



2019 SYMPOSIUM PROGRAM & AGENDA



October 24-25, 2019 | San Francisco, CA

BerkeleyLaw
UNIVERSITY OF CALIFORNIA

WACHTELL, LIPTON, ROSEN & KATZ

THURSDAY, OCTOBER 24

9.00-10.00am Registration and Breakfast

10.00-10.15am WELCOME AND OVERVIEW

William Savitt, Wachtell, Lipton, Rosen & Katz, and **Steven Davidoff Solomon**, Berkeley Center for Law, Business and the Economy

10.15-10.45am GOVERNANCE AND EMERGING GROWTH COMPANIES

Scott Kupor, Andreessen Horowitz and author of *Secrets of Sand Hill Road*, in conversation with **Jan Garfinkle**, Arboretum Ventures and National Venture Capital Association

10.45-11.00am Networking Break

11.00-11.30am CHECKING IN WITH THE SECURITIES EXCHANGE COMMISSION

Dalia Osman Blass, Securities Exchange Commission, to be interviewed by **Steven Davidoff Solomon**, Berkeley Center for Law, Business and the Economy

11.30am-12.15pm KEYNOTE: SUPER PUMPED - ETHICS IN GOVERNANCE, LAW, AND SILICON VALLEY

Mike Isaac, *New York Times* and author of *Super Pumped: The Battle for Uber*, to be interviewed by **Frank Partnoy**, Berkeley Center for Law, Business and the Economy

12.15-1.30pm Lunch

1.30-2.00pm TRANSFORMING GOVERNANCE

Tammy Albarrán, Uber, to be interviewed by **Amelia Miazad**, Director and Senior Research Fellow, Business in Society Institute at Berkeley Law



THURSDAY, OCTOBER 24

2.00-3.00pm GOVERNANCE ROUNDTABLE

Panelists:

Glenn Booraem, Vanguard

Jan Garfinkle, Arboretum Ventures and NVCA

Michelle Greene, Long-Term Stock Exchange

Sujeet Indap, *Financial Times*

Jennifer Miller, Loon

Moderator: **David C. Karp**, Wachtell, Lipton, Rosen & Katz

3.00-3.15pm Networking Break

3.15-4.30pm A CONVERSATION ON CORPORATE PURPOSE

Chief Justice Leo E. Strine, Jr., Delaware Supreme Court, in conversation with **Elizabeth Pollman**, Loyola Law School, and **Theodore N. Mirvis**, Wachtell, Lipton, Rosen & Katz

4.30-5.45pm HOT TOPICS IN CAPITAL MARKETS & M&A

Panelists:

Adrienne Harris, Financial Health Network, Codex Strategies

Jamie Leigh, Cooley

Casey McTigue, SRS Acquiom

Jennifer Muller, Houlihan Lokey

Greg Weinberger, Credit Suisse

Moderator: **Ross Weiner**, Qatalyst

5.45-7.15pm Cocktail Reception



FRIDAY, OCTOBER 25

8.15-9.15am Breakfast

9.15-9.30am DAY 2 WELCOMING REMARKS

William Savitt, Wachtell, Lipton, Rosen & Katz, and **Steven Davidoff Solomon**, Berkeley Center for Law, Business and the Economy

**9.30-10.20am DEVELOPMENTS IN M&A REGULATORY REVIEW—
A CONVERSATION WITH BARRY A. NIGRO, JR.**

Barry A. Nigro, Jr., Principal Deputy Assistant Attorney General of the Antitrust Division of the Department of Justice, in conversation with **Ilene Knable Gotts** and **William Savitt** of Wachtell, Lipton, Rosen & Katz

**10.20-11.00am RECENT DEVELOPMENTS IN DELAWARE AND
CORPORATE LAW**

Panelists:

Berton W. Ashman, Jr., Potter Anderson & Corroon LLP
Randall Baron, Robbins Geller Rudman & Dowd LLP
William M. Lafferty, Morris, Nichols, Arsht & Tunnell LLP
Amy Simmerman, Wilson Sonsini Goodrich & Rosati
John Mark Zeberkiewicz, Richards Layton & Finger, PA

Moderator: **Ryan A. McLeod**, Wachtell, Lipton, Rosen & Katz

11.00-11.15am Networking Break



FRIDAY, OCTOBER 25

11.15-12.00pm THE CORPORATE LAW IMPLICATIONS OF COMPANY CRISES AND EXECUTIVE MISCONDUCT

Panelists:

Rolin P. Bissel, Young Conaway Stargatt & Taylor LLP
Hon. Andre G. Bouchard, Delaware Court of Chancery
Daniel Burch, MacKenzie Partners
Joele Frank, Joele Frank, Wilkinson, Brimmer, Katcher
Irene Liu, Checkr

Moderator: **Anitha Reddy**, Wachtell, Lipton, Rosen & Katz

12.00-1.00pm Lunch

1.00-2.00pm DISRUPTION IN THE BOARDROOM

Panelists:

Lloyd Carney, Visa, Vertex Pharmaceutical, Nuance Communications
California State Senator **Hannah-Beth Jackson**
Katie Martin, Wilson Sonsini Goodrich Rosati

Moderator: **Janet Napolitano**, University of California

2:00-2:30pm SILICON VALLEY - A HISTORICAL PERSPECTIVE

Margaret O'Mara, University of Washington and author of *The Code: Silicon Valley and the Remaking of America*, to be interviewed by **Mark Brilliant**, Berkeley Center for Law, Business and the Economy





SPEAKER BIOGRAPHIES

TAMMY ALBARRÁN

DEPUTY GENERAL COUNSEL, UBER
TECHNOLOGIES, INC.

Tammy Albarrán joined Uber Technologies, Inc. in March 2018 as its Deputy General Counsel. In this role, she oversees Uber's global legal operations, the global regional legal teams, and the government and regulatory investigations team.

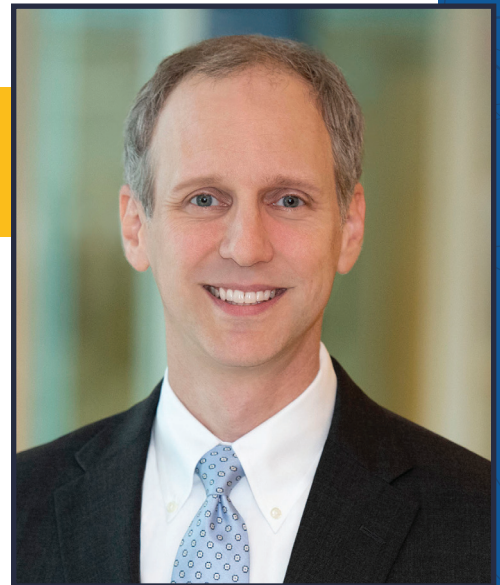
Prior to joining Uber, Ms. Albarrán was a partner in the White Collar & Investigations and Anti-Corruption practice groups at Covington & Burling LLP. While at Covington, she handled pressing and sensitive government and internal investigations and litigation for clients. She co-authored the report with former U.S. Attorney General Eric Holder that included concrete recommendations that Uber has and continues to implement for addressing workplace culture issues.



BERTON ASHMAN JR.

PARTNER, POTTER ANDERSON & CORROON LLP

Berton W. Ashman, Jr., is a partner at Potter Anderson & Corroon LLP, where he is a member of the firm's Corporate Group and focuses his practice on corporate and commercial litigation in the Delaware Court of Chancery. Bert has extensive experience with litigation concerning fiduciary duties, merger and acquisition transactions, and corporate control disputes, as well as with breach of contract claims and other complex matters. He also litigates and provides advice regarding claims asserted under the Delaware General Corporation Law, such as claims for appraisal, stockholder inspection demands, and dissolution. Recent representative cases include *In re Facebook, Inc. Class C Reclassification Litigation*, *In re Appraisal of AOL Inc.*, and *In re TransPerfect Global, Inc.* In connection with his litigation practice, Bert frequently counsels directors, stockholders, and other parties on their rights and obligations under Delaware law.



RANDALL BARON

**PARTNER, ROBBINS GELLER RUDMAN & DOWD
LLP**

Randall Baron is a partner in Robbins Geller Rudman & Dowd LLP's San Diego office. He specializes in securities litigation, corporate takeover litigation, and breach of fiduciary duty actions. For almost two decades, Randy has headed up a team of lawyers whose accomplishments include obtaining instrumental rulings both at injunction and trial phases, and establishing liability of financial advisors and investment banks. With an in-depth understanding of merger and acquisition and breach of fiduciary duty law, an ability to work under extreme time pressures, and the experience and willingness to take a case through trial, he has been responsible for recovering more than a billion dollars for shareholders.



ROLIN BISSELL

**PARTNER, YOUNG CONAWAY STARGATT &
TAYLOR LLP**



Rolin Bissell is partner at Young Conaway Stargatt & Taylor LLP in Wilmington, Delaware. With over 30 years of experience, Rolin's practice focuses on assisting companies, their boards, and significant investors with counseling and litigation concerning complex Delaware corporation law issues arising from major transactions, activist campaigns, financial distress situations, and other forms of corporate crisis. His practice focuses on:

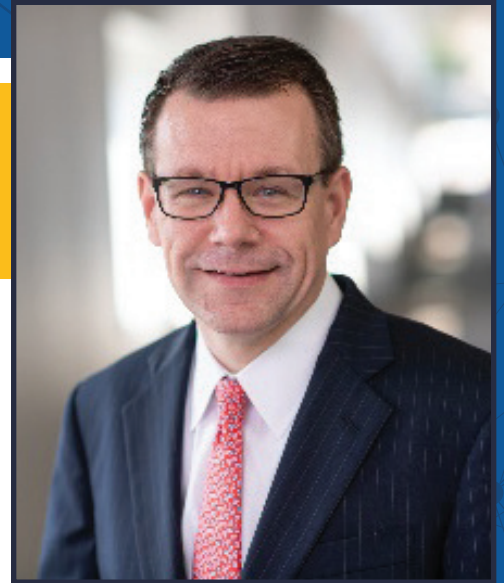
- Litigation in the Delaware Court of Chancery and Delaware Supreme Court concerning mergers and acquisitions, proxy contests, directors, and officers liability, and executive compensation issues;
- Counseling directors, officers, special committees, and stockholders on issues of merger and acquisition law, corporate and director liability, and other corporate governance issues;
- Disputes concerning transactions with and governance of master limited partnerships, limited liability company and partnership agreements;
- Counseling and litigation concerning the restructuring, mergers and acquisitions, and refinancing of distressed companies; and
- Disputes involving complex contractual agreements such as merger agreements, asset purchase agreements, bond indentures, and joint venture agreements.

He speaks and writes frequently on corporation law and related topics. Rolin is a fellow of the American College of Governance Counsel and sits on the Advisory Board of the Weinberg Center for Corporate Governance of the University of Delaware. He is Chair of the Friends Committee of the American Philosophical Society.

GLENN BOORAEM

**INVESTMENT STEWARDSHIP OFFICER AND
PRINCIPAL, VANGUARD**

Glenn Booraem is the Investment Stewardship Officer and a principal at Vanguard. Glenn joined Vanguard in 1989 and has led its investment stewardship efforts since 2001. He has also served as the controller and treasurer for each of the Vanguard funds. In addition to engaging with the Vanguard funds' portfolio companies and serving as a frequent speaker on corporate governance matters, Glenn also represents Vanguard and its investors through a number of industry initiatives, including the Investor Stewardship Group (ISG) and the Investor Advisory Group for the Sustainability Accounting Standards Board (SASB). Glenn has been named to the National Association of Corporate Directors' (NACD) Directorship 100 list each year since 2010, as one of the most influential people in corporate governance. He is a graduate of Temple University and the Advanced Management Program at Harvard Business School.



HONORABLE ANDRE G. BOUCHARD

CHANCELLOR, DELAWARE COURT OF CHANCERY



The Honorable Andre G. Bouchard was sworn in as Chancellor of the Court of Chancery on May 5, 2014. Before his appointment, Chancellor Bouchard spent 28 years in private practice in Wilmington, Delaware, most recently as the managing partner of a corporate and commercial litigation boutique he founded in 1996. Before forming his own firm, Chancellor Bouchard served as a corporate litigator in the Delaware office of Skadden, Arps, Slate, Meagher & Flom.

Chancellor Bouchard spent most of his youth in Delaware, graduating from Salesianum School in 1979. He received his B.A. *summa cum laude* from Boston College in 1983, where he was the recipient of the Edward H. Finnegan Award, and his Juris Doctor from Harvard Law School in 1986. He was selected as a Harry S. Truman Scholar from Delaware in 1981.

Chancellor Bouchard currently serves on the Delaware Board of Pardons. He previously served as chairman of the Judicial Nominating Commission, chairman of the Delaware State Human Relations Commission, vice chair of the Board of Directors of the Delaware Health Information Network, vice chair of the Board of Trustees of St. Francis Hospital and as a member of numerous other boards and commissions, including the Criminal Justice Council and Sentencing and Accountability Commission. Chancellor Bouchard is a fellow of the American College of Trial Lawyers and a member of The American Law Institute.

MARK BRILLIANT

**ASSOCIATE PROFESSOR, BERKELEY CENTER
FOR LAW, BUSINESS AND THE ECONOMY**



Born in New York City and raised in Denver, Colorado, I received my bachelor's degree from Brown University in 1989. I then taught social studies at Lafayette High School in Brooklyn, New York, from 1990 through 1994, after which I headed to Stanford University, where I earned my Ph.D. in history in 2002.

Following Stanford, I spent two years at Yale University, the first as a post-doctoral fellow at the Howard R. Lamar Center for the Study of Frontiers and Borders and the second as a lecturer in the history department. I then came to the University of California, Berkeley in September 2004 as an assistant professor in history and American studies.

In September 2010, Oxford University Press published my first book, *The Color of America Has Changed: How Racial Diversity Shaped Civil Rights Reform in California, 1941-1978*. It won the Cromwell Book Prize from the American Society for Legal History and received honorable mention from the Organization of American Historians for the Frederick Jackson Turner Award.

I am currently working on a book entitled *From School Bus to Google Bus: A New Politics, a New Economy, and the Rise of a New Gilded Age*, which examines the relationship between the new (post-industrial, high technology) economy and the new (post-New Deal, post-Great Society, bipartisan neoliberal) politics from the late 1960s through the late 1980s and how they contributed to the rise of the New (or Second) Gilded Age, as it would come to be known.

DANIEL BURCH

CHAIRMAN, CEO AND CO-FOUNDER, MACKENZIE PARTNERS, INC.



Daniel H. Burch is the chairman, CEO and co-founder in 1990 of MacKenzie Partners, Inc., a leading proxy solicitation, corporate governance and investor relations consulting firm. In his role as advisor to issuers, boards and investors, he is responsible for developing and implementing strategies and campaigns for clients involved in proxy contests, tender offers, mergers, shareholder activism, corporate governance, financial restructurings and other complex corporate transactions. The firm also offers its clients stockholder and bondholder identification, beneficial owner analysis, and market surveillance.

Mr. Burch has over 35 years of experience in the Proxy/M&A industry and led his clients' campaigns in most of the largest tender offers and proxy contests during his career. Previously, he served as director of corporate development at Vornado Realty Trust (NYSE:VNO) and as a senior executive at another of the original proxy solicitation firms for nearly 14 years.

Mr. Burch is a graduate of Lehigh University in Bethlehem, Pennsylvania, where he earned a B.S., majoring in economics and accounting. He is a member of the American Society of Corporate Secretaries and Corporate Governance Professionals and a member of NIRI and frequently lectures on subjects of corporate governance, merger and acquisitions, and proxy contests.

LLOYD CARNEY

CEO, CHASERG



Lloyd Carney is the CEO of ChaSerg Technology Acquisition Corp. ChaSerg is a Nasdaq-listed company focused on acquisitions in the security, digital transformation, and cloud infrastructure area. He is the former chief executive officer of Brocade and member of the Brocade Board of Directors. As CEO, he was responsible for executing the company's vision and strategy to lead the networking industry through its next phase of evolution that will be defined by data center virtualization, cloud computing, and software networking. Before joining Brocade, Lloyd was CEO and member of the board of directors at Xsigo Systems, a technology leader in the data center virtualization market with solutions for cloud computing and software-defined networking. Previous to that, he was CEO of Micromuse, Inc., a networking management software company that became an integral part of the IBM Tivoli framework. Lloyd also has extensive experience in the IP networking industry. He served as the chief operating officer at Juniper Networks, where he oversaw the engineering, product management, and manufacturing divisions. Lloyd also served as president of the core IP, wireless Internet, and enterprise divisions at Nortel Networks, which generated multi-billion dollars in revenue. Before this, he was the executive vice president and general manager of the Enterprise Business Unit at Bay Networks.

Lloyd holds a Bachelor of Science degree in Electrical Engineering Technology and an Honorary PhD from the Wentworth Institute of Technology. He also earned a Master of Science degree in Applied Business Management from Lesley College in Cambridge, Massachusetts. He serves on four boards:

- VISA-Board of Directors, Audit and Risk Committee chair
- Nuance-Board of Directors, chairman
- Vertex-Board of Directors
- Wentworth Institute of Technology-Board of Directors

STEVEN DAVIDOFF SOLOMON

**PROFESSOR OF LAW, FACULTY DIRECTOR,
BERKELEY CENTER FOR LAW, BUSINESS AND
THE ECONOMY**



Professor Davidoff Solomon is one of the nation's most well-known authorities on corporate law. His research focuses on the intersection of law and finance with a particular focus on corporate law and governance, mergers and acquisitions, and capital markets. He is the author of one of the leading casebooks on mergers and acquisitions. In the past four years, four of his law review articles have been selected as being among the "top ten" articles published in corporate and securities law in their respective years, among the 400+ articles that are published each year, by scholars in the field. He has also published in leading peer-reviewed finance and economic journals such as the *Journal of Financial Economics* and the *American Law & Economics Review*.

Professor Davidoff Solomon writes a weekly column for *The New York Times* as The Deal Professor, which primarily focuses on corporate issues. He also has written in such journals as *The Atlantic*, lectures, has testified before the U.S. Senate, and is frequently quoted in the national media on issues related to capital markets and mergers and acquisitions. The National Association of Corporate Directors has thrice named him as one of the 100 most influential people in the United States corporate boardroom community.

Professor Davidoff Solomon is regularly involved in major public company deals and has been an expert witness in litigation involving numerous high-profile transactions.

Prior to entering academia, Professor Davidoff Solomon practiced as a corporate attorney for about nine years with Shearman & Sterling in its New York and London offices and with Freshfields Bruckhaus Deringer in its London office.

Professor Davidoff Solomon graduated from the Columbia University School of Law, where he was a Harlan Fiske Stone Scholar. He received a bachelor's degree from the University of Pennsylvania, *cum laude*. He has a master's degree in finance from the London Business School.

JOELE FRANK

FOUNDER AND MANAGING PARTNER, JOELE FRANK, WILKINSON BRIMMER KATCHER

Joele Frank is the founder and managing partner of Joele Frank, Wilkinson Brimmer Katcher. Founded in 2000, the firm has ranked #1 in M&A since 2013. For more than 30 years, Joele has been a trusted advisor to executive teams and boards of directors as they manage through some of the most complex situations in their company's history. Having played a major role in more than 1,000 special situations, Joele understands the impact of communications on corporate reputation and a company's ability to achieve its overall business objectives. Joele has been named to *PRWeek's* Hall of Fame and *Inside PR's* Hall of Fame as an All-Star for Investor Relations, and she has appeared on *PRWeek's* PR Power List of the 25 top PR industry leaders.



JAN GARFINKLE

FOUNDER, ARBORETUM VENTURES

Jan founded Arboretum Ventures on the premise that innovation is key to delivering value in healthcare, a principle she developed working in the medical device industry for over two decades. Her investments focus on promising medical technologies that enable meaningful healthcare system savings while maintain great clinical outcomes. Jan has led and held board seats in more than a dozen investments across four funds, including notable exits with HandyLab, Esperion (Nasdaq: ESPR), CardioMEMS, nVision and NxThera.



Prior to co-founding Arboretum, Jan spent 20 years in entrepreneurial healthcare companies. She was previously president and founder of Strategic Marketing Consultants, advising healthcare start-ups and major medical device companies. Jan also held key management roles in marketing, clinical research, and sales for two successful medical device start-ups, Advanced Cardiovascular Systems and Devices for Vascular Intervention. Each of these companies was acquired by Eli Lilly and became the foundation for Guidant Corporation. Earlier in her career, Jan was an engineer and product manager for Procter & Gamble.

Jan is currently serving as board chair of the National Venture Capital Association (NVCA) and has been a member of the board of directors since 2015. Jan has been recognized as the 2015 *Crain's* Newsmaker of the Year and as one of *Crain's* Most Influential Women in 2016. She earned a B.S. in Bioengineering from the University of California at Berkeley and an M.B.A. from the Wharton School at the University of Pennsylvania.

MICHELLE GREEN

PRESIDENT, LONG-TERM STOCK EXCHANGE

Michelle Greene is president of the Long-Term Stock Exchange, a new SEC-approved equities exchange designed to create a differentiated public market aligning visionary companies and long-term investors. Michelle previously served in senior roles at the New York Stock Exchange and the U.S. Department of the Treasury, where she worked in financial markets policy during two administrations. She has worked as a consultant with McKinsey & Co., Inc. and began her career as a securities lawyer. Michelle teaches at Columbia University and has served on numerous nonprofit boards and as a member of the White House Council on Women and Girls.

Michelle is a graduate of Dartmouth College and Harvard Law School.



ADRIENNE HARRIS

FOUNDER, CODEX STRATEGIES

Adrienne Harris is the founder of Codex Strategies, a financial services consulting firm. Adrienne advises fintech companies, incumbent financial institutions, regulators, and venture capital firms. She is also a senior research fellow with the Center for Finance, Law and Policy at the University of Michigan, where she is a Professor of the Practice. Prior to these roles, Adrienne was the chief business officer and general counsel for an insur-tech start-up for which she is now an Advisor. Adrienne serves on the board of directors for the Financial Health Network (formerly CFSI), as a Network Leader for Village Global, on the NYU Stern School of Business's Fintech Advisory Board, and as a Term Member on the Council of Foreign Relations. Adrienne was a Special Assistant to President Obama for Economic Policy in the White House, where her portfolio included financial reform, fintech, cybersecurity, consumer protection, and housing finance. She came to the White House from the U.S. Department of Treasury. Prior to coming to Washington, D.C., Adrienne was an associate at Sullivan & Cromwell LLP in New York. Adrienne earned her M.B.A. from the New York University Stern School of Business, her J.D. from Columbia University Law School, and her B.A. from Georgetown University.



SUJEET INDAP

EDITOR, *THE FINANCIAL TIMES*

Sujeet Indap is the U.S. editor of the Lex Column at *The Financial Times* and contributor to *Due Diligence*, *The Financial Times*'s daily newsletter on deals and dealmakers. He writes frequently on the intersection of corporate finance and corporate law. Prior to joining *The Financial Times* in 2013, he was an investment banker at Merrill Lynch, Lazard Frères, and Foros Group. He holds a B.A. from Pomona College and an M.B.A. from the Wharton School at the University of Pennsylvania.



MIKE ISAAC

REPORTER, *NEW YORK TIMES*, AND AUTHOR

Mike Isaac is a technology reporter at the *New York Times* whose Uber coverage won the Gerald Loeb Award for distinguished business reporting.

He writes frequently about Uber, Facebook, and other Silicon Valley giants for the *Times*, and appears often on CNBC and MSNBC.

He lives in San Francisco.



HANNAH-BETH JACKSON

CALIFORNIA SENATOR



Hannah-Beth Jackson is a former prosecutor and practicing attorney, educator, and small business owner. She was elected to the California State Senate in 2012 to represent the 19th Senate District, which includes all of Santa Barbara County and western Ventura County.

A graduate of Scripps College in Claremont, California, with a joint major in government and sociology, she received her law degree from Boston University Law School before returning to California to work as a deputy district attorney for Santa Barbara County. Eventually, she became the managing partner for the Law Offices of Eskin and Jackson, with offices in Ventura and Santa Barbara.

From 1998 to 2004, she represented the 35th Assembly District in the State Assembly, where she worked with Democratic and Republican governors to author more than 60 bills into law. Hannah-Beth has also co-founded two nonprofit organizations, served as the first policy-maker in residence at UC Santa Barbara, and served as adjunct professor at Antioch University. In the Senate, she is chair of the Senate Judiciary Committee and serves on several key committees, including the Natural Resources and Water Committee, the Labor and Industrial Relations Committee, and the Public Safety Committee.

During her time in the Legislature, Hannah-Beth has become known as an effective advocate for protecting the rights and privacy of Californians, protecting the environment, advancing legislation to reduce gun violence, supporting access to justice for all Californians, championing equality for women, advocating for commuter rail, improving access to early childhood education, and supporting veterans and veterans treatment courts, among other issues. She is the author of Senate Bill 358, the California Fair Pay Act, landmark legislation that established the strongest equal pay law in the country. She was recently named by the *Huffington Post* as one of 11 women around the country “blazing new trails” in American politics.

Hannah-Beth has received Legislator of the Year awards from a wide range of organizations and is the recipient of the prestigious California Women Lawyers’ Fay Stender Award, given annually to an attorney committed to affecting positive change with “zest, humanity (and) personal courage” who serves as a role model for women. An advocate for justice for women, children, and victims of crime for more than three decades, she helped establish the Santa Barbara Shelter Services for Women (now known as Domestic Violence Solutions) and Women Against Gun Violence. She is also a founding member and past president of the Santa Barbara Women’s Political Committee.

Hannah-Beth is married to retired Superior Court Judge George Eskin. She has a daughter, two stepchildren, and six grandchildren. She and her family have resided in the district for more than 35 years.

DAVID KARP

PARTNER, WACHTELL, LIPTON, ROSEN & KATZ



David C. Karp is a corporate partner at Wachtell, Lipton, Rosen & Katz. His practice concentrates on mergers and acquisitions, corporate governance, shareholder activism defense, and corporate and securities law matters.

Mr. Karp was named Dealmaker of the Year by the *American Lawyer* for his work advising the New York Stock Exchange in its acquisition of Archipelago Holdings and the NYSE's subsequent initial public offering. In 2008, the International Financial Law Review recognized the cross-border merger of the NYSE Group and Euronext, in which Mr. Karp advised the NYSE Group, as the M&A Deal of the Year. Mr. Karp has been regularly recognized as a leading lawyer by *Expert Guides* and *Lawdragon*, among others, as a leader in his field.

In the area of corporate governance, Mr. Karp served as counsel to the New York Stock Exchange Corporate Accountability and Listing Standards Committee, which drafted the NYSE Listed Company Manual's corporate governance listing standards.

Mr. Karp served as an adjunct professor of law at New York University School of Law, where he taught mergers-and-acquisitions law. He also writes and speaks frequently on corporate governance and merger and acquisition topics.

Mr. Karp earned a J.D. with honors from the University of Chicago Law School in 1993, where he was a member of The University of Chicago Law Review, and an A.B. *magna cum laude* from Harvard in 1990. Following graduation from law school, he clerked for the Honorable J. Daniel Mahoney of the United States Court of Appeals for the Second Circuit.

Mr. Karp is a member of the University of Chicago Law School Council and the NYU Journal of Law & Business Professional Advisory Board.

Mr. Karp is a member of the American Bar Association, where he is a past vice-chair of the International Securities Transactions Committee in the Section of International Law and Practice. He is also a member of the New York State Bar Association and the Association of the Bar of the City of New York. He is a trustee of the Scarsdale Foundation and a past chairman and member of the Scarsdale Village Planning Board.

Mr. Karp lives in Scarsdale, New York, with his wife and three children.

ILENE KNABLE GOTTS

PARTNER, WACHTELL, LIPTON, ROSEN & KATZ



Ilene Knable Gotts is a partner in the New York City law firm of Wachtell, Lipton, Rosen & Katz, where she focuses on antitrust matters, particularly relating to mergers and acquisitions. Transactions in which Mrs. Gotts advised include Optum/Davita Medical Group, Publicis Groupe/Epsilon, XO Group/WeddingWire, Siris Capital Group/Travelport Worldwide, IFF/Frutarom, Salesforce/Mulesoft, Prysmian/General Cable, Mondelez/Tate's Bake Shop, CenturyLink/Level 3, Danone/WhiteWave Foods, Gaming and Leisure Properties/Pinnacle Entertainment, Faiveley/Wabtec, Charter/Time Warner Cable/Bright House, J.M. Smucker's/Big Heart Pet Brands, Publicis/Sapient, Essilor/PPG Industries, Deutsche Telekom/MetroPCS, ConAgra/Ralcorp, PPG Industries/Georgia Gulf, Aetna/Coventry, and International Paper/Temple-Inland. Mrs. Gotts is regularly recognized as one of the world's top antitrust lawyers, including being recognized by *Euromoney's* Women in Business Law with a Lifetime Achievement Award in 2019, in the 2006-2018 Editions of *The International Who's Who of Business Lawyers* as one of the top five global competition lawyers, in the first tier ranking of *Chambers USA Guide*, the "leading individuals" ranking of *PLC Which Lawyer Yearbook*, the Antitrust Lawyer of the Year for 2016 by *Best Lawyers*, Top Lawyer of the Year for 2017 by *Cablefax*, and Number One North America Thought Leader in the 2018 Edition of *Who's Who Legal*.

Mrs. Gotts previously worked as a staff attorney in the Federal Trade Commission's Bureaus of Competition and Consumer Protection. Mrs. Gotts is an officer of the IBA's Competition Committee. She served on the American Bar Association's Board of Governors from 2015-2018, having previously served as the chair of the American Bar Association's Section of Antitrust Law. In 2006-2007, Mrs. Gotts was chair of the New York State Bar Association's Antitrust Section, which recognized her service to the antitrust bar with the Lifland Service Award in 2010; she has been a member of the American Law Institute for over 20 years. Mrs. Gotts is a frequent guest speaker, has had approximately 200 articles published on antitrust related topics, and served as the editor of the ABA's *Merger Review Process* book, Law Business Research's *Private Competition Enforcement Review* (2008-2019 editions) and Law Business Research's *Merger Control Review* (2010-2019 editions). She is a member of the editorial board of *The Antitrust Counselor*, *Antitrust Report*, and *Competition Law International* publications. Mrs. Gotts is a member of the Lincoln Center Counsel's Council. BTI Consulting Group has recognized Mrs. Gotts as a BTI Client Service All-Star for her level of dedication and commitment to exceptional client service.

SCOTT KUPOR

MANAGING PARTNER, ANDREESSEN HOROWITZ



Scott Kupor is managing partner at Andreessen Horowitz, a \$10 billion venture capital firm. Scott was employee #1 at the firm and has managed all facets of the firm's growth over its nearly ten-year history.

Scott is recognized as an expert on the venture capital industry and is a frequent speaker at industry conferences. He has appeared on CNBC, CNN, and Bloomberg and been quoted in or written guest columns in *Axios*, *The Wall Street Journal*, *The Washington Post*, *Barron's*, *Investor's Business Daily*, *The New York Times*, *The Financial Times*, *Fortune*, and *Bloomberg*. Scott has also testified about venture capital policy in front of Congressional and SEC committees and is the author of *Secrets of Sand Hill Road* (Penguin Randomhouse, June 2019), a *Wall Street Journal* bestseller.

Scott previously worked as vice president and general manager, Global Customer Support & Software-as-a-Service at Hewlett Packard. Scott joined HP in 2007 as part of the \$1.6 billion acquisition of Opsware (previously Loudcloud), where he was senior vice president of Customer Solutions. Scott joined Opsware shortly after the company's founding and held numerous executive management positions including vice president, financial planning and vice president, corporate development.

Prior to Opsware, Scott represented software companies in both financing and mergers-and-acquisitions transactions at Credit Suisse First Boston and Lehman Brothers.

Scott graduated with honors from Stanford University with a bachelor's degree in public policy. He also graduated Order of the Coif from Stanford Law School and is a member of the California Bar Association.

Scott is former chairman of the National Venture Capital Association, chairman of the board of Genesys Works, co-founder and co-director of the Stanford Venture Capital Director's College, co-founder and co-director of the Stanford Rock Center's Guide to Venture-Backed Board Membership, Executive in Residence at Haas School of Business and Boalt School of Law, and a lecturer at Stanford Law School and Stanford Graduate School of Business. Scott also serves as vice-chairman for the St. Jude Children's Cancer Research Hospital investment committee, is a member of the investment and finance committees for Stanford Medical Center, and is a member of the investment committees for the Silicon Valley Community Foundation and Lick Wilmerding High School.

Scott lives in Los Gatos, California, with his wife, Laura, and three daughters – Ashlee, Alexa, and Amanda.

WILLIAM M. LAFFERTY

**PARTNER, MORRIS, NICHOLS, ARSHT & TUNNELL
LLP**



William M. Lafferty is a partner in the Wilmington, Delaware, law firm of Morris, Nichols, Arsht & Tunnell LLP. He practices corporate and complex commercial litigation, with an emphasis on cases involving mergers and acquisitions, proxy contests, and shareholder class and derivative actions. Bill also advises corporate clients and boards of directors with respect to litigation and transactional matters, including representing special negotiating committees, special litigation committees, and demand review committees. Bill has acted as lead or co-lead counsel in numerous significant litigations involving Delaware corporate law issues during the past 25 years, including for many Fortune 500 companies, private equity/venture capital firms, and investment banks.

Bill currently serves as chair of the Court of Chancery Rules Committee, and previously served as a special master. Bill also serves on the Delaware Supreme Court Rules Committee, previously served two terms on the Delaware Board of Bar Examiners, and chaired the Delaware Commission on Continuing Legal Education. Bill is a fellow to the American College of Trial Lawyers and serves as member of the Advisory Boards for the John L. Weinberg Center for Corporate Governance at the University of Delaware, and the NYU Institute for Corporate Governance and Finance. He is a frequent author and a regular presenter before business and professional audiences on Delaware corporate law, and has been a guest instructor at M&A law classes at Harvard Law School, University of Pennsylvania, Cal-Berkeley, Stanford University, New York University, Columbia University, Penn State Dickinson School of Law, Hofstra University, and Delaware Law School.

Bill has been recognized as a leading Delaware litigator by a number of publications, including *Chambers USA*, *The Legal 500*, *Benchmark Litigation*, *Super Lawyers – Delaware*, and *U.S. News & World Report/Best Lawyers*. Bill received a B.S. from the University of Delaware in 1985 and a J.D. from The Dickinson School of Law in 1989. He served as a law clerk to The Honorable Maurice A. Hartnett, III of the Delaware Court of Chancery (1989-90).

JAMIE LEIGH

CO-CHAIR OF M&A GROUP, COOLEY

Jamie Leigh is co-chair of Cooley's M&A group. Her representative tech clients include Uber, Tableau, Workday, Dropbox, Palantir, Procore, Ellie Mae, DocuSign, Opendoor, Peet's, Checkr, and MINDBODY. Representative life sciences clients include Medivation, Kite Pharma, Abaxis, Adamas, CDL, and Intarcia. Representative investment banking clients include Qatalyst Partners, Morgan Stanley, and GCA Advisors.

The strength of Jamie's practice is in its high-profile variety – she purposely keeps a mix of cutting-edge public, private, buy-side, sell-side, and multi-industry clients. In addition to her focus on mergers and acquisitions, Jamie also regularly counsels takeover and activist defense, joint ventures, strategic equity investments, and founder/management teams. She enjoys her regular advisory role with boards of directors and special committees regarding corporate governance, proxy contests, and shareholder activism.

Jamie is repeatedly recognized as a leading lawyer in global M&A. Recent accolades include recognition as a "Dealmaker of the Year" Finalist by *The Deal*; a "Women in M&A Powerhouse 20" by *The Deal*; a "Trusted Advisor" by *The Recorder*; a "Top Women Leader in Tech Law" by *The Recorder*; and an "M&A/Antitrust Trailblazer" by *National Law Journal*. In addition, the M&A group that Jamie co-leads was recently recognized as the "Tech Deal Department of the Year" by *The Recorder* for the group's success in advising on high-value, game-changing tech M&A deals in 2018-2019.

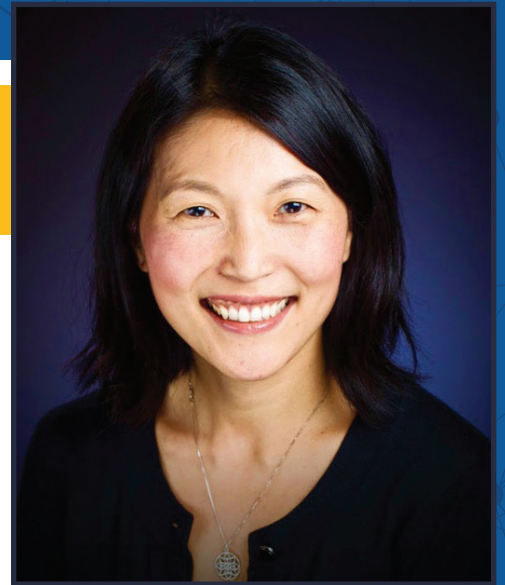


IRENE LIU

GENERAL COUNSEL, CHECKR

Irene is the general counsel of Checkr, a provider of modern and compliant background checks for global enterprises and on-demand start-ups. At Checkr, she oversees legal, compliance, policy and customer education teams. She is also a regular speaker on topics ranging from government engagement strategies and risk management to AI, data privacy, and security. She is a frequent writer and contributor to the Thomson Reuters Legal Executive Institute.

Prior to going in-house, Irene worked at the U.S. Department of Justice in the Antitrust Division and at the FTC in the Bureau of Consumer Protection. She gained extensive international policy and compliance experience while overseeing BlackBerry's global compliance team. Irene received her J.D. from UC Berkeley School of Law and her B.A. from Mount Holyoke College.



KATHARINE A. MARTIN

**PARTNER, CHAIR OF THE BOARD OF DIRECTORS,
WILSON SONSINI GOODRICH & ROSATI**

Katharine (Katie) Martin is chair of Wilson Sonsini Goodrich & Rosati's board of directors and a partner in the firm's Palo Alto office, where she practices corporate and securities law. Katie previously served as a member of the Policy Committee and as the leader of its business law department.

Katie has extensive experience in representing public companies. Her practice includes all aspects of company representation, including corporate governance, SEC compliance, 1934 Act issues, public offerings, private placements, and mergers and acquisitions. She also has represented underwriters in public offerings and issuers and investors in private equity financings.

Katie joined Wilson Sonsini Goodrich & Rosati in 1999, after 12 years at Pillsbury Madison & Sutro LLP, where she was a partner. She is a frequent speaker on corporate and securities law, corporate governance, and mergers-and-acquisition topics, presenting at such venues as PLI, Corporate Board Member, and the SEC Institute.



RYAN MCLEOD

PARTNER, WACHTELL, LIPTON, ROSEN & KATZ



Ryan A. McLeod is a partner in Wachtell, Lipton, Rosen & Katz's Litigation Department. His practice focuses on representing corporations and directors in litigation involving mergers and acquisitions, proxy contests, corporate governance disputes, and class and derivative actions involving allegations of breach of fiduciary duty. Ryan is also lecturer in law at Columbia Law School and a lecturing fellow at the Duke University School of Law, where he teaches seminars on corporate litigation, and he is admitted to practice in New York and Delaware.

Ryan has significant experience litigating corporate matters in the Delaware Court of Chancery, the Delaware Supreme Court, and other courts around the country. Representative actions include the landmark defense victory in *Corwin v. KKR Financial*, the successful defense of Sotheby's stockholder rights plan against an activist investor attack in *Third Point LLC v. Ruprecht*, and the validation of exclusive forum bylaws in *Boilermakers Local 154 Ret. Fund v. Chevron*. Ryan is a fellow of the American Bar Foundation, and he was recently recognized by Legal500 as a "next generation" leading lawyer in M&A litigation defense.

Ryan received his B.A. in Latin and English *summa cum laude* from Ursinus College in 2004, where he was elected to Phi Beta Kappa. He received his J.D. *magna cum laude* from the Duke University School of Law, where he was elected to the Order of the Coif and was awarded the Faculty Prize for Achievement in Business Law and Finance. Upon graduation from law school, Ryan clerked for the Honorable William B. Chandler III, the former chancellor of the Delaware Court of Chancery. Ryan maintains an active LGBT-related pro bono practice, is a fellow of the Leadership Council on Legal Diversity, and is a member of the firm's diversity committee.

CASEY MCTIGUE

EXECUTIVE DIRECTOR, SRS ACQUIOM

Casey is an executive director at SRS Acquiom and leads the team responsible for managing post-closing escrow claims, earnouts, working capital, tax, and other disputes on behalf of the company's clients. While at SRS Acquiom, he has represented shareholders' interests on hundreds of deals, including defending claims for as much as \$400 million and administering life sciences deals with as much as \$1 billion in contingent consideration.

Before joining SRS Acquiom, Casey represented Fortune 50 clients as a litigation attorney nationally and internationally in a variety of fields. He acted as outside counsel on behalf of numerous parties, including SRS Acquiom and its clients, and took multiple cases to trial and appeal.

Casey frequently presents and writes on subjects of interest to those in the M&A field and is a core contributor to SRS Acquiom's life sciences study. He is also an Eagle Scout and volunteers with San Francisco Bay Area youth sports. He holds a J.D. from the University of California, Berkeley (Boalt Hall) and a B.S. in economics from Arizona State University's Barrett Honors College.



AMELIA MIAZAD

FOUNDING DIRECTOR AND SENIOR RESEARCH FELLOW, BERKELEY CENTER FOR LAW, BUSINESS AND THE ECONOMY

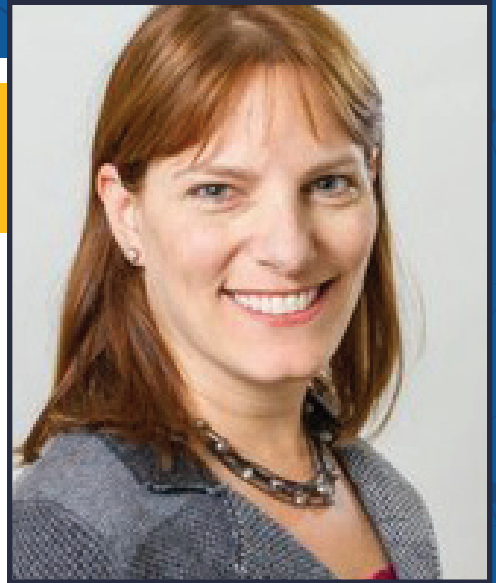
Amelia Miazad is the founding director and senior research fellow of the Business in Society Institute at Berkeley Law. The institute studies the changing role that companies are playing in society, a topic that is being debated by legal scholars, policymakers, courts, the media, and corporate leaders. The Business in Society Institute's mission is to prepare lawyers to address this new landscape. In furtherance of this mission, Amelia teaches courses and leads the institute's research, curriculum development, and programming. Before beginning her work in higher education, Amelia practiced law for nearly ten years.



JENNIFER MILLER

GENERAL COUNSEL AND SECRETARY, LOON

Jennifer Miller serves as general counsel and secretary for Loon, the Alphabet moonshot company. As Loon's inaugural general counsel since January 2018, she has built and currently leads Loon's worldwide legal, regulatory, government relations, and compliance teams. Jennifer represents Loon globally and works with governments and partners on a wide variety of regulatory and other matters to help bring internet connectivity to everyone. Using a network of balloons traveling on the edge of space, Loon makes it possible to extend internet access to the billions who currently lack it. To date, Loon's balloons have flown more than one million hours in the stratosphere and traveled over 40 million kilometers – enough to go to the moon 100 times. Loon is a subsidiary of Alphabet, Google's parent company.



THEODORE MIRVIS

PARTNER, WACHTELL, LIPTON, ROSEN & KATZ

Theodore N. Mirvis is a partner in the Litigation Department at Wachtell, Lipton, Rosen & Katz. Mr. Mirvis has been with the firm for over 30 years and, during that time, has litigated some of the landmark cases regarding corporate governance issues, mergers and acquisitions, stockholders' rights, and numerous other matters involving corporate and securities litigation. He is an expert on corporate defense. He has written extensively on topics ranging from white-collar crime, corporate governance, mergers and acquisitions, and stockholder derivative suits, and is a regular lecturer at the Harvard Business School and the Harvard Law School.

Mr. Mirvis received a B.A. *summa cum laude* from Yeshiva University in 1973 and received a J.D. *magna cum laude* from the Harvard Law School in 1976. During law school, he served as case officer and as a member of the Editorial Board of The Harvard Law Review. Upon graduation, Mr. Mirvis was a law clerk to the Honorable Henry J. Friendly of the United States Court of Appeals for the Second Circuit. He is a member of the American Law Institute, the Planning Committee of the Tulane Corporate Law Institute, and the Advisory Board of the Harvard Law School Program on Corporate Governance.



JENNIFER MULLER

CO-HEAD SPECIAL COMMITTEE ADVISORY AND FAIRNESS OPINION AND HEAD OF THE BOARD ADVISORY SERVICES AND SOLVENCY OPINIONS, HOULIHAN LOKEY



Ms. Muller is co-head of Houlihan Lokey's Special Committee Advisory and Fairness Opinion practices and head of Board Advisory Services and Solvency Opinions. She is also a board member of the University of Pennsylvania Institute for Law and Economics, chair of the American Bar Association's Women in M&A Subcommittee, and a prior vice chair of the American Bar Association's M&A Committee.

Ms. Muller is experienced in business and securities valuations and corporate governance and specializes in fairness, solvency, and other transaction-based opinions. Her clients are typically boards of directors, special committees, and other fiduciaries and have included Google, Broadcom Corp., NVIDIA Corp., Liberty Media, Flextronics International, and VMware, Inc.

Ms. Muller speaks frequently at corporate and legal symposiums and seminars on corporate finance and valuation, and she provides commentary in various business publications. Recently, she has spoken at the National M&A Institute, the American Bar Association, and the Practising Law Institute and has guest lectured at Harvard Law School, Columbia Law School, and the UC Berkeley School of Law, among other institutions, on the role of the financial advisor in M&A transactions. Ms. Muller also speaks regularly on the topic of increasing the level of participation of women in M&A.

Before joining Houlihan Lokey, Ms. Muller was a senior consultant at both Tucker Alan and Peterson Consulting, where she performed litigation consulting services that included analyzing economic damages for trial purposes.

Ms. Muller graduated *cum laude* with a B.A. in mathematics/economics from Claremont McKenna College.

JANET NAPOLITANO

PRESIDENT, UNIVERSITY OF CALIFORNIA



Janet Napolitano is the 20th president of the University of California, and the first woman to serve in this role. She leads a university system of ten campuses, five medical centers, three affiliated national laboratories, and a statewide agriculture and natural resources program. The UC system has more than 273,000 students, 223,000 faculty and staff, an annual operating budget of \$36.5 billion, and two million living alumni.

A distinguished public servant, Napolitano served as the U.S. Secretary of Homeland Security from 2009 to 2013, as Governor of Arizona from 2003 to 2009, as Attorney General of Arizona from 1998 to 2003, and as U.S. Attorney for the District of Arizona from 1993 to 1997.

Since she became UC president in September 2013, Napolitano has been a steadfast advocate for California students, working to stabilize in-state tuition and to enroll historic numbers of California undergraduates. She has aimed to increase the number of qualified community college students who transfer to UC and expanded efforts to support California high school students from all backgrounds in their pursuit of a higher education.

Napolitano has launched an initiative to accelerate the translation of UC research into new businesses and inventions that benefit the public good, and she has implemented reforms to UC's approach to preventing and responding to sexual harassment and sexual assault. She also created several programs to encourage UC students to pursue work in the public interest, including founding a first-of-its kind systemwide public service fellowship program.

In 2017, under Napolitano's leadership, the University of California was the first university in the country to file a lawsuit to stop the federal government's rescission of the Deferred Action for Childhood Arrivals program. Injunctions granted in the case have allowed more than 117,000 DACA recipients—including members of the UC community—to renew their authorizations to live and work in the United States.

Napolitano has upheld the university's legacy of leadership on global climate action, putting UC on a path to 100 percent reliance on clean electricity across all campuses and medical centers by 2025, the same year the university aims to achieve systemwide carbon neutrality. In 2017, she also spearheaded the formation of the University Climate Change Coalition, or UC3. This group of 20 leading North American research universities and systems is working to help local communities achieve their climate goals and accelerate the transition to a low-carbon future.

Napolitano earned a B.S. degree (*summa cum laude* in political science) in 1979 from Santa Clara University, where she was Phi Beta Kappa, a Truman Scholar, and the university's first female valedictorian. She received her law degree in 1983 from the University of Virginia School of Law. In 2010, she was awarded the prestigious Thomas Jefferson Foundation Medal (Law), the University of Virginia's highest external honor. In 2014, she was appointed a tenured faculty member of UC Berkeley's Goldman School of Public Policy. In 2015, she was elected to the American Academy of Arts and Sciences, and in 2017, she was inducted into the American Philosophical Association. She serves on the Council of the American Law Institute and is a board member of the Council on Foreign Relations. Napolitano is the author of *How Safe Are We: Homeland Security Since 9/11*, published in March 2019.

BERNARD A. NIGRO JR.

**PRINCIPAL DEPUTY ASSISTANT ATTORNEY
GENERAL, ANTITRUST DIVISION OF THE UNITED
STATES DEPARTMENT OF JUSTICE**

Bernard (Barry) A. Nigro, Jr., serves as the Principal Deputy Assistant Attorney General in the Antitrust Division of the United States Department of Justice. Mr. Nigro has previously served as Deputy Director of the Federal Trade Commission's Bureau of Competition, Chair of the Antitrust Department of Fried, Frank, Harris, Shriver & Jacobson LLP, and vice chair of the American Bar Association's Section of Antitrust Law. Mr. Nigro graduated from Georgetown University and The George Washington University Law School, and subsequently clerked for the Honorable Charles R. Richey on the United States District Court for the District of Columbia.



MARGARET O'MARA

PROFESSOR, UNIVERSITY OF WASHINGTON



Margaret O'Mara is the Howard & Frances Keller Endowed Professor of History at the University of Washington and a contributing opinion writer at the *New York Times*. She writes and teaches about the growth of the high-tech economy, the history of U.S. politics, and the connections between the two.

O'Mara is the author of *Cities of Knowledge* (Princeton, 2005), *Pivotal Tuesdays* (Penn Press, 2015), and *The Code: Silicon Valley and the Remaking of America* (Penguin Press, 2019). She is a co-author, with David Kennedy and Lizabeth Cohen, of forthcoming editions of a widely used United States history college textbook, *The American Pageant* (Cengage).

In addition to her opinion pieces in the *New York Times*, her writing also has appeared in the *Washington Post*, the *Los Angeles Times*, *Newsweek*, *Bloomberg Businessweek*, *Foreign Policy*, the *American Prospect*, and *Pacific Standard*.

At the University of Washington, she teaches undergraduate and graduate courses in U.S. political and economic history, urban and metropolitan history, and the history of technology. She is the Washington co-chair of the Scholars Strategy Network, a co-founder and current faculty affiliate of Urban@UW, and a board member of HistoryLink.org, the online encyclopedia of Washington State history. In addition to her teaching, she speaks regularly to academic, civic, and business audiences.

O'Mara is a distinguished lecturer of the Organization of American Historians and a past fellow of the Center for Advanced Study in the Behavioral Sciences, the American Council of Learned Societies, and the National Forum on the Future of Liberal Education. She received her M.A./Ph.D. from the University of Pennsylvania and her B.A. from Northwestern University. Prior to her academic career, she worked in the Clinton White House and served as a contributing researcher at the Brookings Institution. She lives outside Seattle with her husband, Jeff, and their two daughters.

DALIA OSMAN BLASS

**DIRECTOR OF THE SECURITIES AND EXCHANGE
COMMISSION'S DIVISION OF INVESTMENT
MANAGEMENT**

The SEC's Division of Investment Management works to protect investors and to promote capital formation and innovation in investment products and services through oversight and regulation of the nation's multi-trillion dollar investment management industry. The division is responsible for the Commission's regulation of investment companies, variable insurance products, and federally registered investment advisers.



Ms. Blass previously served in a number of leadership roles in the Division of Investment Management. Ms. Blass returned to the SEC as director of the Division of Investment Management in September 2017 from private practice, where she advised on a broad range of investment fund, private equity, and regulatory matters. Earlier in her career, Ms. Blass practiced corporate law in New York and London.

Ms. Blass earned a J.D. from Columbia University School of Law. She received her B.A. in international studies from the American University and studied political science at the American University in Cairo.

FRANK PARTNOY

PROFESSOR, BERKELEY CENTER FOR LAW,
BUSINESS AND THE ECONOMY



Before joining Berkeley Law in 2018, Frank Partnoy taught for 21 years at the University of San Diego, where he was the George E. Barrett Professor of Law and Finance and received the Thorsnes Prize for Excellence in Teaching three times. Partnoy has been an international research fellow at Oxford University since 2010 and has been a visiting professor at the University of Sydney and the Rady School of Management. He is currently a member of the Financial Economists Roundtable.

Partnoy has written several dozen scholarly publications on topics in business law and financial markets, including in peer-reviewed journals (e.g., *Journal of Finance*, *Journal of Accounting and Economics*, *Journal of Corporate Finance*, *Accounting Review*, *Socio-Economic Review*), in chapters of academic press books (e.g., Oxford, Cambridge, Chicago, Brookings), and in law reviews (e.g., Chicago, Pennsylvania, Georgetown). Partnoy also is co-author of several academic books, including a leading casebook that he assigns for Business Associations.

Partnoy is the author of four trade press books: *WAIT*, *The Match King*, *Infectious Greed*, and *F.I.A.S.C.O.* He writes regularly for *The Atlantic* and has written multiple articles each for *The New York Review of Books*, *Harvard Business Review*, and the *Wall Street Journal*, as well as more than fifty opinion pieces for the print editions of *The New York Times* and the *Financial Times*. Partnoy has appeared on numerous media programs, including 60 Minutes and The Daily Show with Jon Stewart, and has testified as an expert before both houses of Congress.

Before becoming a professor, Partnoy worked as a lawyer at Covington & Burling and as a fixed income derivatives specialist at Morgan Stanley and CS First Boston. He clerked for the Honorable Michael B. Mukasey in the Southern District of New York.

ELIZABETH POLLMAN

PROFESSOR OF LAW, LOYOLA LAW SCHOOL

Elizabeth Pollman is a professor of law at Loyola Law School, Los Angeles (starting in January 2020, at the University of Pennsylvania Law School). She teaches and writes on a wide variety of topics in business law, with a particular focus in her scholarship on corporate governance, purpose, and personhood, as well as start-ups, entrepreneurship, and law and technology. She has taught as a visiting professor at the University of Sydney Law School and UC Berkeley School of Law, and served as a fellow at the Arthur and Toni Rembe Rock Center for Corporate Governance at Stanford Law School. Before teaching, she practiced as a transactional lawyer and business litigator at Latham & Watkins in Silicon Valley and Los Angeles. She clerked for the Honorable Raymond C. Fisher of the Ninth Circuit Court of Appeals. She earned both her B.A. and J.D., with distinction, from Stanford University.



ANITHA REDDY

PARTNER, WACHTELL, LIPTON, ROSEN & KATZ

Ms. Reddy graduated *magna cum laude* from Stanford University. She graduated in 2008 from Stanford Law School, where she was managing editor of the Stanford Law Review. After law school, Ms. Reddy served as a law clerk to the Honorable John Gleeson of the United States District Court for the Eastern District of New York and to the Honorable Pierre N. Leval of the United States Court of Appeals for the Second Circuit. Ms. Reddy served as a law clerk to Justice Ruth Bader Ginsburg of the Supreme Court of the United States for the October 2014 term.



WILLIAM SAVITT

PARTNER, WACHTELL, LIPTON, ROSEN & KATZ



William Savitt is the co-chair of the Litigation Department of Wachtell, Lipton, Rosen & Katz. His practice focuses on representing corporations and directors in litigation involving mergers and acquisitions, proxy contests, corporate governance disputes, class actions involving allegations of breach of fiduciary duty, and regulatory enforcement actions relating to corporate transactions. Mr. Savitt writes and speaks extensively on corporate and securities law topics and is an adjunct law professor at Columbia Law School in the field of transactional litigation.

Mr. Savitt has played a leading role in high-stakes corporate governance and mergers-and-acquisitions litigation in the Delaware Court of Chancery and in courts around the country. Among recent examples, Mr. Savitt successfully litigated the landmark case of *Corwin v. KKR Financial* in the Court of Chancery and the Delaware Supreme Court; defended Allergan in response to a hostile bid from Pershing Square and Valeant; defended Sotheby's shareholder rights plan against an activist investor attack; was lead trial counsel in the successful and unprecedented litigation effort of Vulcan Materials Company to obtain a court order enjoining an attempted hostile takeover by an industry rival; has defended corporate bylaw and charter provisions in courts around the country; has tried numerous M&A cases to successful verdict; and was lead attorney in the United States and Canada in Lions Gate Entertainment's successful multinational defense of Carl Icahn's takeover attempt. Mr. Savitt is a recognized authority on multi-jurisdictional corporate litigation and has defended numerous corporate merger and class action fiduciary challenges in Delaware, New York, California, and elsewhere, including recent successful defenses of the New York Stock Exchange's merger with the InterContinental Exchange, the going-private sale of Dell, Inc., and the merger between Saks Fifth Avenue and Hudson's Bay Company.

Mr. Savitt graduated *magna cum laude* from Brown University and received an M.Phil. from Columbia University in European legal history. He graduated from Columbia Law School in 1997, where he was editor-in-chief of the *Columbia Law Review*. Upon graduation from law school, Mr. Savitt served as a law clerk to the Honorable Pierre N. Leval of the United States Court of Appeals for the Second Circuit for the 1997 term and to the Honorable Ruth Bader Ginsburg of the Supreme Court of the United States for the October 1998 term. Among other professional recognitions, Mr. Savitt has been named by *Chambers USA: America's Leading Lawyers for Business* as a leading securities litigator, by *Lawdragon* as one of the 500 leading lawyers in the United States, by *Benchmark Litigation* as a "litigation star," and as a leading authority in the *International Who's Who of Corporate Governance*. He is a member of the American Law Institute, the board of directors of the New York Legal Aid Society and the board of trustees of the Columbia Law Review, Inc., and is a past executive director of Interfaith Hunger Appeal, a New York-based international hunger relief organization.

AMY SIMMERMAN

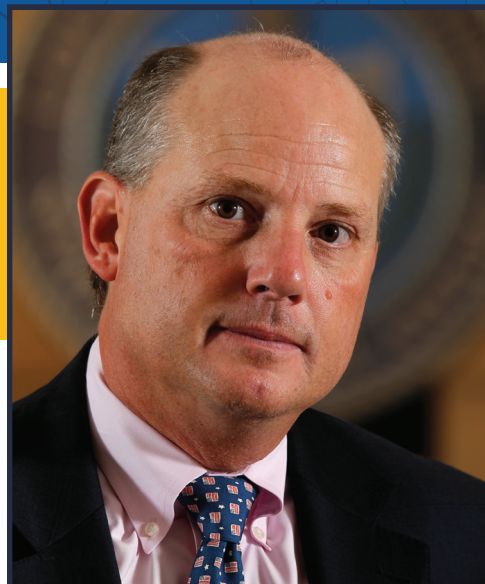
PARTNER, WILSON SONSINI GOODRICH & ROSATI

Amy Simmerman is a partner in the Wilmington, Delaware, office of Wilson Sonsini Goodrich & Rosati. Amy is a leader of the firm's Delaware office and governance practice. Her practice focuses on providing advice on corporate governance and all aspects of Delaware corporate law, including fiduciary duties, mergers and acquisitions, stockholder activism, corporate formation, stock issuances, preferred stock investments, and various statutory compliance matters. Amy frequently speaks and publishes on Delaware law and governance issues. She also has been involved in many special committee assignments and internal investigations and provides corporate advice in the context of litigation.



HONORABLE LEO E. STRINE, JR.

8TH CHIEF JUSTICE OF THE DELAWARE SUPREME COURT



On February 28, 2014, Leo E. Strine, Jr., became the eighth Chief Justice of the Delaware Supreme Court. Before becoming the Chief Justice, he had served on the Delaware Court of Chancery as Chancellor since June 22, 2011, and as a Vice Chancellor since November 9, 1998.

Chief Justice Strine holds long-standing teaching positions at Harvard and University of Pennsylvania, where he has and continues to teach diverse classes in corporate law addressing, among other topics, mergers and acquisitions, the role of independent directors, valuation, and corporate law theories. Chief Justice Strine also serves as a Senior Fellow of the Harvard Program on Corporate Governance, as well as acting as an advisor to Penn's Institute for Law & Economics. Since 2006, Chief Justice Strine has served as the special judicial consultant to the ABA's Committee on Corporate Laws. Since 2014, Chief Justice Strine has also been the special judicial consultant to the ABA's Committee on Mergers & Acquisitions.

Chief Justice Strine speaks and writes frequently on the subject of corporate law, and his articles have been published in *The University of Chicago Law Review*, *Columbia Law Review*, *Cornell Law Review*, *Duke Law Journal*, *Harvard Law Review*, *University of Pennsylvania Law Review*, and *Stanford Law Review*, among others. On several occasions, Chief Justice Strine's articles were selected as among the Best Corporate and Securities Articles of the year, based on the choices of law professors.

Before joining the Court, Chief Justice Strine served as Counsel to Governor Thomas R. Carper and had also worked as a corporate litigator at Skadden, Arps, Slate, Meagher & Flom. Chief Justice Strine was law clerk to Judge Walter K. Stapleton of the U.S. Court of Appeals for the Third Circuit and Chief Judge John F. Gerry of the U.S. District Court for the District of New Jersey. Chief Justice Strine graduated *magna cum laude* from the University of Pennsylvania Law School in 1988 and was a member of the Order of the Coif. In 1985, he received his Bachelor's Degree *summa cum laude* from the University of Delaware and was a member of Phi Beta Kappa and a Truman Scholar.

In 2000, Governor Carper awarded Chief Justice Strine the Order of the First State. In 2002, President David Roselle of the University of Delaware presented Chief Justice Strine with the University's Presidential Citation for Outstanding Achievement. In 2006, Chief Justice Strine was selected as a Henry Crown Fellow at the Aspen Institute.

Chief Justice Strine lives in Hockessin, Delaware, with his wife, Carrie, who is an occupational therapist at the DuPont Hospital for Children, and his two sons, James and Benjamin.

GREG WEINBERGER

CO-HEAD OF GLOBAL M&A, CREDIT SUISSE

Greg Weinberger is the co-head of Global M&A at Credit Suisse. He is also a member of the bank's Investment Banking Advisory Committee, which oversees the rendering of fairness opinions. Prior to his current role, Greg Weinberger was co-head of Americas M&A and prior to that he served as Head of Oil & Gas Americas. Greg has spent most of his career in Credit Suisse's M&A group, focusing on advising energy companies on strategic transactions. He previously was responsible for Credit Suisse's hostile takeover defense practice. Greg joined Credit Suisse First Boston in 1996 from Cravath, Swaine & Moore.



ROSS WEINER

GENERAL COUNSEL AND PARTNER, QATALYST

Ross Weiner is the general counsel and a partner at Qatalyst Partners, where he has worked since 2012. Prior to Qatalyst, Ross worked at Silver Lake Credit Fund, Credit Suisse, Brobeck, Phleger & Harrison and at Milbank, Tweed, Hadley & McCloy. Ross is originally from Washington, D.C., and received a B.A. from the University of Virginia and a J.D. from the University of Virginia School of Law. He currently serves on an executive advisory board to the Berkeley Center for Law and Business and on the board of trustees of the Glide Foundation. He resides in San Mateo with his wife and two children.



JOHN MARK ZEBERKIEWICZ

RICHARDS LAYTON & FINGER, PA



John Mark Zeberkiewicz focuses his practice on transactional matters involving Delaware corporations, including mergers and acquisitions, corporate governance, and corporate finance. He has served on drafting subcommittees responsible for significant amendments to Delaware's General Corporation Law, including the subcommittee responsible for the amendments overhauling Delaware's nonstock corporation law and the amendments relating to ratification of corporate acts.

A frequent presenter on Delaware corporate law and practice, Mr. Zeberkiewicz has published numerous articles in the field of corporate governance and mergers and acquisitions. He is on the editorial advisory board of *Insights*, and serves as chair of the American Bar Association's Corporate Documents and Process Committee. Mr. Zeberkiewicz has been recognized in *Chambers USA*, *The Legal 500 United States*, *The Best Lawyers in America*, *Super Lawyers*, and as a *Delaware Today* Top Lawyer. He received a J.D., *cum laude*, from the University of Pennsylvania Law School, and a B.A., *magna cum laude*, Phi Beta Kappa, from the University of Delaware.

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