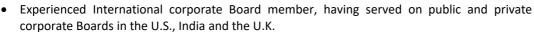
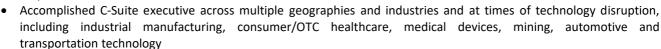
LISA J. BROWN

EXECUTIVE SUMMARY





- 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)

Public Company | India | AgroChemical & Pharma

August 2020 - Present Day

• 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

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