



KIMBERLY O. WARNICA

EXPERTISE

Kim Warnica is an independent Board member and accomplished C-suite executive with more than 20 years in the boardroom as a trusted advisor. She has a deep understanding of the energy sector and broad leadership experience in strategy, finance, crisis management, corporate governance, restructuring, enterprise risk, regulatory compliance and human capital management. Kim has been responsible for a multitude of functions, including Contract Administration, Corporate Communications, Ethics and Compliance, Facilities, Government Relations, Human Resources, Information Governance and Legal. She has negotiated and structured transformational mergers and overseen billions of dollars in capital market transactions.

BOARD EXPERIENCE

NuScale Power Corporation (NYSE: SMR)

2022—Present

An advanced nuclear technology company that has developed a small modular reactor in scalable sizes to generate steam that can be used for electrical generation, district heating, desalination, hydrogen production and other process heat applications. Serves on the Audit and Nominating and Corporate Governance Committees.

Greater Houston Partnership

2021—Present

A private, nonprofit corporation that strives to make Houston one of the best places to live, work and build a business. Its Board is comprised of business leaders interested in advancing the economic vitality of Houston and represents a cross-section of industries throughout the Houston area.

PROFESSIONAL EXPERIENCE

Marathon Oil Corporation, Houston, TX (NYSE: MRO)

2021—Present

Executive Vice President, General Counsel and Secretary
Senior Vice President, General Counsel and Secretary

An independent E&P company focused on U.S. resource plays in the Eagle Ford in Texas, the Bakken in North Dakota, the STACK and SCOOP in Oklahoma and the Northern Delaware in New Mexico. Marathon's domestic operations are complemented by its integrated gas business in Equatorial Guinea. Leading a group of 55 professionals in the Compliance, Corporate Communications, Government Relations, Information Governance and Legal functions and serving as the executive co-sponsor of the Women's Network.

Alta Mesa Resources, Inc., Houston TX (formerly NASDAQ: AMR)

2018—2021

Consultant

Executive Vice President, General Counsel, Chief Compliance Officer and Secretary

Originally a \$1 billion SPAC that combined with two privately held companies to become an independent E&P and midstream company focused on the development and acquisition of unconventional oil and natural gas reserves in the STACK in Oklahoma. Responsible for the

Contract Administration, Corporate Communications, Ethics and Compliance, Facilities, Human Resources and Legal functions.

- Led the company through turnaround and restructuring efforts, including lender negotiations and bankruptcy, while navigating the complexities and conflicts inherent in a capital structure with separate credit silos and competing stakeholders, all while ensuring the proper discharge of fiduciary duties.
- Designed new company-wide compensation program to preserve human capital in the face of liquidity constraints and substantial devaluation of equity.
- Oversaw securities class action lawsuits and an SEC enforcement investigation relating to material weakness in internal controls over financial reporting and impairment charges.
- Built a trusted legal department and implemented significant corporate governance initiatives for a new public company as the first general counsel.
- Co-led searches for independent directors and C-suite executives.

Marathon Oil Corporation, Houston, TX (NYSE: MRO)

2016—2018

Assistant General Counsel and Assistant Secretary

- Former officer and member of the Law Leadership Team; Head of the Corporate & Finance and Litigation & Labor/Employment legal groups.
- Former chair of the Policy Review Committee, responsible for recommending and implementing corporate policies, standards and guidelines.

Freeport McMoRan Oil and Gas, Houston Texas, (formerly Plains Exploration & Production Company (formerly NYSE: PXP))

2006—2016

Assistant General Counsel and Assistant Secretary

An independent E&P company acquired in 2013 by Freeport-McMoRan Inc. (NYSE: FCX), a leading international mining company and one of the world's largest publicly traded copper producers. Structured and negotiated significant transactions for the company, including the \$16.3 billion merger with Freeport-McMoRan to create a global natural resources enterprise.

Hunton Andrews Kurth LLP, Houston, TX (formerly Andrews Kurth LLP, a large international law firm)

1998—2006

Corporate Securities Associate

EDUCATION & PROFESSIONAL RECOGNITION

University of Texas School of Law, Austin, TX, Juris Doctorate (with high honors), *Texas Law Review*, Order of the Coif, 1998

Queen Mary, University of London, London, England, General Legal Studies, 1997

Texas A&M University, College Station, TX, Bachelor of Science, Political Science, 1994

American Petroleum Institute, Law Committee, 2021

100 Most Influential Women in Energy, *Energy Diversity Council*, 2021

Top 50 General Counsel, *National Diversity Council*, 2019

Top 50 Women Lawyers, *National Diversity Council*, 2017 and 2021