SUPPLY – The Challenges Faced by Suppliers at both Ends of the Chain

SPFAKER.

■ **Stephen SIDKIN,** UIA Director of Membership, Fox Williams LLP, London, UK

#### 10:40-11:10 COFFEE BREAK

## 11:10 – 12:40 WORKSHOP ON DRAFTING SUSTAINABILITY CLAUSES: A Comparison between the European and the ABA Model Clauses

MODERATOR: • Susanne MARGOSSIAN, Counsellor to the UIA President, UP International, Geneva, Switzerland

**FURTHER MODERATORS:** 

- Carlo MASTELLONE, UIA President, Studio Legale Mastellone, Florence, Italy
- Bettina MERTGEN, GvW Graf von Westphalen, Frankfurt, Germany

## 12:40 – 13:10 LITIGATING HUMAN RIGHTS IN COMMERCIAL CONTRACTS – the Hague Rules on Business and Human Rights Arbitration

SPEAKER:

 Luana ROBERTO, Co-Director of UIA Seminars, OratioFortis Avocates, Geneva, Switzerland

#### 13:10 – 14:30 LUNCH BREAK

#### **BLOCK IV – INHOUSE VIEW – IMPACT ON COMPANIES**

## 14:30 – 14:40 PRESENTATION BY THE ASSOCIATION OF CORPORATE COUNSEL (ACC)

How can the ACC help its in-house members with ESG compliance? **SPEAKER:** 

■ Patrick BUSE, ACC Country Representative Germany, Head of Legal & Corporate Affairs, Germany

## 14:40 – 15:15 ESG – REGULATION IS TRANSFORMING LIGHTLY REGULATED INDUSTRIES INTO HEAVILY REGULATED ONES – What is the (New) Role of Inhouse Counsel?

MODERATOR: • Arianna RIGHI, President of the UIA In-House Counsel commission, ADM International SARL, Rolle, Switzerland SPEAKER:

■ **Alexander DOHMEN,** Zalando Senior Lead Sustainability Law, Berlin, Germany

#### 15:15 – 15:35 AI/SOFTWARE-SUPPORT IN ESG MONITORING

MODERATOR: • Alexis BRUNET, Vice President of the UIA In-House Counsel commission, ADM Germany, Hamburg, Germany SPEAKERS:

- Ulrich BAUMANN, OIKON, Munich, Germany
- Christopher SCHEUBEL, Cubemos GmbH, Munich, Germany

## 15:35 – 16:05 PANEL ON RISK ASSESSMENT, PREVENTIVE AND DEFENSE MEASURES AND DOCUMENTATION / INTERNAL AND EXTERNAL REPORTING

MODERATOR: • Susanne MARGOSSIAN, Counsellor to the UIA President, UP International, Geneva, Switzerland

#### **SPEAKERS:**

- Małgorzata HARTWIG, ADM Germany, Hamburg, Germany
- Philipp KILLIUS, Forvis Mazars, Hamburg, Germany

#### 16:05-16:20 COFFEE BREAK

#### 16:20 – 16:40 TOPIC ON GREENWASHING; ESG MARKETING ASPECTS MARKETING INSTRUMENT VS UNFAIR COMMERCIAL PRACTICE RISK

MODERATOR: • Arianna RIGHI, President of the UIA In-House Counsel commission, ADM International SARL, Rolle, Switzerland SPEAKERS:

- Virginie BERNARD, Artlex cabinet d'avocats, Paris, France
- Barbara JELONEK-JARCO, KKG Legal, Krakow, Poland

### 16:40 – 17:00 THE BATTLE OF ESG CLAUSES – PRACTICAL ISSUES

MODERATOR: • Philippine BEERMAN, AKD, Rotterdam, The Netherlands

#### **SPEAKERS:**

- Alexis BRUNET, Vice President of the UIA In-House Counsel commission, ADM Germany, Hamburg, Germany
- Christoph Alexander BLANK, GvW Graf von Westphalen, Hamburg, Germany

#### **BLOCK V – THE BROADER PICTURE**

## 17:00 – 17:30 A REAL THING OR JUST A "POTEMKIN VILLAGE"? ESG IN THE EYES OF THE CURRENT AND FUTURE MANUFACTURING HUBS (EASTERN EUROPE, INDIA)

MODERATOR: • Michal ROSZAK, President of the UIA Contract law commission, Coliber Legal, Warsaw, Poland SPEAKERS:

- Eva KERTÉSZ, UIA National Representative Hungary, Kun & Partner, Budapest, Hungary
- Ashu THAKUR, UIA Deputy Chief Editor Juriste International, Ashu Thakur & Associates Advocates & Solicitors, Mumbai, India
- Ernst GIESE, Giese & Partner, Prague, Czech Republic

## 17:30 – 17:50 PERSPECTIVE OF COUNTRIES INDIRECTLY AFFECTED BY ESG LEGISLATION

#### **SPEAKERS:**

- Giuseppe DE FALCO, Studio Legale Ughi Nunziante, Rome, Italy
- Lisa RAMERSHOVEN, Value Chain Advisor, Hamburg, Germany

#### 17:50 - 18:15 CLOSING REMARKS

#### 19:00 FAREWELL COCKTAIL kindly offered by:

Brödermann Jahn RA GmbH

ABC-Straße 15, 20354 Hamburg

### SATURDAY, JULY 5

#### 10:00 HAMBURG CITY TOUR

Experience the summer charm of Hamburg like never before! Join us to uncover both the iconic sights and hidden gems of the vibrant Hanseatic city along the Elbe River.

With Michal Roszak and Alexis Brunet.



#### **SEMINAR VENUE**

#### HAMBURG MARRIOTT HOTEL

ABC-Straße 52, 20354 Hamburg, Germany

#### → CONTINUING LEGAL EDUCATION

Every participant attending the seminar will receive a "Certificate of Participation" at the end of the event that may be to obtain "Credits" for "Continuing Legal Education" - "Continuing Professional Development" purposes, depending on national rules. For more information, please contact the UIA.

#### → LANGUAGE

The working language will be English.

#### → REGISTRATION FEES

*Amounts exclusive of VAT	On or before June 3	From <b>June 4</b>
UIA MEMBER	<b>☐</b> € 395*	<b></b> € 445*
UIA MEMBER - YOUNG LAWYER (<35)**	<b> </b>	<b>☐</b> € 345*
NON MEMBER	<b> </b>	<b> € 495</b> *
NON MEMBER - YOUNG LAWYER (<35)**	□ €345*	□ € 395*

#### Fees include:

- → Attendance at all working sessions
- → Coffee breaks on July 3 & 4
- → Closing cocktail on July 4
- → Seminar documentation
- → Lunch on July 3

The dinner on Thursday, July 3 is optional and at additional charge.

- \*The VAT (19%) can be applied to the amount stated above according to the European Directive 2006/112/ CE of November 28, 2006. If you provide an <u>EU VAT ID number, the VAT will not be charged</u>. For more information, please contact the UIA.
- \*\*Please attach proof of age to the registration form to benefit from young lawyers fee.

Please note that the number of places at the seminar is limited. The organisers reserve the right to refuse registrations in the event of excess applications.

In order for your name to appear in the **list of participants**, which will be distributed during the seminar, your registration form must be received by **June 23** at the latest. An updated electronic list will be sent by email to all the participants after the seminar.

#### → HOTEL RESERVATION

A limited number of rooms have been pre-booked at a preferential rate. Reservations should be made directly through the hotel. Credit card details must be given in order to secure your reservation. Please note that the number of rooms is limited. We recommend that you proceed with your reservations as soon as possible.

#### HOTEL

#### HAMBURG MARRIOTT HOTEL

ABC-Straße 52, 20354

Hamburg, Germany

**T** +49 40 3505 1700

**F** +49 40 3505 1822

**E** reservations.hamburg@marriotthotels.com

#### RATES

 Single room
 € 229

 Double room (King Bed)
 € 249

 Double room (Twin beds)
 € 279

Price per night per room. Breakfast and taxes included.

Reservations can be made by clicking on the following booking link:

<u>Book your group rate for UIA</u>. **Conditions**: The special conference rate is available until 07/05/2025. After this date, please inquire directly with the hotel which can accept reservations based on a space- and rateavailable basis

## Cancellation and General Conditions

#### → CANCELLATION CONDITIONS

All cancellations will be subject to a 50% deduction and will have to be sent in writing, to be received by the Union Internationale des Avocats **no later** than June 3, 2025.

No refund will be made for cancellations received after this date.

#### **VISAS**

Anyone who requires a visa invitation letter in order to attend the seminar should register and pay their registration fees **no later than June 3, 2025** to ensure there is enough time to obtain a visa.

All cancellations will be refunded in full, minus €50 + VAT to cover administrative costs, provided that the UIA has received the registration documents and total registration fees no later than June 3, 2025 and the cancellation will have to be sent in writing no later June 26, 2025.

If you register after this date, only 50% of the amount paid minus €50 + VAT to cover administrative costs will be refunded for cancellations due to visa refusals.

All cancellations due to a visa refusal must be sent in writing and reach the UIA **before the seminar.** Cancellations must be accompanied by **a proof of visa refusal.** If your visa is issued after the seminar date or if you do not have proof of visa refusal, you will not be entitled to a refund.

#### → GENERAL CONDITIONS

All registrations received by the Union Internationale des Avocats (UIA) along with the full payment of fees corresponding to the events selected will be confirmed in writing.

The UIA reserves the right to cancel or postpone the seminar to a later date, change the seminar venue and/or programme, make any corrections or modifications in the information published in the seminar programme and cancel any invitation to participate in the seminar, at any time and at their entire discretion, without having to provide any reasons.

Participation in UIA activities is conditional upon adherence to and compliance with the <u>UIA Code of Conduct</u>. Failing this, the UIA reserves the right to refuse registration for the said activity.

Neither the UIA, nor any of its managers, employees, agents, members or representatives shall be held responsible for any loss or damage of any nature suffered (directly or indirectly) by a delegate, accompanying person or a third party following any cancellations, changes, postponements or modifications, except in case of death or personal injury due to gross negligence by the UIA.

The UIA strongly advises participants to subscribe to modifiable and/or refundable services, as well as to take out cancellation insurance.

The contractual relations between the UIA and each participant (delegate or accompanying person) in relation to the seminar are subject to French law and jurisdiction, to the exclusion of any other law. Paris is the city of jurisdiction.

#### **FORMALITIES**

UIA

It is the responsibility of participants to ensure compliance with police, customs and health formalities for their journey. Participants unable to take part in the seminar because of their inability to take a flight or any other means of transportation due to being unable to provide the documents required (passport, visa, vaccination certificate, etc.) cannot claim any reimbursement.

#### **FORCE MAJEURE**

"Force majeure" means any events external to the parties, of both an unforeseeable and insurmountable nature that prevents either the client or the participants, or the agency or service providers involved in organising the seminar, from executing all or part of the obligations provided for in the present agreement. By express agreement, such will be the case in the event of a strike affecting the means of transport, hotel staff, air traffic controllers, an insurrection, a riot or any prohibition whatsoever decreed by governmental or public authorities.

It is expressly agreed that for the parties, a case of force majeure would suspend the execution of their reciprocal obligations. At the same time, each of the parties shall bear the burden of all the expenses incumbent upon them, resulting from the case of force majeure.

#### **HEALTH**

The organisers decline any responsibility in case of any health problems existing prior to the seminar that may lead to complications or be aggravated during the entire period of the stay: pregnancy, cardio-vascular problems, any allergies, special diets, any disorders under treatment and not yet consolidated on the day the seminar starts, psychic or mental or depressive illness, etc. (Non exhaustive list).

#### PERSONAL DATA PROTECTION

Personal data collected is processed by the Union Internationale des Avocats, in its capacity as data controller. The data is used to manage registrations for events organised by the Union Internationale des Avocats.

In accordance with the applicable regulations, you have the right to access, rectify and delete your personal data, as well as the right to data portability. You may also withdraw your consent to the processing of your personal data at any time or request that such processing be restricted.

Finally, you have the right to specify instructions concerning the fate of your data in the event of your demise.



## Registration Form

### Come on, it's ESG! The Hitchhiker's Guide to the ESG Legal Galaxy

#### HAMBURG, GERMANY

THURSDAY, JULY 3 & FRIDAY, JULY 4, 2025

Register online at www.uianet.org

or please complete and return this form to: uiacentre@uianet.org

■ Tel: +33 1 44 88 55 66 ■ Email: uiacentre@uianet.org

**UIA (International Association of Lawyers)** 

_		
Family Name:		
First Name:		
UIA Identification number (if you already have one):	M I	
Firm:		
Address:		
Post Code:	City:	
Country:		
Tel:	Fax:	
Email:		
Date of Birth:		
EU VAT ID-Number:		
Special requests (special diet, allergies, handicap):		
Arrival/departure times & flight numbers:		

#### A. SEMINAR REGISTRATION FEES

*Amounts exclusive of VAT	On or before <b>June 3</b>	From June 4
UIA MEMBER	□ € 395*	<b> </b>
UIA MEMBER - YOUNG LAWYER (<35)**	□ € 295*	<b>□ €345</b> *
NON MEMBER	<b></b> € 445*	<b> </b>
NON MEMBER - YOUNG LAWYER (<35)**	<b>□ € 345</b> *	□ € 395*

<sup>\*</sup> The VAT (19%) can be applied to these amounts according to the European Directive 2006/112/CE of November 28, 2006.

If you provide an EU VAT ID number, the VAT will not be charged. For more information, please contact the UIA.

<sup>\*\*</sup> Please attach proof of age to the registration form to benefit from young lawyers fee.

B. SEMINAR SOCIAL AC	TIVITIES		
Please indicate below whether	you plan to attend the following event i	included in the cost of you	r registration.
☐ Lunch – Thursday, July 3	☐ Closing Cocktail – Frida	y, July 4	
C. OPTIONAL DINNER			
(Not included in the registratio	n fees)		
☐ Optional Dinner – Thursday,	July 3		
• Please book p	person(s) for the dinner		Excl. VAT) x / pers €
D. TOTAL			
TOTAL (A) Excl. VAT – Registrati	ion Fees		€
TOTAL (C) Excl. VAT – Optional	Dinner		€
			TAL (A+C) Excl. VAT €
	If you provide as	VAT EU VAT ID number, the V	if applicable (19%)* €
	ij you provide di	i EO VAI ID Humber, the vi	TOTAL (A+C+VAT) €
	<b>the amount</b> stated above according to the E I not be charged. For more information, plea		CE of November 28, 2006. <b>If you provide</b>
E. CANCELLATION CONI	DITIONS AND GENERAL CONDITI	ONS	
	ring read and accepted the cancellation y registration will only be taken into acc		
signing this registration form, gi	s/her image and/or voice may be record rants UIA the right to use, reproduce and types of media, for an unlimited duration	d distribute the concerned	images and recordings by any known
The undersigned acknowledges on page 6 of the registration pr	s having been informed of the processing ogramme.	g of the personal data cont	ained in this form by UIA, as detailed
F. METHOD OF PAYMEN	IT		
quoting <b>"2025 HAMBURG S</b> Société Générale – Ag BIC / SWIFT N°: SOGE	hout charges to the payee, in favour of the following bank and acceptance Paris Institutionnels – 50 rue d'Anserpe IBAN: FR76 3000 rebank transfer order to your registration	ount: i <mark>jou – 75008 Paris – Franc</mark> o <b>3033 9200 0503 4165 16</b> 4	e
☐ By credit card: ○ V	/isa O Mastercard		
Card N°:	Expi	ry date:/	3 digits:
Name of card holder:			
I authorise the Union Internatio	nale des Avocats to debit the above men	tioned credit card in the ar	mount of <b>€ (EUR)</b>

Signature: .....