



## ANDREA E. UTECHT

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### SUMMARY

- Highly accomplished retired senior executive with extensive background in successfully leading risk management, M&A, compliance and corporate governance/ESG matters in two large publicly-held multinational chemical corporations (one French and one US-based)
- Member, Board of Directors - Livent Corporation, NYSE-listed global producer of lithium for electric vehicle batteries and other technologies; former Chair, Nominating and Corporate Governance Committee, and member of Sustainability Committee
- Diverse experience in executive positions outside legal function, including managing rationalization of multinational chemical company's US business portfolio while serving as VP-Acquisitions and Divestitures, and acting as account representative for insurance company employer's sole client AARP, which resulted in broad, practical perspective and business partnering skills

### EXPERIENCE

**Livent Corporation** - NYSE-listed global lithium producer

**2019-present**

Member, Board of Directors

- Former Chair, Nominating and Corporate Governance Committee
- Ran process for recruiting 2 additional independent directors with relevant industry and international experience, respectively
- Member, Sustainability Committee

**FMC Corporation**

**2001 - 2019**

Retired Executive Vice President, General Counsel and Secretary

- Key member of four-person Chairman's Committee, responsible for strategic direction of this S&P 500 multinational agrochemical company
- Trusted counselor and business partner to Board and senior executives on risk management, M&A, compliance, corporate governance/ESG matters, securities, and litigation
- Created blueprint for Company's enterprise risk management program
- Led implementation of Company's EU-compliant privacy program
- Developed and implemented strategic plan for worldwide delivery of cost-effective legal services and support for numerous strategic alliances, acquisitions and divestitures, as Company transitioned from manufacturer of commodities to specialty products
- Led non-manufacturing safety initiative
- Organized new director orientation program
- As newly appointed General Counsel, established new corporate legal function when Company effected a spin-off of half its operations in 2001, including its entire corporate headquarters. Managed voluminous retained environmental and toxic tort liabilities, and helped Company obtain needed \$1B in refinancing in the difficult credit markets after 9/11.

<b>TOTAL FINA ELF Holdings, USA, Inc.</b>	<b>2000 - 2001</b>
Senior Vice President - Legal Affairs	
<b>ATOFINA Chemicals, Inc. (now known as Arkema, Inc.)</b>	<b>1981 - 2001</b>
<u>Senior Vice President, Secretary and General Counsel</u>	1994-2001

- Chief Legal Officer of holding company for all US subsidiaries of French oil and gas major Total S.A. following its acquisitions of Petrofina and Elf Aquitaine; provided legal support on significant issues across US businesses, including risk management, M&A, compliance, corporate law, litigation, and regulatory matters
- General Counsel for largest US subsidiary, ATOFINA; led legal and risk management/insurance services, including management of multimillion dollar business interruption and environmental/toxic tort insurance recovery claims; headed real estate function, including development or sale of closed sites to significantly reduce legacy environmental liabilities
- Participated in ATOFINA's President's Committee charged with developing strategic direction for Company
- Served as director of adhesives affiliate ATO Findley
- Successfully led negotiating team for numerous multimillion dollar acquisitions, divestitures, joint ventures and other strategic alliances and complex commercial transactions
- Favorably resolved high-stakes litigation and environmental matters; achieved global settlement of criminal environmental investigation and its attendant toxic tort class actions, private lawsuits and insurance declaratory judgment action involving claims in excess of \$1B, for a small fraction of that amount and with no adverse regulatory consequences
- Actively participated in Crisis Management Team; dealt with plant explosions and related worker death and injuries, and citizens' group initiatives
- Developed compliance program used as model for parent company's international subsidiaries

<u>Vice President – Acquisitions and Divestitures</u>	1991-1994
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- Led business team for all of ATOFINA's acquisitions and divestitures as it rationalized its businesses following consolidation of several US operations, resulting in a portfolio focused on high-performing core businesses with leadership positions and reduced volatility
- Represented ATOFINA's businesses on French parent's M&A team for several of its international transactions

<b>Colonial Penn Group, Inc.</b>	<b>1975 - 1981</b>
Associate Corporate Counsel	1979-1981
<u>Assistant Corporate Counsel</u>	1975-1978

- Advised on broad variety of corporate legal matters at this NYSE-listed financial services company; responsible for protecting its right of exclusive access to membership list of sole client AARP for solicitation of insurance and other products
- Served on task force reporting to office of Chairman charged with evaluating diversification strategies; led project relating to development of reverse mortgage product not then available in marketplace

<u>Director-Client Services</u>	1978-1979
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- Served as account representative and liaison between Company and sole client AARP, for which Company acted as exclusive provider of life, health and auto insurance; managed wide variety of issues ranging from service problems to potential public relations issues stemming from exclusive nature of relationship

## EDUCATION

- J.D. **1975**  
University of Pennsylvania Law School

- M.B.A. 1975  
The Wharton School, University of Pennsylvania
- M.S. Operations Research 1972  
University of Pennsylvania
- B.A. Mathematics (Magna Cum Laude, Phi Beta Kappa) 1970  
Elmira College

## PROFESSIONAL AND COMMUNITY ACTIVITIES

Past or present director of various legal associations and foundations, including Association of Corporate Counsel – America (2002-2006, Membership and Services Committee), American Arbitration Association (2001), and Institute of Law and Economics (2012-2019)

- Speaker on Corporate Governance at several legal seminars; acted as General Counsel of MegaMicro, Inc., fictitious corporation used as teaching tool at Wharton/SpencerStuart Director’s Institute (1994)
- Director of non-profit organizations, including YMCA of Philadelphia & Vicinity (1978-2003, Finance Committee, Chair of Central Branch)

## HONORS AND AWARDS

- M&A Team of the Year Award- 2018 Global Counsel Awards- Lexology/Association of Corporate Counsel (ACC)
- Corporate Counsel Award –Public Company Category – Philadelphia Business Journal (2013)
- Included in *Top Rated Lawyers in Mergers and Acquisitions* – The American Lawyer (2012)
- NY County Lawyers’ Association – Centennial Dinner – Honored Corporate Counsel (2008)
- Delaware Valley Chapter of Association of Corporate Counsel – Award for General Counsel Excellence (2008)
- Philadelphia Bar Association Committee on Women in the Profession – Award for Demonstrated Excellence in Corporate Leadership, in recognition of contributions to the profession and leadership of company’s pro-bono efforts (1999)

## LANGUAGES

- Proficient in French