



CAROLYN B. HERZOG

PROFILE: Experienced General Counsel and seasoned business leader in global, multinational technology companies with hands-on experience supporting industry-leading customers in public and private semiconductor IP ecosystem, cloud computing, communications, automotive, consumer, SaaS, industrial and government sectors. Experience includes approximately 20 years in cybersecurity serving all sectors (enterprise, government, consumer, cloud, SaaS) on a global basis and living and working in Europe covering the EMEA region. Trusted legal and business advisor to C-level executives and boards of directors on legal, compliance, risk, strategic, personnel and operational risks and business opportunities.

Valued Skills Include:

- Collaborative, business partnering leadership style
- Direct, constructive, and honest communicator
- Business focused, out-come driven and innovative
- Media Trained Public Speaker
- Initiate and drive strategic initiatives to enable business opportunity
- Manage well under stress / Crisis Management
- Experienced keynote speaker

Areas of Expertise Include:

- Corporate Governance and global legal compliance
- Intellectual property protection
- M&A
- Litigation and Dispute management
- SOX and Risk management
- Complex commercial contracting and licensing
- Cyber and data security/incident response; data breach; data protection
- Government affairs
- Trade Compliance

Key Accomplishments Include:

- led strategic negotiation of acquisition of Arm by NVIDIA for ~\$40b; creating world's premier computing company for AI.
- led transformation of team from tactical to strategic organization, with fully embedded cross functional legal engagement
- led initiative to make Arm easier to do business with, creating substantially shorter legal documents, implementing CLM and enabling numerous self-help tools
- led key strategic initiatives to address major crises including US-China trade war that improved bottom line results and COVID-19 response that significantly mitigated risks
- led key integrations including introduction of enterprise security into the company with AXENT Technologies, integrations of Managed Security Services and several other businesses including the data storage business with the acquisition of Veritas in 2008; also led the major divestiture of the data storage business for Veritas in 2016
- transformed the EMEA legal team from a low performing and under-appreciated team into a high performing team; assisted in the leadership of several company organizational changes with CEO changes
- led successful acquisition of AXENT Technologies, Inc. (AXNT) as GC by SYMC in 2000 for nearly \$1b (and successful integration and growth of enterprise business, staying with SYMC for 16 years thereafter)
- frequently featured keynote and presenter at notable global conferences including DAC, Watermark Conference for Women, and WebSummit

EXPERIENCE

Arm Limited

January 2017 - Present

EVP, General Counsel, Corporate Secretary, Chief Compliance Officer, San Jose, CA

Reporting to CEO and member of the Executive team. Responsible for global legal, government affairs and trade compliance, leading a team of approximately 90 legal professionals based primarily in the US and UK. Arm is the world's leading semiconductor IP design company, with over 7,000 employees representing over 60 nationalities. Arm technology reaches over 70% of the global population. Arm is a private company and a wholly owned subsidiary of SoftBank Group Corporation (SFBTF), a Japanese multinational publicly traded corporation headquartered in Tokyo, Japan.

Lead corporate governance and legal functions, taking a leadership role in driving company objectives, organizational agility and direction, ensuring company morale as an Executive Committee member, and ensuring the effective and efficient operational functioning of the legal and public affairs department. Lead the Corporate Secretarial function at the Board and Audit Committee and leading significant transformation as the company grows and prepares for intended sale to NVIDIA for up to \$40bn. Act as a spokesperson for the company in public forums, including media and keynote speaking events. Chairs/act as Executive Sponsor for several committees including: AI Ethics, Compliance, Risk Review, Investment, Sustainability, Energy Use & Climate, D&I, and Security Council. Lead major M&A integrations and divestitures, as well as key strategic initiatives to address major crises (including US-China trade affairs and Covid-19 mitigation and response) and including C-level organizational change management initiatives.

Symantec Corporation

December 2000-January 2017

Chief Compliance Officer, Vice President & Deputy General Counsel, Mountain View, CA**Vice President, Head of Legal, Europe, Middle East & Africa, London, UK****Senior Counsel/Director/Senior Director, Washington, DC**

Reported to General Counsel as Deputy GC and dotted line reporting to Chair of Audit Committee as CCO. Responsible for global Ethics and Compliance Program, Privacy, Litigation, Employment, Public Sector, Product Legal, Enterprise Go-to-Market, Americas Sales and Services, License Compliance and M&A integration, leading a team of over 50 legal professionals. Previously led a team of 30 legal professionals living in the UK as Head of Europe, Middle East and Africa covering all legal issues for the region. Symantec (SYMC) was a publicly traded, Fortune 500 company and the global leader in cybersecurity, operating in over 50 countries. Symantec provides products, manages cloud and technical services to consumers, small businesses, public sector and the largest global organizations.

AXENT Technologies, December 1997– December 2000, Washington, D.C.**General Counsel** (previously Assistant General Counsel/ Director/Corporate Counsel)

Responsible for all corporate governance, compliance, litigation, reporting and transactional duties of legal department for multinational, publicly traded company. Led acquisition of company by Symantec for approximately \$900m. As Assistant General Counsel, supported executive staff on corporate governance matters, including securities filings, stockholder relations, Trade Compliance, IP, employment, compliance, litigation, M&A, all commercial and government transactions and management of outside counsel.

International Law Institute (ILI), Washington, DC

December 1996-December 1997

Staff Attorney

Responsible for training programs, grant writing and publications for international law not-for-profit focused on legal, technical and economic training for leaders from developing countries.

The World Bank, Washington, D.C.

December 1990-August 1993

Project Coordinator, Africa Department, Sahelian Region

Responsible for project coordination for health and education projects in the Sahelian region, Africa Department of the World Bank.

EDUCATION**University of Wisconsin Law School**, Madison, WI, J.D., 1996**Washington University**, St Louis, MO, B.A. French, Minor in Music, 1988

- **Vanderbilt University**, Aix-en-Provence, France, May 1987 – December 1987
- **La Sorbonne**, Paris, France, Certificat de Cours de Civilisation, Summer 1984

BAR ADMISSION & LANGUAGES

- Admitted to the State Bar of Wisconsin, Federal Court 7th Circuit, 1996
- California Bar Member, Corporate Counsel, 2013
- Native English; Fluent in French

AFFILIATIONS, APPOINTMENTS AND ELECTED POSITIONS

- **Association of Corporate Counsel**, Board Member, November 2020
- **IPWatch Corporation, LLC**, Advisory Board, 2014- February 2020
- **National Cyber Security Alliance (NCSA)**, Board Member, 2016 - 2017
- **KPMG Chief Compliance Officer of Silicon Valley RoundTable**, Steering Committee, 2015-2017
- **NAVEX Global Advisory Council**, Council Member, 2015-2017

HONORS, AWARDS

- Silicon Valley Business Journal C-Suite Awards 2019/20
- American Legal Technology Awards, 2020 - for innovative approach to create significant efficiencies or a positive human impact
- AI Innovator of the Year – shortlisted nominee, Alconics Awards 2020
- Deloitte Board Ready Program 2020
- DirectWomen Board Institute, 2019
- Director's Roundtable, World Recognition of Distinguished General Counsel, November 2018
- KPMG Women's Leadership Summit 2016 (selected by CEO and GC)
- Deloitte, Next Generation Chief Legal Officer Academy, September 2015
- Ethisphere Magazine, 2015 Attorneys Who Matter, Ethics and Compliance, July 2015