



KARYN SMITH

SUMMARY: Seasoned public company executive with 30 years of experience working with high growth companies, having spent the last decade helping to scale companies focused on innovating and disrupting established industries. Have held a variety of operational roles, leading legal, people and security teams of up to 140 people and managing a \$50M annual budget. Particular experience with growing and scaling teams and successfully navigating the transition from small private enterprise to global public company. High comfort level engaging with domestic and international regulators and policy makers across a range of issues, including privacy, telecommunications and cybersecurity. Excellent builder and leader of teams. Pragmatic decision maker, collaborative team member and empathetic leader.

PROFESSIONAL EXPERIENCE

SNYK LTD., Boston, MA (remote from Washington, DC)
Chief Legal Officer

January 2022 to November 2022

Joined this developer security company to scale and lead a ten-person legal team and spearhead public company readiness in anticipation of an imminent initial public offering. During my tenure I restructured the legal team into functional areas, added corporate, employment and equity operations expertise to the team, and created a legal operations function, which led the implementation of a CLM system. These changes significantly reduced the team's reliance on outside counsel and increased its efficiency and effectiveness. The closing of the capital markets in February 2022 and the impact of macro-economic conditions on Snyk's business over the ensuing months resulted in a significant restructuring of the business and a meaningful change in the scope of the CLO role, resulting in my departure in November 2022.

TWILIO INC. (NYSE:TWLO), San Francisco, CA

September 2014 to January 2022

General Counsel, Chief Compliance Officer and Corporate Secretary

Joined this cloud communications company in 2014 as its first lawyer, and built out a 140 person global organization that included the legal, government affairs, regulatory compliance, privacy and ethical use teams. Managed a \$50M annual budget and was responsible for overseeing all legal, policy and regulatory matters worldwide, establishing and growing a legal function to serve the needs of a high growth global company with \$2.8B in annual revenue in 2021. Led the Trust and Security team from 2016 to 2019, and served as Interim Chief People Officer from May 2016 to June 2017, during Twilio's first year as a public company. Significant milestones include Twilio's IPO and multiple equity and debt offerings; expansion into over a dozen new countries; the successful defense of a multi-year competitor patent litigation suit; and multiple acquisitions around the globe, including the \$3B stock for stock public company acquisition of SendGrid in February 2019 and the \$3.2B stock acquisition of Segment in November 2020. Executive sponsor of diversity initiatives.

PEEK KIDS, San Francisco, CA

October 2013 to August 2014

Chief Operating Officer and General Counsel

Member of the senior executive team responsible for building and executing short-term and long-term strategic growth plans for this children's clothing company. Functional areas of oversight included e-commerce, human resources, investor relations, IT, legal and real estate. Peek's funding ran out, and it ultimately filed bankruptcy and was acquired by Charlotte Russe, a larger retailer.

MELTWATER GROUP, San Francisco, CA

January 2013 to August 2013

General Counsel

Responsible for all legal matters for this global SAAS provider of media monitoring services, supporting 750 employees worldwide. Primary focus on copyright litigation and content strategy, in addition to supporting global sales organization, assessing overall corporate governance and corporate structure, and managing outside counsel. Was hired to prepare company for an initial public offering, and determined in relatively short order that the company was not in need of someone at my level of seniority at that time.

ZYNGA INC. (NASDAQ: ZNGA), San Francisco, CA August 2009 to June 2012
Vice President, Deputy General Counsel and Assistant Secretary
Chief Compliance Officer; Member of the Disclosure Committee and SOX Compliance Steering Committee

Responsible for all corporate legal matters for this pioneering online gaming company. Joined Zynga as the first corporate lawyer and grew the corporate legal team to 17 attorneys and support professionals, who handled all securities filings and advice, Board matters, corporate governance issues, M&A activities and commercial agreements. Led Zynga's \$1B IPO in December 2011 and its \$500M secondary offering in April 2012. Developed and conducted company-wide IPO, public company and anti-corruption training, and developed and implemented public company policies and corporate governance initiatives. Served as Chief Compliance Officer and worked directly with Audit Committee chair on whistleblower and other compliance matters. Assisted IR, PR and finance teams with earnings call preparation, '34 Act reports, equity plan administration and Section 16 filings. Other matters included private financings, strategic financings, private tender offers, joint venture with SoftBank, strategic agreements with Facebook and other significant partners, more than three dozen M&A transactions, development of RSUs as primary equity incentive vehicle for employees, receipt of a no-action letter from the SEC, and development of CMS system deployed company-wide.

MONTGOMERY PACIFIC LAW GROUP, San Francisco, CA June 2006 to August 2009
Founder and Principal

Founder and principal of a corporate boutique firm. Represented and advised emerging growth technology and consumer companies in formation, financings, commercial agreements, employee stock and incentive issues, mergers and acquisitions, strategic relationships, and corporate governance.

FINAPLEX, INC., San Francisco, CA June 2004 to August 2007
Vice President, General Counsel and Corporate Secretary

Member of the senior management team responsible for all legal matters relating to this venture-backed financial services software company. Reported to the CEO. As the Company's first general counsel and sole internal lawyer, developed policies, procedures and forms in all areas of the Company. Responsible for driving the internal and external legal process for the sale of the Company's assets to a public company in August 2007. Matters handled included equity and debt financings, equity plan administration, Board and Audit Committee matters, corporate governance, IP and commercial contracts, employment matters, real estate, litigation and risk management.

COOLEY LLP, San Francisco, CA December 1992 to September 2002
Partner (1999 to 2002); Associate (1992 to 1998)

Represented emerging growth companies in various industries, including information technology, new media, life sciences and consumer products. Practice included company organization and formation, private and public financings, mergers and acquisitions, strategic alliances, public company reporting, advising Boards of Directors, Section 16 advice, employee stock and incentive issues, corporate compliance, and general corporate governance and advice. Extensive public company reporting experience and public offering experience, representing both issuers and underwriters in more than 30 public offerings of equity and debt.

Co-chair of the firm's investment banking practice group. Co-chair of the firm's summer associate committee. Member of the firm's recruiting and associate compensation committees.

WILSON, SONSINI, GOODRICH & ROSATI, Palo Alto, CA October 1991 to December 1992
Associate

Member of the corporate group, with a focus on public offerings and mergers and acquisitions.

BOARD AND COMMUNITY ACTIVITIES

- **ICERTIS**, Seattle, WA
Board of Directors, Compensation Committee Member January 2021 to present

Icertis is a leading contract lifecycle management (CLM) company, with an AI-powered platform that turns contracts from static documents into a strategic advantage by structuring and connecting the critical contract information that defines how an organization runs.

- **HALCYON**, Washington, D.C.
Board of Directors, Governance Committee Member September 2021 to present

Halcyon is a non-profit incubator whose mission is to accelerate the impact-driven future of business. Halcyon's programs offer fellowships for social entrepreneurs and funding vehicles to help them scale their ventures.

- **THE HOUSE AT 1229**, Washington, D.C.
Board of Directors December 2023 to present

The House at 1229 is a 501(c)(7) non-profit focused on providing a diverse and supportive community for women.

- **THE ECONOMIC CLUB OF WASHINGTON, DC**
Member February 2020 to present

The Economic Club is a forum for global leaders and business leaders to exchange insights about the major issues of the day.

- **BSA, THE SOFTWARE ALLIANCE**, Washington, D.C.
Board of Directors May 2019 to January 2022

BSA is the leading advocate for the global software industry before governments and in the international marketplace.

- **USTELECOM**, Washington, D.C.
Board of Directors November 2019 to June 2021

USTelecom is the national trade association for technology providers, innovators, suppliers and manufacturers committed to connecting the world through the power of broadband.

- **COMPASS FAMILY SERVICES**, San Francisco, CA
Board of Directors August 2008 to September 2009

Compass is a non-profit whose mission is helping homeless families and those at imminent risk to achieve housing stability, economic self-sufficiency, and well-being.

PROFESSIONAL HONORS AND ACTIVITIES

- National Women in Law, Thought Leadership, 2018 (Corporate Counsel)
- Women Leaders in Tech Law, 2017 (The Recorder)
- Most Influential Women in Bay Area Business, 2011 to 2021 (San Francisco Business Times)

- Ten Leading Deputy General Counsel in California, 2012 (Daily Journal)
- Securities Regulation Institute Advisory Committee, 2011-2013
- SEC Advisory Committee on Small and Emerging Businesses, 2011-2013
- Ten Most Innovative In-House Counsel in California, 2010 (Daily Journal)

PROFESSIONAL MEMBERSHIPS

California State Bar

TechGC

Womens General Counsel Network

EDUCATION

SANTA CLARA UNIVERSITY SCHOOL OF LAW, Santa Clara, California

Juris Doctor, *Cum Laude*, May 1991

OXFORD UNIVERSITY, MAGDALENE COLLEGE, Oxford, England

Summer Study Program (EU Law), 1989

UNIVERSITY OF MISSOURI, COLUMBIA, Columbia, Missouri

Bachelor of Journalism, May 1986