



## Robin Walker-Lee

### Global Manufacturing

With 30 years' experience in global manufacturing, Ms. Walker-Lee has been a leader in developing and implementing strategies to meet the challenges of serving fast-growing international markets; managing high-profile commercial, regulatory and criminal risk; and leading teams to accomplish objectives with the lowest cost and highest performance. She currently serves on the Board of Directors and the Nominating & Governance and Compensation Committees of Rexnord Corp. (NYSE: RXN), as well as on the Board of Directors of EMCOR Group (NYSE: EME), where she chairs its Nominating & Governance Committee. Her public company board service has allowed Ms. Walker-Lee to contribute meaningfully on issues of strategy, policy and governance.

From 2010 until May 2015 Ms. Walker-Lee was Executive VP, General Counsel & Secretary of TRW Automotive Holdings Corp. ("TRW"), the leader in automotive safety systems. TRW was last listed on the NYSE with 2014 sales of \$17.5B, one of the top financial performers in the industry. She reported to the CEO and Chairman of the Board and was one of six members of the Executive Officer team. Based in part on its passionate focus on developing the full suite of autonomous driving technologies, TRW's stock price increased nearly 4.5x during her successful tenure at the company. Upon the 2015 sale of TRW to ZF Group for cash consideration, Ms. Walker-Lee left the company; she immediately began her public company board service.

Until 2010, Ms. Walker-Lee held various positions of increasing responsibility at General Motors. She led several key financial and restructuring initiatives during her special assignment to the General Counsel at the time of the GM bankruptcy. Her last position at GM was Assistant General Counsel-Operations and prior to that General Counsel & VP Public Policy, GM-Latin America, Africa & Mideast ("GM-LAAM"), a \$20B business segment at the time. She speaks French and Spanish

### Emerging Markets

The automotive industry was among the first to globalize sourcing, production and distribution, and Ms. Walker-Lee was involved from the beginning of her career in meeting the challenges of globalization. She began her career in 1986 in the international practice at GM, where she was responsible for the first joint ventures for GM in China and in India. In 1995, coincident with the establishment of the WTO, Ms. Walker-Lee proposed and established the international trade practice at GM to allow the company to take advantage of the benefits of international trade agreements as it sought to enter new markets.

At GM-LAAM, Ms. Walker-Lee served on the Strategy Board of the business and led a large team of legal and government relations professionals in the region. Among her many key projects was implementing a strategy to distribute Korean-made vehicles in international markets related to the acquisition of Daewoo Motor. Using the Chevrolet brand allowed significant

volume and revenue benefits but posed serious risk due to the existing Daewoo dealer network; she advocated for and managed a multi-country project that allowed the introduction of the Korean vehicles for Chevrolet.

#### Corporate

#### Governance &

#### Compliance

In her role at TRW, Ms. Walker-Lee advised the Board of Directors on strategies to respond to challenges affecting the company, including the criminal investigation into antitrust violations in the autoparts industry. She successfully managed the internal investigation and the company's defense in the matter, under the Board's direction, which resulted in a plea by a German subsidiary to one count and a \$5.1m fine to settle the case with the US Department of Justice in July 2012, with no action against the parent company or its board or executives. She regularly presented to the Corporate Governance & Nominating and Audit Committees, as well as to the Board of TRW.

Ms. Walker-Lee has been actively involved in SEC and other corporate governance and compliance issues in her career. She has managed the legal aspects of significant M&A projects, and has deep experience in capital markets. She is an expert in international trade and investment issues, including anti-corruption and export controls; she successfully obtained a rare DOJ advisory opinion on an FCPA issue which allowed a business proposal in Latin America to proceed. At TRW, she was responsible for product safety regulation under NHTSA, as well as environmental regulation and remediation. She managed TRW's internal compliance program, and reported regularly to the Board with an assessment of risk and recommendations.

#### Leadership

As part of TRW's acquisition by ZF, Ms. Walker-Lee was responsible for managing the legal aspects of the successful sale of a public company for cash consideration: fulfilling due diligence, concluding the share purchase agreement, securing shareholder approval, defending shareholder derivative class actions, obtaining US foreign investment approval, and managing the global antitrust approval process.

During the period leading up to the GM bankruptcy, on special assignment to the GM General Counsel, Ms. Walker-Lee managed and implemented the original \$13.4B loan from the US Treasury Dept. She also led several significant top-level company-wide team initiatives during that assignment, including the Section 363 bankruptcy planning that enabled the restructuring of the company through the sales of assets of Old GM to New GM

#### Most Recent Positions

##### Current Public Company Board Service

- . Independent director at Rexnord Corp. (NYSE: RXN), as well as member of its Nominating & Governance and Compensation Committees (since May 2015)
- . Independent director at EMCOR Group (NYSE: EME), as well as chair of its Nominating & Governance Committee (since December 2018)

##### Executive Vice-President, General Counsel & Secretary, TRW Automotive Holdings Corp.

- . 2010 - 2015
- . Responsible for all legal matters for global publicly traded company
- . Managed legal aspects of stock sale of TRW to ZF
- . Over \$17B revenue in last reported year (2014)
- . Responsible for international legal team of 40 legal professionals
- . Member of 6-person Executive Team at TRW
- . Reported to Chairman, CEO & President
- . Participated in Board; Nominating & Governance and Audit Committees

**Professional  
Background**

- Assistant General Counsel, Operations, General Motors Co.
- 2009 - 2010
  - Responsible for advising business immediately post restructuring
- Special Assignment to General Counsel, General Motors Corp.
- 2008- 2009
  - Responsible for managing legal team on initial \$13.4B US Treasury loan facility
  - Significant role in Corporate restructuring; especially s.363 bankruptcy planning
- General Counsel & VP Public Policy, GM Latin America, Africa & Middle East
- 2002 - 2008
  - GM-LAAM one of 4 regions in GM global structure, SEC reporting segment
  - Revenue of US\$ 20B, employment nearly 35,000 (in region 2008)
  - Member of management board of GM-LAAM & global functional boards
- Other Work History:
  - Judicial Clerkship, Hon. Cornelia G. Kennedy, US Ct. of Appeals for the 6<sup>th</sup> Circuit 1985-86
- Other Professional Activities:
  - DirectWomen Board Institute 2012; member of Advisory Council 2014-15
  - Michigan Law School Center for Int'l and Comparative Law Advisory Board 2001-02

**Education**

- J.D. 1985, magna cum laude—Michigan Law School
  - Executive Editor Michigan Law Review; Order of the Coif
- B.A. 1976 French and English, with honors—University of Kansas
  - Phi Beta Kappa

