



**INSTITUTE
OF CORPORATE
DIRECTORS**

Thomson Reuters: Corporate Governance in International Transactions

Institute of Corporate Directors, Ontario Chapter

Breakfast Session Wednesday, November 5, 2008

Corporate governance is a global issue and one that must be carefully managed in any international merger or acquisition transaction and in the resulting enterprise. The recent Thomson Corporation acquisition of Reuters Group PLC was an \$18 billion international transaction that engaged governance issues and practices under English, U.S. and Canadian laws.

These governance issues arise in a unique context. Thomson Reuters has a dual listed company structure - Canada's first and one of a handful in the world; under it, there is one economic enterprise but two publicly listed parent companies, one Canadian and one English. In addition, Thomson Reuters is controlled by The Woodbridge Company Limited, the principal investment vehicle for the Thomson family, and it is required to uphold the Reuters Trust Principles, which are safeguarded by special voting shares that permit the Reuters trustees to exercise extraordinary voting powers when the principles are threatened by share acquisitions by third parties.

Moderated by **John Stackhouse**, editor of the Report on Business, The Globe and Mail, this breakfast session brings together a panel of the experts directly involved in the Thomson Reuters transaction:

Geoffrey Beattie: President of Woodbridge and Deputy Chairman of Thomson Reuters

John Thompson: Independent director of Thomson Reuters board, and formerly Chair of Thomson Governance Committee

Richard Balfour: Partner of Torys LLP and legal counsel to Thomson Reuters

This expert panel will discuss:

- how best to manage a major transaction and a major global company from a governance perspective
- the governance issues you need to consider and address
- the perspective of an independent director and a controlling shareholder.

Please join us to explore these issues.

For more information, please visit www.icd.ca or phone (416) 593-7741.

ICD NATIONAL OFFICE

602-40 University Avenue, Toronto, ON, Canada M5J 1T1

Tel: 416-593-7741 or 1-877-593-7741

Fax: 416-593-0636

www.icd.ca

Date

Wednesday, November 5, 2008

Time

Registration - 7:15 a.m.

Session - 7:30 a.m. to 9:00 a.m.

Location

Fairmont Royal York
Imperial Room

Cost for Members

\$65.00 (+GST)

Non-Members

\$85.00 (+GST)

Registration

Register online at www.icd.ca

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