



VERONICA H. FOLEY

SUMMARY OF EXPERIENCE

Over 18 years of experience in the energy industry with unique insights in global business development, legal, governance, compliance, and risk management. Consistent record of delivering excellent results and successfully innovating across the value chain, from helping to establish multiple operations around the world, to unlocking potential in multiple mergers and acquisitions as well as strategically helping companies through financial and industry downturns.

Core Competencies:

<ul style="list-style-type: none"> • Senior Leadership Experience • Strategic Planning • Business Development • Risk Assessment • Mergers and Acquisitions 	<ul style="list-style-type: none"> • Oil & Gas • Oilfield Services • Manufacturing • Insurance • Telecommunications 	<ul style="list-style-type: none"> • International Business • ESG • HR and Compensation • Legal and Compliance • Government Relations
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PROFESSIONAL EXPERIENCE

- **C- Suite Experience** – Serve as instrumental member and advisor to the board of directors and the executive management team, implementing strategic business growth initiatives, building strong board relations, managing through crisis and change, and overseeing all aspects of corporate governance, legal, risk, insurance, compliance, audit, and worker’s compensation functions.
- **Board and Management Committees** – Chair of Management’s Compliance Committee, Enterprise Risk Management (“ERM”) Committee and Disclosure Committee.
- **Governance** – Advisor to the board and management on governance matters, acting as liaison between shareholders, the Board and senior executives. Devise and administer board and committee evaluations. Experience setting board and committee agendas and annual committee goals.
- **Sustainability** – Experience developing and executing strategies and operating principles for ESG initiatives, including prioritizing key issues and opportunities to position corporations into leaders in areas of diversity, governance, stewardship, employee engagement, and philanthropy.
- **Compliance** – Maintain and execute comprehensive compliance program, including training, development and implementation of strategy, policy, process, and procedures.
- **Activist Shareholders and Investor Relations** – Develop communication plans for shareholders and other members of the financial community, including non-deal roadshows, shareholder activism, proxy solicitation and proxy issues, mergers and acquisitions, crisis communications, and other media relations. Successfully drove several campaigns with shareholders and ISS/Glass Lewis related to say-on pay advisory vote, receiving high voting approvals from shareholders and passing recommendations from ISS and GL, despite having low TSR (total shareholder return) performance metric.
- **ERM** – Develop and implement ERM programs, including supporting the identification, evaluation, mitigation, and monitoring all of relevant operational, financial, credit, compliance, and strategic risks.
- **International Experience** – Establish and oversee legal operations in multiple countries in Latin America (Mexico, Argentina and Colombia), and the Middle East (Dubai, Kingdom of Saudi Arabia, Kuwait, and Georgia) including, but not limited to corporate formation, maintenance, subsidiary management, and the formation of joint ventures.
- **HR** – Provide consultation regarding strategic staffing plans, like compensation, benefits, training and development, budget, and labor relations.
- **Corporate Securities** – Knowledge of applicable securities laws and required filings with the Securities and Exchange Commission and the Toronto Stock Exchange.

- **M&A** – Manage multiple mergers and acquisitions, divestitures, stock and asset purchases, strategic investments, joint ventures and other corporate transactions from non-disclosure agreement to integration. Most recently acting as a white knight in the Trinidad Drilling Limited vs. Ensign Energy Services hostile take over in a \$1 billion acquisition.
- **Finance** – Assess risks and negotiate public and private issuances of equity and debt securities, exchange offerings, including the oversight of over \$1 billion in senior and convertible note and common stock offerings in the last 10 years. Performed multiple credit facility re-negotiations, and debt restructurings in the last 5 years.
- **Litigation & Insurance** – Oversee litigation, including court proceedings, administrative proceedings and internal investigations. Reduced legal budget for litigation by over 50% over a two-year period. Subsequently met legal budget targets every year since 2013. Oversee insurance programs, including the negotiation of insurance placement pricing, structure and limits for all property, casualty and other insurance policies.
- **Workers Comp** – Lead a team of claims adjusters that make decisions about liability/compensability, evaluate losses, negotiate settlements and manage an inventory of disability claims.
- **Enterprise Information Management (“EIM”)** – Develop and implement EIM initiatives to build efficient and agile document retention and data management with capabilities for information creation, distribution and consumption.

EMPLOYMENT BACKGROUND

PRECISION DRILLING CORPORATION, Houston, Texas

Senior Vice President, General Counsel & Corporate Secretary, January 2015 – present

Associate General Counsel, Americas, January 2010 – December 2014

Precision is a leading North American oil and gas drilling company listed on the New York and Toronto stock exchanges. Part of the executive leadership team. Responsible for supervising the legal, ethics & compliance, insurance, corporate sustainability, record retention, Enterprise Risk Management, and workers compensation departments for the U.S., Canada, Latin America and the Middle East. Ensure high-quality legal support for transactions, financing, litigation, and all other aspects of the energy business. Advise on internal and external regulations and policies, including anti-corruption laws and securities regulations. Advise on corporate governance and serve as corporate secretary.

NORTON ROSE FULBRIGHT, LLP

Senior Associate

Houston, Texas (June 2002 – June 2004; and July 2008 – December 2009)

New York, New York (July 2004 – June 2008)

Extensive litigation experience in both state and federal courts. Represented clients in complex business litigation matters, class action suits, oil and gas disputes, toxic tort cases, securities matters, environmental nuisance and products liability suits and breach of contract cases. Extensive experience representing clients in arbitrations under all major international arbitration rules, including AAA/ICDR, ICC, LCIA, and UNCITRAL. Represented clients faced with responding to government investigations and enforcement actions, including those of the Department of Justice and the Securities and Exchange Commission.

UNITED STATES DISTRICT COURT, Houston, Texas

Legal Intern to the Honorable David Hittner, January - May 2002

VINSON & ELKINS, LLP, Houston, Texas

Summer Associate, Summer 2001 (permanent offer extended)

EDUCATION

SOUTH TEXAS COLLEGE OF LAW, Houston, TexasJuris Doctorate, 2002, *Cum Laude**Honors:* Dean's List 2000-2002; Langdell Scholar 2001-2002; Ruth Beth Merit Scholarship 2000-2002; Order of Lythae 2002.*Law Review:* South Texas Law Review – Assistant Managing Editor
Corporate Counsel Review – Articles Editor**BAYLOR UNIVERSITY**, Waco, Texas

Bachelor of Arts in Psychology and French, 1999

Honors: Dean's List 1997 and 1999; Mortar Board Honor Society 1998-1999; Golden Key Honor Society 1998-1999; Psi Chi Honor Society 1997-1999.**UNIVERSITY OF CAEN**, Caen, France

Baylor University study abroad program, June 1997 – January 1998

LANGUAGES

Native Spanish speaker, proficient in French and Portuguese.

HONORS, ADMISSIONS AND MEMBERSHIPS

- 2020 Houston Corporate Counsel Award for Business Litigation of the Year Award.
- 2020 U.S. Power 50 Award, National Diversity Council.
- 2019 General Counsel of the Year for a Mid-Sized Legal Department, Association of Corporate Counsel.
- 2019 Direct Woman Board Institute.
- 2018 Top 50 General Counsels in Houston, National Diversity Council.
- 2017 Houston Premiere Women in Law, Association of Woman Attorneys Foundation.
- The Center for Houston's Future – Class of 2014.
- 2011 Best Corporate Counsel Award – Up-and-Comer Category, Houston Business Journal.
- *Member of the Board of Directors*, Girls Inc. 2013 – present.
- *Member of the Board of Directors*, Houston Bar Foundation, 2015 – 2018.
- International Association of Drilling Contractors (“IADC”) – Legal Oversight Committee
- IADC – Contract review Committee 2012 – 2014.
- Admitted to practice law in Texas and New York.
- Certified Commercial Mediator.