



## LISA J. BROWN

### EXECUTIVE SUMMARY

- Experienced International corporate Board member, having served on public and private corporate Boards in the U.S., India and the U.K.
- Accomplished C-Suite executive across multiple geographies and industries and at times of technology disruption, including industrial manufacturing, consumer/OTC healthcare, medical devices, mining, automotive and transportation technology
- Expertise in delivering the strategic plan through leading, negotiating and implementing multiple mergers, acquisitions, divestments and joint ventures globally
- A seasoned leader of diverse teams addressing the compliance, legal, corporate governance and sustainability aspects of organizations operating within complex, regulated and IP sensitive environments
- Global and diverse business experience and mindset with agility to navigate cultural differences gained through working extensively in Europe, the U.S and Asia, including Japan

### BOARD EXPERIENCE

#### **PI Industries Limited** (BSE: 523642; NSE: PIIND)

August 2020 – Present Day

Public Company | India | AgroChemical & Pharma

- **Independent Director:** Indian Fortune 500 company; a long-established and fast-growing agrochemical and pharmaceuticals company, with a unique business model across the AgChem value chain from R&D, IP development, manufacturing and distribution. PI Industries leverages its global partnerships to bring innovative solutions to large multinational chemical and pharma customers
- **Key Focus:** Providing strategic inputs for new market entry through R&D, proprietary formulation development, and IP licensing; international expansion through M&A activities; providing global perspectives and governance

#### **SmartDrive Systems Inc**

May 2019 – October 2020

Private | California, U.S. | Transportation Technology

- **Board Director** and representative of minority investor in a vehicle safety technology and transportation intelligence provider, ranked as one of the fastest growing companies by Deloitte Technology Fast 500. Multiple VC-backed technology company, sold to Omnitracs (Vista PE-owned) in October 2020, delivering shareholder value
- **Key Focus:** Strategy advisory; financial oversight for minority investor position including following multiple series funding rounds

#### **WABCO India Limited** (BSE: 533023; NSE: WABCOINDIA)

January 2015 – September 2020

Public Company | India | Automotive

- **Non-Executive Director:** Indian Fortune 500 company, a leading global supplier of vehicle control systems and other technologies that improve the safety, efficiency and connectivity of commercial vehicles
- **Committees served:** Audit Committee; Remuneration & Nomination Committees; Stakeholder Relationship Committee; Corporate Social Responsibility Committee
- **Key Focus:** Leading the interface with independent directors through effective board management, to secure necessary operational effectiveness and implementation of majority shareholder strategy; governance and compliance

#### **The Brand Cloud Limited** (acquired by Nature's Dream Limited)

August 2011 – July 2014

Private | U.K. | FMCG, Beauty & Healthcare

- **Board Director** and co-founder of a start-up with the objective to acquire and distribute healthcare brands focused on natural wellbeing
- **Key Focus:** Entrepreneurial growth strategy; governance and compliance

## BOARD VALUE PROPOSITION

Specific relevant experience gained in most recent executive leadership roles and primarily within a NYSE and FTSE listed company environment:

### Corporate Strategy & Business Development:

- Lead negotiator for multiple buy-side and sell-side transactions, including public and private companies in the U.S., Europe, Japan, India, Brazil and Australia with a combined acquisition value for deals closed of ~\$20bn and achieving 20% stock price increase with strategic back-to-back deals
- Running public auction processes; leading spin-out and integration projects
- Advising US public Boards on M&A fiduciary duties, procedural aspects and communications for public transactions

### Governance and Board Effectiveness:

- Delivering governance education to Boards of Directors, resulting in improved meetings and addressing key Board focus areas; Leading US public Board and Committee self-evaluation process
- Advising the Compensation, Nomination & Remuneration Committee on governance and shareholder regulatory topics, including the review of Committee practices under its charter to adapt to NYSE/SEC regulation and best practices
- Building and implementing a new Independent Director onboarding programme to ensure efficient company familiarization and optimal performance of new Board members

### Risk, Compliance & Ethics:

- Leading enterprise-wide annual risk-assessment process, reporting to the Audit Committee and Board of Directors
- Overseeing compliance activities globally to address regulatory requirements and defining the corporate risk profile
- Chair of the Ethics Committee, implementing code of conduct and corporate values; overseeing investigations; reporting to the Audit Committee and deciding on remediation actions to manage corporate risk and reputation

## CAREER HISTORY

### SCR-Sibelco NV

February 2021 – present day

*Mining; Industrial Minerals | Revenues FY 2020: EUR 1.4bn | Employees: 5,000 | Belgium*

#### Chief Legal, Compliance & Sustainability Officer

- Member of the Executive Committee and reporting to the CEO
- Accountability for global legal, compliance, sustainability and intellectual property affairs, incorporating commercial, corporate, governance and ethics matters
- Leading a global team of more than 50 employees
- Integral lead on global organization and culture transformation

### WABCO Holdings Inc (NYSE: WBC) (Acquired by ZF Friedrichshafen AG in June 2020) February 2012 – September 2020

*Automotive; Industrial Goods | Revenues FY 2019: US\$3.4bn | Employees: 12,000 | US/Belgium*

**EVP Corporate Business Development** | November 2018 – September 2020

**Chief Legal Officer & Company Secretary** | May 2015 – September 2020

**Director, WABCO India** (BSE: 533023; NSE: WABCOINDIA) | January 2015 – September 2020

**Senior Legal Counsel** | February 2012 – May 2015

- Reporting to the CEO and Board of Directors; Key executive team member driving strategy
- Accountability for global M&A, legal and intellectual property affairs, including commercial, corporate, governance, ethics and compliance matters
- Overseeing global compliance activities and Chair of the Ethics Committee, ensuring company-wide adherence to values and ethics standards and reporting to the Audit Committee
- Corporate Secretary, accountable for corporate governance NYSE and SEC regulatory compliance; Supporting the Compensation, Nomination and Governance Committee
- Leading a global team of 30 employees

**Pets at Home Plc** (LSE: PETS)**April 2011 – December 2011***Retail; Consumer Goods | Revenues FY 2012: GBP 545m | Employees: 6,000 | UK**Fixed Contract Role***Legal Director & Company Secretary**

- Reporting to the CEO and Board of Directors of private equity-owned (KKR & Co.) business, working towards IPO
- Contributing to KKR portfolio company disclosures to its global investors

**SSL International Plc** (LSE: SSL) (Acquired by Reckitt Benckiser in November 2010)**March 2006 – March 2011***Consumer Healthcare; medical devices; FMCG | Revenues FY 2011: US\$1.2bn | Employees: 9,000 | UK***Group Head of Legal & Intellectual Property** | *October 2007 – March 2011***Head of Intellectual Property** | *March 2006 – October 2007*

- Lead on all strategic business developments, including M&A and joint developments
- Member of the global cross-functional leadership team, creating and implementing a product development and approval process to generate innovation from ideation through to regulatory approval and commercialization
- Regulatory oversight and risk management for medical devices and Over-The-Counter (OTC) pharma developments
- Building a global in-house Legal and IP function to address corporate growth and strategic objectives

**Chartered IP Attorney****August 2000 – March 2006***David Keltie Associates, London, United Kingdom**Wilson Gunn, Manchester, United Kingdom***QUALIFICATIONS & MEMBERSHIPS****Member of the DirectWomen Board Institute** | *New York, USA | 2021***Member of the Institute of In-House Lawyers (IJE)** | *Belgium | 2015***Certified European & UK Chartered IP Attorney** | *London, UK | Qualified June 2003***Diploma in Legal Practice (with Commendation)** | *Nottingham Law School, UK | 1999-2000***LL.B (Hons) Law (First Class)** | *University of Derby, UK | 1996 – 1999*