

CAROLYN B. HERZOG

PROFILE: Experienced C-Suite business leader in global, multinational technology companies with over 25 years of hands-on experience supporting industry-leading customers across a broad range of sectors, public and private, in cybersecurity, semiconductor, cloud computing, SaaS, and IP licensing. Trusted business and legal advisor to boards of directors and executives on risk, crisis management, compliance, business strategy, operational velocity, human capital and business transformation.

Valued Skills Include:

- Collaborative, business partnering leadership style
- Direct, constructive, and honest communicator
- Business focused, out-come driven and innovative
- Media Trained Public Speaker
- Initiate and drive strategic initiatives to enable business opportunities
- Manage well under stress / Crisis Management
- Experienced keynote speaker

Areas of Expertise Include:

- Corporate Governance / Compliance
- Intellectual property protection
- M&A
- Litigation and Dispute management
- SOX and Risk management
- Complex commercial contracting and licensing
- Cyber and data security/incident response; data breach; data protection
- Government affairs
- Trade Compliance

Key Accomplishments Include:

- led strategic negotiation of acquisition of Arm by NVIDIA for +\$40b to create the world's premier computing company for AI (transaction terminated in favor of IPO due to regulatory concerns)
- led transformation of team from tactical to strategic organization, with fully embedded cross functional legal engagement
- led initiative to make Arm easier to do business with, creating substantially shorter legal documents, implementing CLM and enabling numerous self-help tools
- led key strategic initiatives to address major crises including US-China trade war that improved bottom line results and COVID-19 response that significantly mitigated risks
- led key integrations including introduction of enterprise security into the company with AXENT Technologies, integrations of Managed Security Services and several other businesses including the data storage business with the acquisition of Veritas in 2008; also led the major divestiture of the data storage business for Veritas in 2016 for \$8b to Carlyle Group
- transformed the EMEA legal team from a low performing and under-valued team into a high performing team; assisted in the leadership of several company transformations, including CEO/Executive changes
- led successful acquisition of AXENT Technologies, Inc. (AXNT) as GC by SYMC in 2000 for nearly \$1b (and successful integration and growth of enterprise business, staying with SYMC for 16 years thereafter)
- frequently featured keynote and presenter at notable global conferences including DAC, Watermark, ACC, and WebSummit

EXPERIENCE

Elastic NV (ESTC)

May 2022 – Present

Chief Legal Officer, Corporate Secretary, San Jose, CA

Report to CEO and a member of the Executive Committee, serving as Section 16 Officer and on various key committees. Responsible for all legal and compliance globally, leading a team of 40+ legal professionals, providing strategic counsel to the Board, CEO and leadership on a broad range of corporate, commercial and regulatory issues. Elastic is the world's leading free and open search and analytics solution, headquartered in Amsterdam, The Netherlands and Mountain View, California (U.S).

Arm Limited

January 2017 – February 2022

EVP, General Counsel, Corporate Secretary, Chief Compliance Officer, San Jose, CA

Reported to CEO and was a member of the Executive Committee, serving on Arm Subsidiary Governance board and various entity boards (including as President of Arm France). Responsible for global legal, government affairs and trade compliance, leading a team of approximately +70-95 global legal professionals. Arm is the world's leading semiconductor IP design company, with +7,000 employees representing over 60 nationalities. Headquartered in Cambridge, UK, Arm is a large private UK corporation and a wholly owned subsidiary of SoftBank Group Corporation (SFBTF), a Japanese multinational publicly traded corporation headquartered in Tokyo, Japan. Arm technology reaches over 70% of the global population.

Led significant transformation for public readiness, initially for IPO planning and, subsequently, for intended sale to NVIDIA for >\$40bn. Act as a spokesperson for the company in public forums, including media and keynote speaking events. Chair/act as Executive Sponsor for key committees including Compliance, Risk Review, Investment, Sustainability, Energy Use & Climate, D&I, and Security Council. Created and led AI Ethics Committee. Lead major M&A integrations and divestitures, as well as key strategic initiatives to address major crises (including US-China trade affairs and Covid-19 mitigation and response) and including C-level organizational change management initiatives.

Symantec Corporation (SYMC)

December 2000-January 2017

Chief Compliance Officer, Vice President & Deputy General Counsel, Mountain View, CA

Vice President, Head of Legal, Europe, Middle East & Africa, London, UK

Senior Counsel/Director/Senior Director, Washington, DC

Reported to General Counsel as Deputy GC, dotted line reporting to Chair of Audit Committee as CCO. Responsible for global Ethics and Compliance Program, Privacy, Litigation, Employment, Public Sector, Product Legal, Enterprise and Consumer Go-to-Market, Americas Sales and Services, License Compliance and M&A integration, leading a team of +50 legal professionals. Previously led a team of +30 in the UK as Head of Europe, Middle East and Africa covering all legal issues for the region. Symantec was a publicly traded, Fortune 500 company and the global leader in cybersecurity, operating in over 50 countries, licensing software, managing cloud and providing cloud, consulting and technical services to consumers, small businesses, public sector and the largest global organizations.

AXENT Technologies (AXNT), Washington, DC

December 1997– December 2000

General Counsel (previously Assistant General Counsel/ Director/Corporate Counsel)

Responsible for all corporate governance, compliance, litigation, reporting and transactional duties of legal department for multinational, publicly traded company. Led acquisition of company by Symantec for approximately \$900m. As Assistant General Counsel, supported executive staff on corporate governance matters, including securities filings, stockholder relations, Trade Compliance, IP, employment, compliance, litigation, M&A, all commercial and government transactions and management of outside counsel.

International Law Institute (ILI), Washington, DC

December 1996-December 1997

Staff Attorney

Responsible for training programs, grant writing and publications for international law not-for-profit focused on legal, technical and economic training for leaders from developing countries.

The World Bank, Washington, D.C.

December 1990-August 1993

Project Coordinator, Africa Department, Sahelian Region

Responsible for project coordination for health and education projects in the Sahelian region, Africa Department of the World Bank.

EDUCATION

BOARD READINESS

- **Corporate Directors Academy**, Certificate, June 2021
- **Stanford Directors College**, Rock Center for Corporate Governance, Stanford, CA, June 2021
- **Board Bootcamp Certification**, Maggie Wilderotter, July 2021
- **Deloitte Board Ready Program 2020**
- **DirectWomen Board Institute**, 2019

University of Wisconsin Law School, Madison, WI, J.D., 1996

Washington University, St Louis, MO, B.A. French, Minor in Music, 1988

- **Vanderbilt University**, Aix-en-Provence, France, May 1987 – December 1987
- **La Sorbonne**, Paris, France, Certificat de Cours de Civilisation, Summer 1984

BAR ADMISSION & LANGUAGES

- Admitted to the State Bar of Wisconsin, Federal Court 7th Circuit, 1996
- California Bar Member, Corporate Counsel, 2013
- Native English; Fluent in French

AFFILIATIONS, APPOINTMENTS AND ELECTED POSITIONS

Board/Advisory

- **Association of Corporate Counsel (ACC)**, Director: Audit, Advocacy Committees, November 2020
 - **ACC Europe**, Director, VP 2009-2013
- **IPWatch Corporation, LLC**, Advisory Board, 2014- February 2020
- **National Cyber Security Alliance (NCSA)**, Board Member, 2016 - 2017
- **KPMG Chief Compliance Officer of Silicon Valley RoundTable**, Steering Committee, 2015-2017
- **NAVEX Global Advisory Council**, Council Member, 2015-2017

Affiliations: Tech GC, Women's General Counsel Network, Deloitte D&I CLO Think Tank, ACC

HONORS, AWARDS

- OnCon Icon Awards – Top 50 Global Corporate Counsel 2022
- Silicon Valley Business Journal C-Suite Awards 2020 –*awarded to executives for commitment/ contribution to community and outstanding professional performance*
- American Legal Technology Awards, 2020 - *for innovative approach to create significant efficiencies or a positive human impact*
- AI Innovator of the Year – shortlisted nominee, AIConics Awards 2020
- Director's Roundtable, World Recognition of Distinguished General Counsel, November 2018
- KPMG Women's Leadership Summit 2016 (selected by CEO and GC)
- Deloitte, Next Generation Chief Legal Officer Academy, September 2015
- Ethisphere Magazine, 2015 Attorneys Who Matter, Ethics and Compliance, July 2015