

LEANNE J. FITZGERALD

EXECUTIVE PROFILE

Strategic public company executive with outstanding communication, collaboration, client service and relationship management skills. History of using an extensive technical, financial and operational background in delivering innovative and transformative business solutions for technology companies, including technologies such as AI, data centers, security, voice recognition, virtualization and digital marketplaces, with over two decades of experience in navigating public companies and board rooms for companies in early, high growth and realignment stages

CORE COMPETENCIES

Board Matters/Governance
Commercial Operations
Intellectual Property/AI/Technology

Mergers & Acquisitions
Financial Statements, GAAP/Non-GAAP
Software Licensing and SaaS

Data Privacy/InfoSec
Global Markets
Scaling Operations

PROFESSIONAL EXPERIENCE

ACV Auctions, Inc. Buffalo, NY
Chief Legal Officer and Secretary

2022-Present

ACV (NASDAQ: ACVA) is the leading marketplace platform for wholesale vehicle transactions and data services offering transparent and accurate vehicle information to customers. The platform leverages AI, data insights and technology enabling dealers and commercial partners to buy, sell, and value vehicles online with confidence and efficiency.

Lead ACV's legal, governance, compliance functions and serve as Secretary to the Board of Directors, along with leading ACV's procurement, fraud prevention, equity administration and real estate and facilities organizations.

Selected Accomplishments

- Updated Board of Directors engagement processes with management. Initiated regular meetings of the Nomination and Corporate Governance Committee and developed its first annual working plan in anticipation of upcoming changes in ACV's voting control structure
- Executive sponsor for M&A, closed five acquisitions in US and Ireland, achieving accretive Adjusted EBITDA and developing new international GTM and tax optimization strategies, while also driving rapid diligence methodologies for speed of execution
- Guided changes to financial reporting and non-GAAP financial measures to deliver greater transparency to investors, along with implementing of ACV's first revolving warehouse facility to provide liquidity for floorplan loans
- Drove successful resolution of anti-competition matter resulting in a significant increase in total-addressable market (TAM) and company valuation
- Pro-active consolidation of real estate and facilities function in anticipation and furtherance of business strategy requiring an extensive "land-critical" component, leading expansion from 1 to 10 multi-acre locations while driving cost efficiencies
- Revamped the corporate compliance function to directly support scaling of business initiatives such as cybersecurity and inside sales to drive rapid response and increased partnering activity
- Driving enhancements to the sales deal desk and sales operations, in support of evolution of marketplace model from independents to encompassing leading automotive dealer groups
- Lead fraud department to drive continued trust and transparency in the company's marketplace, reducing bad-debt risk and loss of marketplace GMV (dollar value of vehicles transacted)
- Create and lead procurement function focusing on the scaling of the function to meet company's profitability objectives, resulting in significant cost avoidance and savings

Cerence Inc., Burlington, MA
General Counsel and Secretary

2019-2022

Cerence (CRNC: NASDAQ) builds AI -powered virtual assistants for the mobility/transportation market using industry-leading speech recognition, natural language understanding, speech signal enhancement, and text-to-speech, to provide a conversational AI-based solution. Virtual assistants built with Cerence technology enable a wide variety of modes of human-vehicle interaction, including speech, touch, handwriting, gaze tracking and gesture recognition.

Led Cerence's legal, governance and compliance function and served as Secretary to the Board of Directors.

Selected Accomplishments

- Successfully and timely managed all stand-up and NASDAQ listing activities, initial financing and executive compensation
- Developed first corporate compliance program focused on revenue recognition, bookings, insider trading and privacy to support AI initiatives
- Led overhaul of global commercial customer engagement to support US, Europe, and Asia to enable simplification and evolve operation to a data-driven follow-the-sun support model
- Led SEC outreach with advisory firms and shareholders
- Completed \$325M of financings including convertible notes offering and senior secured debt
- Collaborated directly with the board on matters pertaining to the CEO and an unexpected CEO transition

Nuance Communications, Inc., Burlington, MA

2008- 2019

Vice President, Associate General Counsel, Corporate, Securities and Compliance and Assistant Secretary

Nuance was a leader in conversational AI and ambient clinical intelligence for healthcare, financial services, and other markets. The products encompassed clinical documentation, solutions for clinicians, radiologists, and care teams, as well as intelligent customer engagement and biometric security solutions.

Directed Nuance's corporate, M&A, compliance, and real estate legal activities, including SEC/corporate reporting, M&A, and strategic transactions. Advised and collaborated with finance, tax, treasury, investor relations, communications, and corporate development. Managed compliance activities in several areas, most notably corporate, trade and insurance. Member of Disclosure and 401(k) Committees, and board of directors for multiple subsidiaries.

Previously led other functions including intellectual property and privacy, as company grew from \$650M to over \$2B

Selected Accomplishments

- Led all legal activities for \$1B spin-out carve-out and separation of Nuance's automotive division into an independent, publicly listed NASDAQ company, encompassing board of director on-boarding, Form 10 filing, legal and business separation (IP, tax, and employment) arrangements, tax reorganization and structuring, NASDAQ listing, debt financing, intellectual property carve-out, data rights and employee movement in 14 countries
- Led all efforts for \$400M carve-out and sale of Nuance's Imaging division, including corporate, securities, antitrust and employment and led divestiture of SRS (subscription revenue services) businesses in India and Brazil in support of streamlining company into fewer verticals, while expanding TAM from \$8B to \$13B
- Closed over 20 acquisitions in areas such as AI, biometrics, clinical documentation, multi-modal communications, and predictive technologies in the US, Brazil, Canada, India, New Zealand and Spain and lead both business and legal integration workstreams
- Created and led Nuance's privacy and compliance program, including successful response to an FTC investigation of AI technologies and 2017 NotPetya malware attack
- Completed a \$675M unsecured convertible notes offering, and a \$300M redemption and other debt financings

EMC Corporation, Hopkinton, MA

1994-2008

Associate General Counsel

EMC enabled organizations to store, manage, protect, analyze, virtualize and secure ever-increasing quantities of information, while at the same time improving business agility and lowering costs, with company growing from \$1.37B to \$13.2B.

Led teams (up to 28 professionals) responsible for multiple functions including sales, federal (legal and operations), professional services, marketing, manufacturing, managed services, IT, engineering, development, and procurement. Managed global antitrust and FCPA compliance and advised EMC government affairs on data security and privacy policy.

Directed all legal matters, as part of multi-year west coast assignment, including corporate, integration, commercial, compliance, litigation, intellectual property, and employment, for multiple acquired companies.

Selected Accomplishments

- Overhauled and realigned United States commercial legal organization to support both existing business and over \$2B in acquired software companies
- Developed of legal, business, compliance and operations function for \$400M federal division
- Managed employment, commercial, patent, and false claims act lawsuits to successful conclusions, including global settlement of VMware/Microsoft patent litigation
- Managed establishment of new offshore manufacturing operations
- Developed, completed, and managed multi-billion-dollar agreements with Dell for worldwide sales, licensing, and manufacturing of mid-range storage systems and associated software
- Acquired and divested technology businesses and assets, including acquiring BMC Software's Patrol Storage Manager, Fujitsu Siemens' PowerCluster, and divesting virtual tape business to Diligent
- Patent portfolio development in a variety of enterprise computing disciplines, including software, RAID, disaster recovery, file systems and volume duplication. Developed patent program from the ground-up, eventually culminating in the balancing of payments to EMC exceeding \$1B and led numerous efforts focused on go-to-market matters as EMC evolved from a provider of hardware to leading-edge software

Panitch Schwarze Jacobs & Nadel, Philadelphia, PA
Dionisi & Anderson, Marlborough, MA

1990-1994

Drafted and prosecuted software and electronic related patents in areas such as smoke detection, security, batteries, and user interfaces.

AWARDS

Nuance Chairman's Club 2012, 2014, 2017
Nominated for EMC's President's Award, 2001 and 2005

EDUCATION

University of New Hampshire, Franklin Pierce Law Center, Concord, NH
J.D. 1990

University of Massachusetts, Amherst, MA
B.S., Engineering; History Minor 1987