

VALERIE L. BANNER



TO REQUEST CONTACT INFORMATION FOR THIS INDIVIDUAL, PLEASE
EMAIL SHAWN TAYLOR KAMINSKI: SKAMINSKI@DIRECTWOMEN.ORG

C-Suite executive and board member with extensive, international background in execution, strategy, governance, enterprise risk, ESG, commercial, M&A, IPO and capital markets transactions, compensation planning, regulatory and legal functions primarily in the energy, industrial services and manufacturing sectors. Successful team leader who manages business purpose with risk mitigation to achieve results and accomplish organizational objectives that enhance shareholder value. Proactive in achieving success, building, managing and developing teams and individuals for future success.

PROFESSIONAL EXPERIENCE

MAIN STREET CAPITAL CORPORATION (NYSE:MAIN) **October 2017 - Present**
Independent Director and member of the Nominating and Governance Committee

ENERGY WORKFORCE AND TECHNOLOGY COUNCIL **2018 - Present**
Founder and Co-chair, ESG Committee

KBH ENERGY CENTER **2021 - Present**
Advisory Board member

EXTERRAN CORPORATION (NYSE:EXTN) *retiring April 2021
Senior Vice President, Governance and Risk **June 2020 – Present**
Senior Vice President, General Counsel and Corporate Secretary **October 2018 – May 2020**
Vice President, General Counsel and Corporate Secretary **November 2015 - October 2018**
(Spun from Exterran Holdings, Inc.)

- Member of six person global Executive Management Team, responsible for real-time and long-term global strategic planning and decision making, development and implementation of business plan, budget, capex and operating expenditures, Company initiatives, talent development, compensation and succession planning
- Accountable for global governance, ESG, sustainability, shareholder engagement, enterprise risk, crisis management and legal functions, reporting to President and CEO
- Significant role and advisor to CEO, Board and Committees, including attendance and active participation at all Board and Committee meetings; regular collaboration with Lead Independent Director and Nominating and Governance Committee Chair
- Developed and lead Company's ESG, shareholder engagement and sustainability programs, meeting with largest shareholders
- Led significant portion of investigation and restatement of 2015 and prior years' financial statements resulting from Italian subsidiary accounting improprieties, and associated SEC investigation and NYSE matters; investigation completed in April 2019 with no enforcement action or fine

EXTERRAN HOLDINGS, INC. (NYSE:EXH, now AROC) **June 1998 - November 2015**
(Formerly Universal Compression Holdings, Inc. (NYSE:UCO))

Associate General Counsel and Assistant Corporate Secretary 2008-2015

- Accountable for legal oversight of Latin America region, global EPC projects, Singapore-based FPSO and Calgary-based water treatment business lines, global legal department strategic and business planning and budgets, risk assessment/mitigation, regulatory compliance and intellectual property; assistance with numerous Board and Board Committee matters, reporting to Senior Vice President, General Counsel and Secretary
- Led significant portion of 2015 spin transaction dividing US\$4 billion company into two separate publicly traded companies.
- Led, managed and executed ICSID arbitration and settlement with the Republic of Venezuela and PDVSA following expropriation of Venezuela subsidiary's business, assets and operations valued in excess of US\$540 million, and settlement following expropriation of Venezuela joint ventures' business, assets and operations valued in excess of US\$400 million; responsible for collection of settlement installment payments, all 16 Exterran payments and 15 of 16 joint venture payments received
- Led negotiations and completed various international M&A and capital markets transactions, long-term global EPC projects development, and long-term operating and service agreements, aggregating in excess of US \$.75 billion
- Extensive involvement with LATAM and EH Presidents in strategic decision making, enterprise risk assessment and mitigation and compliance

Of Counsel

2001-2007

-Accountable for risk assessment/mitigation, regulatory compliance and legal affairs of Singapore-based FPSO and global EPC projects business lines; active participation in strategic, business and budget decision making with LATAM and EH Presidents and Company executive management team; assistance with Board and Board Committee matters, reporting to Senior Vice President, General Counsel and Secretary

-Led, managed and completed numerous international M&A transactions, large EPC project agreements and merger of equals work streams

Senior Vice President, General Counsel and Corporate Secretary 1998-2001

- Member of six person Executive Management Team responsible for global strategic planning and decision making, development and implementation of business plan, budget, P&L, capex and operating expenditures, and company initiatives

- Accountable for global governance, enterprise risk, M&A and capital markets transactions, administration of Board of Directors and Board Committees, crisis management, regulatory compliance (including SEC and NYSE compliance), insurance, human resources, environmental, real estate and legal functions, reporting to President and CEO

- Significant role and advisor to Board and Committees, including frequent collaboration with Board and Committee members, and attendance and active participation in all Board and Committee meetings

- Led, managed and successfully completed transition from public company division to stand-alone private equity owned company, numerous M&A transactions, IPO and concurrent recapitalization and refinancing of all credit facilities

VALERIE L. BANNER, P.C.**May 1996 – June 1998****Principal**

-Responsible for managing, negotiating and executing international credit market and M&A transactions, including assistance with structuring and risk mitigation, primarily for former clients

-Represented Stewart and Stevenson in placement of LATAM project finance; Air Products & Chemicals in sale of \$400 million JV interest; and Universal Compression Holdings, Inc. following February 1998 leveraged buyout by private equity

TEAM, INC. (NYSE:TISI)**August 1990 – May 1996****Vice President, General Counsel and Corporate Secretary**

-Member of five-person Executive Management Team responsible for strategic planning and decision-making, P&L and budgets

-Accountable for M&A and capital markets transactions, governance, enterprise risk, compliance, insurance, real estate and legal functions

-Significant interaction and advisor to Board and Committees, including attendance and participation at all Board and Committee meetings

BROWNING-FERRIS INDUSTRIES, INC. (NYSE:BFI)**August 1984 – August 1990****Senior Counsel, Corporate and Securities**

-Numerous M&A, SEC 1933 Act and capital markets transactions, legal oversight of legal department corporate/corporate finance/M&A/securities section, Midwest operating region and US \$.8 billion resource recovery joint venture with Air Products & Chemicals

ANDREWS & KURTH LLP**June 1979 – August 1984****Associate, Corporate and Securities**

-Corporate, securities, corporate finance, M&A, securities and corporate restructurings for public and private clients

EDUCATION

Juris Doctor, the University of Texas School of Law; Order of the Coif; *Cum Laude*

Bachelor of Business Administration (finance/accounting emphasis), Southern Methodist University; *Summa cum Laude*

AFFILIATIONS

Women Corporate Directors

National Association of Corporate Directors

Women in Energy

Society of Governance Professionals

DirectWomen

SPEAKING

Various conferences on director risk oversight, ESG, shareholder engagement and other topics