

## TERESA M. SEBASTIAN

### SUMMARY

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Seasoned and diversified Board Director, and executive with leadership experience in the international manufacturing, energy, restaurants, data technologies, and venture capital industries. Recognized expert in M&A, internal audit, governance, enterprise risk, compliance, and regulations. Qualifies as an audit committee financial expert. A National Association of Corporate Directors Certified Director.

### BOARD MEMBERSHIP

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**THE AES CORPORATION**, Arlington, Virginia (*NYSE: AES, \$13 Billion Revenue*)

**Board Member** 2021 - Present: A power generation and utility company. Committees: Governance (Chair); Compensation; Innovation and Technology.

**KAISER ALUMINUM CORPORATION**, Foothill Ranch, California (*Nasdaq: KALU, \$3.5 Billion Revenue*)

**Board Member** 2019 - Present: A company that specializes in the production of semi-fabricated specialty aluminum mill products, for aerospace and high strength, automotive, general engineering and other industrial applications. Committees: Audit; Nominating and Governance; and ESG.

**TERMINIX GLOBAL HOLDINGS, INC.**, Memphis, Tennessee (*NYSE: TMX, \$2 Billion Revenue*)

**Board Member** July 2021 – October 2022: A leading provider of residential and commercial termite and pest management services. Committees: Compensation, Nominating and Governance. In October 2022, Rentokil Initial plc acquired Terminix Global Holdings, Inc.

**JUUL LABS, INC.**, San Francisco, California (*Private Company*)

**Board Member** July 2020 – October 2022: An electronic cigarette company providing adult smokers with an alternative to combustible cigarettes, and a potentially less harmful alternative. Committees: **Audit (Chair)**; Compensation. In October 2022, Juul replaced two independent directors with two new independent directors with expertise in restructuring.

**EDWARD JONES BANK**, Proposed Utah-chartered industrial bank (*subsidiary of a Private Holding Company of Financial Institutions*)

**Board Member** 2020 – October 2022: A proposed Federal Deposit Insurance Corporation (FDIC) insured Utah-chartered industrial bank under application by The Jones Financial Companies, L.L.P, a Fortune 500 firm and holding company of Edward D. Jones & Co. L.P. a registered broker-dealer and investment adviser. In October 2022, following conversations with the FDIC and given the current environment, The Jones Financial Companies, L.L.P. withdrew the applications.

### ADVISORY BOARDS

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**ASSEMBLE SOUND LLC**, Detroit, Michigan (*Private Company*)

**Advisory Board Member** 2018 – Present: A music licensing, recording, artist production, and development company.

### EXECUTIVE LEADERSHIP & BUSINESS EXPERIENCE

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**THE DOMINION ASSET GROUP**, Nashville, Tennessee (*Private Company – Venture Capital, Angel Investor*)

**President and Chief Executive Officer** 2015 – Present: Leader of an investment firm that focuses on urban real estate and commercial ventures, including a \$105 million residential community and a \$34 million historical hotel renovation.

**DARDEN RESTAURANTS, INC.**, Orlando, Florida (*NYSE: DRI, \$10 Billion Revenue – Full service restaurant company*)

**Senior Vice President** 2010-2015: Member of the senior executive team overseeing strategy of the company involving internal audit, legal, corporate secretary and compliance functions. Accountable for a budget of over \$20,000,000 and of a team of over 60 professionals.

- Attended and participated at the table in all Board of Directors meetings, and planned all agendas with the CEO and Board Chair. Held role of executive liaison to the Audit and Nominating & Governance Committees of the Board regularly meeting with the Chairs of the Committees. Provided materials and briefings to the Board as

executive subject matter expert on internal audit, compliance, governance and legal matters, including M&A and securities issues. Prepared Board minutes and other governance documentation and procedures.

- Provided strategic leadership in a high-stakes proxy contest and conducted shareholder outreach to mitigate risk of shareholder activism.
- Participated in the creation and execution of a rapid growth strategy to acquire and integrate iconic restaurant brands, increasing total assets by 40% in four years.
- Gained keen insights into managing shareholder activism, negotiating with multiple activists, while negotiating the divestiture of the Company's leading restaurant brand, Red Lobster, a transaction the activists opposed.
- Created Darden's first enterprise risk management process.

**VEYANCE TECHNOLOGIES, INC.**, Fairlawn, Ohio (*Private Company, \$2 Billion Revenue - Currently owned by ContiTech - Manufacturer and marketer of engineered rubber products*)

**Vice President** 2008-2010: Executive leader of all global legal matters, including corporate secretary, M&A, commercial, military contracting, and intellectual property matters /transactions, while supervising 20 professionals in the United States, South America, Europe, and China. Oversaw all governance and corporate secretary matters while providing advice and counsel to the Board of Directors.

- Attended and participated in all Board of Directors meetings, and planned agendas with the CEO. Provided materials and briefings to the Board as executive subject matter expert on governance and legal matters, including M&A. Prepared Board minutes and other governance documentation and procedures.
- Gained extensive experience in international acquisitions and joint ventures of manufacturing facilities through transactions in Brazil, China and North America.
- Led internal audit in conducting investigations in Brazil and China.
- Implemented the Company's first government contracting compliance program and undertook the structuring of an FDA and quality assurance risk mitigation process.
- Executive team in Lean Six Sigma operations strategy and rapid improvement events.
- Implemented creative cost savings and Lean initiatives to reduce legal vendor fees by 40 percent.

**INFORMATION RESOURCES, INC.**, Chicago, Illinois (*Private Company*) – *Provider of information, analytics and insights for consumer-packaged goods, retail and healthcare companies*)

**Senior Vice President** 2007: Executive leader for all global legal matters and transactions. Proactive in shaping strategy and evaluating new business opportunities.

## **OTHER BUSINESS AND REGULATORY EXPERIENCE** \_\_\_\_\_

**DTE ENERGY COMPANY**, Detroit, Michigan, (*NYSE: DTE, \$19 Billion Revenue – Regulated electric and gas utility and other energy-related businesses*)

**Director and Asst. Corporate Secretary** 2001-2007: Served as leader on regulatory matters relating to finance, securities, and corporate governance. Attended and participated in all Audit and Nominating & Governance Committee meetings of the Board of Directors, including regular meetings directly with the Chairs of the Committees. Provided materials and briefings to the Board as subject matter expert on governance and legal matters, including M&A and securities issues. Reviewed Board minutes and prepared other governance documentation and procedures. Provided leadership to capital-raising efforts in public and private markets, averaging \$2,000,000,000 per year. Functioned as key member of corporate leadership team, advising board and executive management in takeover defense strategies. Led the Board of Directors to compliance with the Sarbanes-Oxley Act and ensured top-quartile governance ratings.

**CMS ENERGY CORPORATION**, Detroit, Michigan, (*NYSE: CMS, \$8 Billion Revenue – Regulated electric and gas utility and other energy-related businesses*)

**Manager** 1994-2001: Managed IPO preparation for global projects valued in excess of \$600,000,000. Provided materials to the Board of Directors as subject matter expert on governance, securities and M&A legal matters. Prepared governance documentation and procedures for the Board. Guided corporate finance and governance, SEC financial reporting, and commercial transactions. Negotiated M&A agreements, stock purchases, and letters of intent, and prepared documents for securities compliance. Prepared and negotiated international contracts for financing, workouts, joint ventures, and project developments in Equatorial Guinea, Thailand, Philippines, and Venezuela.

**SOMMERS SCHWARTZ**, Southfield, Michigan, (*Private – Provider of legal services*)

**Associate Attorney** 1993-1994; **Law Clerk** 1991-1993: Securities fraud and commercial transactions/litigation.

**MICHIGAN CONSOLIDATED GAS CO.**, Detroit, Michigan, (*Currently owned by DTE Energy - NYSE: DTE, \$13 Billion Revenue – Public regulated electric and gas utility and other energy-related businesses*)  
**Financial Specialist** 1989-1990.

**MORGAN STANLEY** (Formerly, Dean Witter Reynolds), Southfield, Michigan, (*NYSE: MS, \$38 Billion Revenue – Global financial services firm*)  
**Account Executive** 1985-1988.

**BANK OF AMERICA** (Formerly, Barnett Banks of Florida), Jacksonville, Florida, (*NYSE: BAC, \$87 Billion Revenue – Bank and financial holding company*)  
**Market Analyst** 1983-1984.

## ACADEMIC EXPERIENCE

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**VANDERBILT LAW SCHOOL**, Nashville, Tennessee  
**Adjunct Professor**, Fall 2017 to Present  
Courses - *Introduction to Accounting*; and *Corporate Legal Risk Management*

**UNIVERSITY OF MICHIGAN LAW SCHOOL** Ann Arbor, Michigan  
**Adjunct Professor**, Fall 2016 to Present  
Courses - *Corporate Compliance: Policy and Practice, Legal Risk Management*

## NON-PROFIT BOARD MEMBERSHIPS

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2012 – Present: **Board Member, United Negro College Fund (UNCF)**. Committees: **Audit (Chair)**; Budget and Finance

2020 – Present: **Treasurer and Board Member, Nashville Symphony Orchestra**. Committees: Trust Advisory Board; Finance (Chair); Audit; Governance

2019 – Present: **Co-Chair and Member, University of Michigan Diversity, Equity and Inclusion, Leadership Council**

2014 – Present: **Member, University of Michigan Dean’s Advisory Council**. Committees: Executive Committee (Co-Chair)

2014 – 2016: **Trustee, Bethune Cookman University**. Committees: Finance; Educational Policies

2011 – 2018: **Committee Member, University of Michigan School of Organizational Studies**

## SIGNIFICANT AWARDS & RECOGNITIONS

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- David B. Hermelin Award for Fundraising Volunteer Leadership, 2022, The University of Michigan
- Most Influential Black Corporate Directors, 2021, *Savoy Magazine*
- Cable Board Walk of Fame, 2020, *Nashville Cable*
- Most Influential Corporate Board Director, 2019, *Women Inc. Magazine*
- Directors to Watch, 2019, *Directors & Boards Journal*
- Employer of Choice South Region, 2015, *Minority Corporate Counsel Association*
- Most Influential Black Lawyers of 2015, *Savoy Magazine*
- Nation’s Most Influential Minority Attorneys, 2014 & 2015, *On Being a Black Lawyer*
- Annual Tribute to Black Leadership in Hospitality, 2013, 2014, 2015, *Multicultural Foodservice & Hospitality Alliance*
- Diversity Challenge Award, 2013, *National Bar Association*
- M&A Atlas Award – Deal of the Year, 2012 (Yard House acquisition), *Global M&A Network*
- Diamond Award of Excellence, 2011, *Corporate Counsel Women of Color*

## **DIRECTOR EDUCATION PROGRAMS AND MEMBERSHIPS**

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- National Association of Corporate Directors – Chair, Board of Advisors Nashville Chapter; Certified Director
- Women Corporate Directors
- DirectWomen
- Private Directors Association

## **EDUCATION**

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- Wayne State University, Detroit, Michigan - **LL.M., Corporate and Finance Law**, 2003
- Michigan State University College of Law, East Lansing, Michigan - **J.D.**, 1993
- University of North Florida, Jacksonville, Florida - **M.B.A., Finance**, 1983
- University of Michigan, Ann Arbor, Michigan - **B.G.S., Sociology**, 1978