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EMAIL SHAWN TAYLOR KAMINSKI: SKAMINSKI@DIRECTWOMEN.ORG**

## RESUME

### PERSONAL INFORMATION

**Name:** Dr. Gabriele Apfelbacher  
**Nationality:** German



### PROFESSIONAL EXPERIENCE

**Cleary Gottlieb Steen & Hamilton LLP** (U.S. headquartered international law firm, 16 offices, appr. 1100 lawyers)

**Since 01/2020** *Senior Counsel, Frankfurt Office*

Consultant on strategic M&A, capital markets, financial regulatory and corporate governance matters, including advising on feasibility study for proposed major cross-border bank merger, representing client in negotiations with Deposit Protection Fund of the Association of German Banks, advising issuer on innovative employee participation scheme and contributing to campaign of the Association of German Listed Issuers (*Deutsches Aktieninstitut*) for the liberalization of the German capital raising regime

**01/2001 - 12/2019** *Partner, Frankfurt Office*

**Practice Focus**

**Capital Markets:** Developed innovative strategies allowing for the successful execution of IPOs and capital increase transactions facing challenging market or issuer conditions (pre-placements, auction processes, re-IPOs, concurrent M&A activity of issuers)

Experience with financial statement analysis and disclosure of complex accounting issues in prospectuses and other disclosure materials, as well as in discussions with auditors in connection with the issuance of audit opinions and comfort letters and in the context of due diligences

**M&A:** Acquired deep understanding of demands on boards in public and private M&A context through numerous fairness opinion assignments for financial advisors, including Citi, Credit Suisse, Goldman Sachs and JPMorgan, on buy-side, sell-side and special situation mandates

**Financial sector:** Gained profound financial sector expertise through private and public M&A transactions involving banks, asset managers and insurance companies, as well as strategic bank regulatory and corporate governance projects (including post-financial crisis director liability issues, prudential requirements, waivers)

Experience with bank financial statement analysis and regulatory disclosures (Pillar 3 report and regulatory KPIs)

**Management Functions**

**Co-leader of the firm's global partner and counsel evaluation and discussion**

**process:** Interacted with partners across Europe to identify and assess the strengths and weaknesses of potential candidates for promotion, prepared materials summarizing the case to be made for each candidate and led discussions among groups of partners to determine whether there was a consensus in favor of promotion (nominating committee-type experience) (2016 – 2019)

**Member of the firm's global 10-member Executive Committee in charge of all policy questions and the strategic direction of the firm:**

Involved in the launch of strategic reviews of various offices and practices and oversight of the resulting strategy changes, the opening of new offices of the firm in Sao Paulo, Abu Dhabi and Seoul, the re-design of the process for lateral partner candidacies and the professionalization of the firm's management, including through the recruitment of a COO and CFO (board-type experience) (2010 – 2014)

**01/1993 – 12/2000**

**Associate, Frankfurt and New York Offices**

Capital markets transactions for banks and non-bank issuers; various other transactions) in the financial sector; bank regulatory advice

**Deutsche Börse AG, Frankfurt, Germany** (operator of the Frankfurt Stock Exchange and other trading platforms and critical infrastructures)

**03/1992 – 12/1992**

**Staff Member of Management Board**

Involved in various strategic and innovation projects, including analysis of legal issues resulting from the introduction of an electronic trading system, member of working group charged with proposal for new insider trading law, drafting of limitation of liability clauses for system failures, preparation of cooperation agreement with regional exchanges

**CORPORATE BOARDS**

**Since 11/2021**

**Member of the Supervisory Board (Aufsichtsrat) and member of the Remuneration Committee and Audit and Risk Committee of Nomura Financial Products Europe GmbH** (large investment firm with six EU branches serving as EU broker dealer for the Nomura Group)

**06/2020 – 11/2020**

**Member of the Supervisory Board (Aufsichtsrat) and Chair of the Corporate Governance Committee of Corestate Capital Holding S.A.** (Luxembourg-headquartered real estate asset manager with EUR 26 billion assets under management (public – Frankfurt Stock Exchange; regulated market, Prime Standard, SDAX®)

Oversight of significant strategic initiatives, including a capital increase and various changes in the composition of Corestate's Management Board (*Vorstand*)

Initiating coordination of ESG reporting and general financial reporting, as well as integration of ESG initiatives in overall business model

Resignation of the entire Supervisory Board in connection with a de facto change of control (November 29, 2020)

## OTHER BOARDS

- Since 03/2018** **Member of the Advisory Board of the European Banking Institute (EBI)** (European non-profit platform for academic research and intellectual exchange among regulators, industry professionals and advisors in the area of banking regulation)  
Providing advice on strategic initiatives, including development of agenda for corporate governance working group

## TEACHING AND RESEARCH PROJECTS

- Since 01/2021** **Co-author of study on influence of institutional investors on German board diversity as part of Investors4Diversity initiative** (Government-sponsored empirical and legal research project)  
Lecturer on board diversity topics for institutional investors and corporate governance interest groups
- 2017 – 2020** **Lecturer at preparation program for women board directors at Berlin School of Economics and Law, Berlin, Germany**  
Teaching course on internal governance of boards

## DIRECTOR EDUCATION PROGRAMS

- Ongoing** **Board director education webinars**  
Regular participation in education sessions organized by Deloitte, KPMG, Board Academy, FBF Bank Board Academy and others on risk management, ESG, remuneration, compliance and other topics
- 11/2021** **Frankfurt School Excellence Program for Board Directors, Frankfurt, Germany**  
Participated in training course "Update for board members and top executives in the financial sector"
- 09/2021** **AdAR Board Excellence Workshop**  
Participated in mock board meeting on ESG reporting issues
- 09/2021** **Financial Statement Analysis for Banks**  
Participated in two-day practice seminar
- 01/2020 – 10/2021** **Direct Women Board Institute, New York, NY**  
Member of non-executive director preparation course; admission based on rigorous selection process
- 10-11/2020** **Frankfurt School Excellence Program for Board Directors, Frankfurt, Germany**  
Completed general board skills and financial sector specialization modules

## EDUCATION

- 1993 – 1994** **Columbia University School of Law, New York, NY**  
LL.M. degree; Honors: Harlan Fiske Stone Scholar
- 1991 – 1992** **Regensburg University Law Faculty, Germany**  
Dr. jur. (Ph.D. equivalent; summa cum laude)
- 1982 – 1991** **Regensburg University Law Faculty/State of Bavaria, Germany**  
Second State Exam in Law ("good"; #3/987)  
First State Exam in Law ("good"; top 1%); Honors: German National Scholarship Foundation (*Studienstiftung des deutschen Volkes*) (merit-based award for top academic performance)

**Languages**

English – Fluent  
German – Native

**SPECIAL AWARDS**

**2018**

Included in the list of the 100 most influential women in German business published by Manager Magazin (December 2018)

**2011**

Euromoney Women in Business Law Awards – Best in Banking and Finance