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LISA J. BROWN

BOARD PROFILE

- Experienced international corporate Board member, having served on public and private corporate Boards in the U.S., India, and the U.K.
- Accomplished C-Suite executive across multiple industries and at times of technology disruption, including industrial manufacturing, industrial minerals & mining, automotive, transportation technology, consumer healthcare and pharma, medical devices,
- Expertise in defining and executing the strategic plan through leading, negotiating and implementing multiple acquisitions, divestments, collaborations, and joint ventures globally
- A seasoned leader of diverse teams addressing the corporate governance, legal, compliance and sustainability aspects of organizations operating within complex, regulated and IP sensitive environments
- Global mindset and business experience with agility to navigate cultural differences gained through working extensively in Europe, the U.S, India and Japan

BOARD EXPERIENCE

PI Industries Limited (BSE: 523642; NSE: PIINDEQ)

August 2020 – Present Day

Public Company | New Delhi, India | AgriSciences & Pharma

- **Independent Director:** India Fortune 500 company (FY21 revenues ~US\$600M; market cap ~US\$6BN); a long-established and fast-growing AgriScience 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
- **Committees served:** Nominating & Remuneration Committee (Chair); Audit Committee
- **Key Focus:** Providing strategic inputs for new market entry and international expansion through M&A activities and R&D developments; providing global perspectives and governance

SmartDrive Systems Inc

May 2019 – October 2020

Private | California, U.S. | Transportation Technology

- **Board Director:** 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 following multiple series funding rounds

WABCO India Limited (BSE: 533023; NSE: WABCOINDIA)

January 2015 – September 2020

Public Company | Chennai, India | Automotive

- **Non-Executive Director:** India Fortune 500 company, a leading global Tier 1 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 to secure operational effectiveness for majority shareholder through effective board management; 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 develop, acquire and distribute healthcare brands focused on organic and natural wellbeing
- **Key Focus:** Entrepreneurial growth strategy

BOARD VALUE PROPOSITION

Specific relevant experience gained in most recent executive leadership roles and primarily within a NYSE listed corporate environment:

Corporate Strategy & M&A:

- Lead negotiator for multiple buy-side and sell-side transactions globally, including public and private companies in the U.S., Europe, U.K., 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
- Securing shareholder value by navigating industry disruption and evolving market environment through strategic business investments and exits
- Running sale auction processes; leading business spin-outs and acquisition integration projects
- Advising public Boards on M&A fiduciary duties, procedural aspects and communications for public transactions
- Leading a global business reorganization to deliver business performance improvement and a culture transformation

Risk, Compliance & Ethics:

- Leading enterprise-wide annual risk assessment process, reporting to the Audit Committee and Board of Directors
- Designing and implementing a Delegation of Authority compliance matrix to support organizational transformation, facilitate effective business operations and mitigate risk
- 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; making decisions on remediation actions to manage corporate risk and reputation

Governance and Board Effectiveness:

- Chairing Nomination & Remuneration Committee of an Indian listed company, addressing new employee stock ownership plans and talent retention focus
- Delivering governance education to Boards of Directors, resulting in improved meetings, and addressing key Board focus areas; leading 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 and adapting to NYSE/SEC regulation and best practices
- Regulatory compliance for US corporations; setting policies and corporate framework to deliver shareholder protections

CAREER HISTORY

SCR-Sibelco NV

February 2021 – December 2021

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
- Leading a global culture and organizational transformation
- Accountability for global legal, compliance, internal audit, sustainability, Intellectual Property affairs, and overseeing the corporate emissions reduction strategy
- Leading a global team of more than 50 employees

WABCO Holdings Inc (NYSE: WBC) (Acquired by ZF Friedrichshafen AG in June 2020)

February 2012 – September 2020

Automotive; Industrial Goods; Automation Technology | Revenues FY 2019: US\$3.4bn | Employees: 12,000 | US/Belgium/Switzerland

EVP Corporate Business Development | November 2018 – September 2020

Chief Legal Officer & Company Secretary | May 2015 – September 2020

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 corporate affairs, including M&A, legal, compliance, governance, and Intellectual Property
- Chair of the Ethics Committee, ensuring company-wide adherence to values and ethics standards
- Corporate Secretary, accountable for corporate governance and NYSE and SEC regulatory compliance
- 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 Term 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; Pharma | 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
- Creating and implementing a global in-house Legal and Intellectual Property 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***Member of the International Committee of DirectWomen** | *New York, USA***Member of the Institute of In-House Lawyers (IJE)** | *Belgium***Harvard Law School Executive Leadership Program** | *Boston, September 2019 & April 2022***IMD Business School Industry Analysis, Strategic Planning & High-Performance Leadership** | *Switzerland, January 2010***Certified European & UK Chartered Intellectual Property 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*