

## MICHELLE M. WARNER



TO REQUEST CONTACT INFORMATION FOR THIS INDIVIDUAL, PLEASE  
EMAIL SHAWN TAYLOR KAMINSKI: SKAMINSKI@DIRECTWOMEN.ORG

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Highly accomplished C-suite executive with twenty-eight years of experience and a track record of navigating large corporations through material, complex and sensitive matters. Effective leader with strong business acumen, long-term, strategic vision and ability to quickly earn the trust and respect of new teams and create a positive work environment under challenging circumstances. Global M&A expertise including spin-offs, acquisitions, divestitures, outsourcings and joint ventures in over 50 countries across the Americas, Asia and Europe. Significant experience working with boards of directors in connection with governance, audit and executive compensation matters, board fiduciary duties, risk oversight, shareholder engagement, executive transition, and shareholder activism.

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### PROFESSIONAL EXPERIENCE

**USG CORPORATION** [NYSE: USG], Chicago, IL

**2016 – April 2019**

*Leading manufacturer of building products and innovative solutions, with approximately 50 plants and 12 mines and quarries, \$3.3B revenue (FY 2018) and over 7,000 employees in North America and a 50/50 joint venture, USG Boral Building Products, with \$1.2B revenue (FY 2018) and over 3,000 employees throughout Asia, Australasia and the Middle East. Sale to Gerb. Knauf KG, a privately held German company completed April 24, 2019.*

**Senior Vice President, General Counsel and Corporate Secretary and Executive Committee member** (Jan. 2016 – April 2019)

- Key leader, along with the CEO, CFO and Chairman, in connection with an unsolicited take-over offer which ultimately led to a negotiated \$7B sale of USG at a 31% premium to the undisturbed trading price; merger unanimously approved by the board and over 99% of voting shareholders. Successfully managed through a public disclosure of the bid by USG's largest shareholder, Berkshire Hathaway, and a proxy fight against the directors standing for re-election. Defended USG against novel shareholder litigation seeking to enjoin the merger vote.
- Acted as business and legal lead in connection with the \$675M sale of USG's building products distribution segment with \$1.2B revenue and 2,200 employees. Exceeded the financial targets and timing expectations for the sale.
- Helped manage through a CEO transition, working with the new CEO and other members of the Executive Committee in developing a new strategy to focus the company as a growth-oriented, pure play manufacturer. Reorganized the company's reporting segments, expanded the Executive Committee and enhanced the organizational structure through new initiatives, including advanced manufacturing, pricing analytics and commercialization. Annual revenue increased by approximately 11% over two years in a relatively flat market.
- Regularly engaged with management of USG's 50/50 joint venture with Boral Limited in Asia, Australasia and the Middle East, as well as management of Boral on matters relating to joint venture strategy, governance and legal issues. Assisted in recruiting the general counsel, chief compliance officer and chief intellectual property counsel.
- Championed modern governance practices to develop an investor outreach program and participated in the development of USG's inaugural investor day.

- Helped establish and served as Chair of USG's Compliance Committee to oversee and coordinate across the company's compliance functions. Developed and monitored the company's compliance program covering policies, training and communication; compliance resources; reporting, investigation and discipline; organizational integration; management commitment and oversight; and risk identification, mitigation and improvement.
- Managed corporate legal department, assuring strategic alignment with the business and regular reporting to management and the board. Responsible for all corporate governance, securities, M&A, intellectual property, litigation, regulatory and government affairs, environmental, product stewardship, compliance, real estate and commercial matters.

**MOTOROLA SOLUTIONS, INC. [NYSE: MSI], Schaumburg, IL 1997 – 2015**

*Leading global public-safety communications company, with \$6B revenue (FY 2015) and over 14,000 employees. Formerly Motorola, Inc., a leading global communications company, prior to the spin-off of Motorola Mobility in January 2011.*

**Corporate Vice President, Deputy General Counsel and Secretary** (June 2013 – Dec. 2015)

**Corporate Vice President, Law, Corporate, Securities and Transactions** (Aug. 2010 – June 2013)

**Vice President, Law, Transactions** (June 2001 – Aug. 2010)

**Senior Counsel, Transactions** (Nov. 1997 – June 2001)

- Advised senior management, the board and its committees on a variety of matters, including global M&A, securities, corporate governance, board fiduciary duties, risk management, capital allocation strategies including share repurchases and dividends, and shareholder activism.
  - Secretary to the board of directors, audit committee and governance committee.
  - Advised on issues associated with ValueAct's entry into the company's stock, including negotiation of agreements in connection with obtaining a board seat. Managed repurchases of \$1.750 billion of the company's common stock from Icahn Enterprises and ValueAct. Played a key role in the \$1 billion private equity investment in the company.
  - Participated with investor relations, HR and board members in connection with the company's shareholder governance outreach efforts.
- Led all legal aspects of the company's most significant transactions, including spin-offs, acquisitions, divestitures, outsourcings, joint ventures and equity investments, that ultimately transformed then Motorola, Inc. from a communications conglomerate to a focused leader in public safety solutions.
  - Worked in over 50 countries across the Americas, Asia and Europe, building a strong global network of transactions professionals.
  - Engaged with business clients, finance and tax to structure transactions, advise on legal and business risk management, and lead negotiations.
  - Developed cross-functional M&A expertise and built world-class transaction and integration processes and practices.
- Co-led Motorola's separation into two independent, publicly traded companies (Motorola Solutions, Inc. and Motorola Mobility, Inc.), working closely with functional experts, business development team members, co-CEOs, and the Board of Directors.
  - Implemented shareholder focused/corporation neutral decision-making process to balance allocation of assets and risks and navigate demands of co-CEOs.
  - Responsible for the internal reorganization in over 40 countries.
  - Key drafter of the registration statement for the registration of securities of Motorola Mobility.

**HOLLEB & COFF, Chicago, IL** **1994 –1997****Associate**

Member of business department of 120+ attorney full-service Chicago-based law firm. Broad general corporate experience representing public and private entities in M&A, securities, finance, venture capital and general commercial matters.

**MCDERMOTT, WILL & EMERY, Chicago, IL** **1991-1994****Associate**

Member of corporate department of 500+ attorney international law firm. Broad general corporate experience representing public and private entities in finance, M&A, and securities matters.

**BOARD OF DIRECTORS****MKS Instruments, Inc. [NASDAQ: MKSI]****May 2019 – Present**

Elected by the shareholders of MKSI to serve a three-year term.

*MKSI is a \$2.1 revenue (FY 2018) global provider of instruments, subsystems and process control solutions that measure, monitor, deliver, analyze, power and control critical parameters of advanced manufacturing processes to improve process performance and productivity for its customers.*

**NON-PROFIT BOARDS****Museum of Science and Industry, Chicago****2013 – Present**

Chair, President's Council and Ex Officio member of the Board of Trustees

2019 – Present

Member, President's Council

2013- 2019

**Denison University, Board of Advisors****2014 – Present**

Actively engage with college president and administration regarding strategic priorities of the college and assist in philanthropic giving.

**Logan Square Preservation, Director****2015 – Present**

Non-profit community organization dedicated to advocating for preservation and restoration and educating citizens about architecture, history and beautification.

**USG Foundation, Director and Secretary****2017 – 2019****Motorola Solutions Foundation, Director, Vice President and Secretary****2013 – 2015**

Managed foundation team; assisted in setting policy; served as representative of the foundation.

**EDUCATION****NORTHWESTERN UNIVERSITY SCHOOL OF LAW, Chicago, IL****1991**

*Juris Doctorate*

- Articles Editor; *Northwestern Journal of International Law and Business*
- Published: *The Controls on the Transfrontier Movement of Hazardous Waste from Developed to Developing Nations: The Goal of a Level Playing Field.*

**DENISON UNIVERSITY, Granville, OH****1988**

*B.A., Economics, Cum Laude and Phi Beta Kappa*

**UNIVERSITY OF CHICAGO, GRADUATE SCHOOL OF BUSINESS, Chicago, IL****Summer 1987**

*Chicago Business Fellow (admitted to MBA program/full tuition summer scholarship)*