

MARC A. NICHOLS, ESQ.

Senior Legal Executive ~ Former US Inspector General ~ Chief Compliance Officer ~ Business Strategist

Innovative and strategic General Counsel, Compliance Officer & Technology Control Officer with extensive experience in technology, aerospace/defense and heavy manufacturing industries, working closely with the business and leading high-performing, diverse teams who are happy and inspired to contribute beyond the traditional legal role. Creative legal strategist with sophisticated business acumen and proven record of developing process improvements and effective strategies that drive revenue growth and shareholder value. Driven and energetic change leader, experienced in bringing process improvement and innovation to the Legal and HR departments. Keen ability to identify, create and implement high-impact process improvements that increase employee and customer satisfaction, save costs, increase productivity and efficiency, and generate revenue. Knowledge and experience leading legal operations, compliance, data privacy, employment/benefits law, governance, business/commercial matters, product licensing, product liability, real estate, mergers/acquisitions and complex litigation. Active member in good standing, NY, IN, CO & DC Roll of Attorneys.

Areas of Expertise include:

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|----------------------------------|---------------------------------------|------------------------|
| ✓ Business & Commercial law | ✓ HR/Benefits, Labor & Employment Law | ✓ Corporate Governance |
| ✓ Litigation | ✓ Data Privacy – GDPR, HIPAA, CCPA | ✓ Compliance |
| ✓ Regulatory Compliance & Ethics | ✓ Govt. contracts (FAR/DFARS) | ✓ IP management |
| ✓ Antitrust | ✓ Mergers and Acquisitions | ✓ Legal Operations |

EXPERIENCE & NOTABLE CONTRIBUTIONS

Saab, Inc. • Syracuse, NY • 2018 to Present

EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL, COMPANY SECRETARY & TECHNOLOGY CONTROL OFFICER

Senior Legal Executive responsible for leading complex corporate strategic and tactical legal initiatives in support of organizational goals, including legal operations, compliance, litigation, M&A, cybersecurity and data privacy, HR/Benefits, Labor and Employment matters, complex commercial agreements, overall corporate governance management, risk management, incident response, business continuity and litigation strategy. Responsible for the development and execution of the Legal Department's long-term strategic plans and department priorities, driving programs to enhance efficiency, standardization of processes, enhanced cost controls and strategies, and creation and tracking of performance, cost and other metrics.

BUSINESS LEADERSHIP AND ACHIEVEMENTS

- Chief Legal Officer for the US, Canada, Brazil, and Chile companies under the Saab portfolio, providing function management to the Legal, Contracts, Procurement, Export Control, Security, and Legal Operations and Compliance departments. Manage a team of 50 employees and a budget of approximately \$3m.
- Provide guidance to the Surveillance Radar, Defense and Commercial Aerospace, Land Ground Combat, Signature Management, Air and Maritime Traffic Radar businesses.
- Provide a hands-on approach with an ability to handle high volume workload, while creating efficiencies, identifying gaps, implementing improvements and setting priorities within Legal for the Americas.
- Restructured department for appropriate alignment of resources to Business priorities.
- Achieved the lowest outside counsel spend in the company's history for the past two successive years for cost savings of more than \$450K and \$600k each year.
- Effective cost management of the department, saving nearly \$500k off the department's budget in 2020, and \$225k in 2019.
- Took on management of the Procurement function in late 2019. Reshaped the entire department from top to bottom, exiting low-performing employees, promoting stronger employees, hiring a head of Centralized Procurement, moved procurement functions from each business and moved them into a centralized function to drive cost savings and efficiencies.
- Implemented a number of new technology solutions to run the department more efficiently and effectively.
- Trusted business partner and enabler to all levels of management, including Board, CEO and Executive Leadership Team, including helping to vet and select new manufacturing site location, working with state, county and local officials to build a new \$35m plant, gaining tax incentives, legal approvals, negotiating research development agreements with Purdue University, FAA approval (since plant is next to an airport), etc.
- Negotiated several university research and development programs.
- Manage all Board activities and scheduling events, parent company legal issues (CFIUS, mergers and acquisitions, etc.).

- Developed and led cross-functional Pandemic Task Force to address issues created for the Business by Covid-19, including development of Emergency Use Authorization of COVID Test, Safety Plans, and Return-to-work Plans, etc.

ETHICS & COMPLIANCE

- Updated E&C program, including implementing a Local Ethics Advisor, Case Management and training systems, Investigation Protocols, KPIs and trend analysis dashboard for reporting purposes.
- Led and managed investigations of violations of rules, regulations, policies, procedures, and Code of Conduct.
- Oversee management and monitoring of intermediary, third party organizations for compliance with company policies.

LITIGATION

- Manage company response/mitigated risk on several key incidents with high-risk to company to optimal resolution and minimal consequences to the business.
- Managed litigation docket of anti-trust, employment litigation, whistle-blower claims, product liability and product recall litigation, setting reserves, working with Group Insurance, and reporting critical matters for compliance purposes.

HR/LABOR & EMPLOYMENT

- Provided day-to-day advice on a broad range of employment matters including staffing, performance management, employee relations, employee benefits, discrimination, harassment and other EEO matters, affirmative action plans, wage and hour, restrictive covenants, training programs, risk mitigation and terminations.
- Implemented mitigation plans on key employment law risk areas, including job classification, wage and hour, payroll practices, OSHA compliance, I-9 Compliance, and pay equity.
- Worked with HR team on workforce reductions and navigating WARN Act responsibilities, working with local officials.

LEGAL OPERATIONS

- Stood up Legal Operations and Compliance Department.
- Designed, launched and led Legal Operations function to reduce costs and Time to Value ratio for legal department. Created Technology Roadmap, Training Calendar, Legal Operations Action Plans. Identified and implemented new Contract Management Solution, Tools and Technology inventory, Activity Surveys, SOPs, e-billing solution, Enterprise Legal Management (ELM) system, Knowledge Management Library, work flows and dashboard metrics to review and report on trends, spend, time to value ratios, etc.
- Created a Preferred Law Firm Panel, reducing the number of firms from 45 to 6. Negotiated alternative fee agreements with outside counsel where appropriate.

Rolls-Royce North America, Inc. • Indianapolis, IN • 2010 - 2018

DIRECTOR OF COMPLIANCE & GLOBAL LEGAL COUNSEL – DEFENSE SECTOR -- AMERICAS

Rolls-Royce North America Inc. is the US, Canada and South America subsidiary of the British multinational corporation, with annual revenues of approximately \$17B per year. Directed global legal strategy for aerospace and defense technology business sectors and product portfolios. Provided multi-disciplinary industry expertise and advice to global General Counsel and international, cross-organization business units on legal risks and evaluation, deal scope, structure and negotiation, product liability, warranty, corporate policy, data privacy and intellectual property issues, HR and employment law matters supporting business operations in U.S., Canada, Mexico, Latin America, as well as Europe and Asia. Negotiated commercial and licensing contracts, sales and service agreements, real estate leases, supply, distribution agreements in the Americas and internationally.

BUSINESS LEADERSHIP AND ACHIEVEMENTS:

- Co-led a multi-country investigation of the company by the US Justice Department, UK Serious Fraud Office, Brazilian authorities that led to a nearly \$1b fine of the company. Managed the US and Brazil part of the investigations.
- Led other high profile matters facing the company, including inquiries by the following: the Pentagon's Inspector General, Suspension and Debarment and DARPA offices; the US State and Commerce Departments' Export Control offices; the Ministries of Defense of Canada, Israel, Poland, Korea, and Australia; the US Federal Aviation Administration; the US National Transportation Safety Board; and others. All matters were resolved without significant financial penalties to the company.
- Managed defense and commercial portfolio, including various defense aerospace engine programs and helicopters programs (defense and commercial).
- Successfully negotiated a \$100m contract with the Korean government's procurement department.

Litigation

- In three years, reduced the number of litigation cases by nearly 50 percent, settled three patent infringement lawsuits for \$2.5m when liability exposure exceeded \$175m.
- directed over 20 law firms in the US, Canada, Brazil, Poland, Australia, and other locations, as well as over 40 litigation cases, ranging from products liability to IP misappropriation, premises liability and patent infringement, among other lawsuits to defend. This also required working with Rolls-Royce's global insurer and Insurance group on a weekly basis.
- Worked closely with the Global Head of Risk, as well as the Chief Compliance Officer, Director of Ethics, Corporate Security, Internal Audit to redesign the Risk and Compliance function so it would be more responsive to the results of our investigations.
- Co-led due diligence team for a large M&A in Spain with significant presence in Mexico.

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- Served as Company Secretary and Chief Compliance Officer for the Rolls-Royce and Honeywell Corp's joint venture, LHTEC.
- Was responsible for providing legal counsel to the President of Rolls-Royce Defense and Marine North America, and their first and second lines of leaders.
- Worked with the EVP of Government Affairs in crafting policy strategies with Congress.

Intellectual Property

- Worked with the Global Head of IP, the Head of IP -- Americas, Head of Licensing, and Director of Trademarks to manage various IP issues for the company, including licensing agreements, trademark negotiations and valuations, etc.
- Assisted in establishing a patent review board to manage IP portfolio, patent filing decisions, etc.

Compliance

- Responsible for management of compliance matters, including internal company investigations involving data breaches, health care, anti-kickback, alleged fraud, financial improprieties, and other misconduct. Established and implemented performance evaluation best practices.
- Ensured contract management process and policies in compliance with partners and vendors.
- Trained and help supervise 75 ethics officers embedded in the businesses throughout the Americas.
- Developed, initiated, maintained, and revised policies and procedures for the general operation of the Compliance Program and its related activities to prevent illegal, unethical, or improper conduct. Managed day-to-day operation of the Program. Led investigations of violations of rules, regulations, policies, procedures, and Code of Conduct.

M&A

- Managed all aspects of business development and M&A, including acquisitions, divestitures, spin-offs and strategic investments, including due diligence, drafting, and negotiating primary and ancillary transaction documents. Assessed validity of patents, strategic value of third-party contracts and capital structure of target companies.
- Identified gap and created Incident Response Team, Crisis Plans and Protocol as well as Crisis Communications Plan; conducted trainings and rolled out for global use.

Award

- Awarded Global Defense President's Award as part of team that creative an innovative inventory plan that saved the company nearly \$100m over the life of the deal.

Green Advantage, Inc. • Washington, DC • 2008- 2010

CHIEF OPERATING OFFICER & GENERAL COUNSEL

Green Advantage is a company that administers training in constructing environmentally sound commercial and residential buildings and three types of exams for certifications

BUSINESS LEADERSHIP AND ACHIEVEMENTS:

- Led company's efforts to revamp its entire test delivery system and exams, decreasing overhead from 80% of the exam fee per test to less than 30%.
- Expanded operations by increasing the number of exam locations from 50 to over 300 in the US and Canada, which helped the company financially during the recession.
- Managed a 25-person team administering a national examination for tradespeople in the construction industry interested in proving their skills in "green buildings." Hired the first ever Director of Exam Administration, who prepared, tested, and administered the exam system.
- Helped the company achieve ANSI certification, giving the company greater credibility in the marketplace.
- Helped the CEO maintain the company's role with the US Green Building Council's LEED certification program, the only training company whose training leads to credit as part of the LEED process.
- Led a diverse range of legal initiatives, including the employee manual, the copyright and trademark policy, managed litigation negotiations for pending lawsuits against the organization.

Folland & Drown LPA • Washington, DC and Columbus, OH • 2006 - 2008

OF COUNSEL

Folland & Drown LPA is a law firm with offices primarily in Columbus, Ohio catering to corporate clients

BUSINESS LEADERSHIP AND ACHIEVEMENTS:

- First chaired over 100 trials and motions regarding civil litigation concerning complex business litigation as well as product liability, bad faith and negligent claims.
- Revamped internal operations by integrating a billing and cost expenditure system and a file tracking system, increasing profits at the firm by 300 percent.

INSPECTOR GENERAL

GPO is a \$1 billion legislative-branch Federal agency responsible for printing all Federal government documents and directing Federal agency websites

BUSINESS LEADERSHIP AND ACHIEVEMENTS:

- Directed major department of agency with complete responsibility for department's profit and loss and \$5m department budget.
- Responsible for assessing the financial health of the agency, marketing, billing policies (accounts receivables and payables), revenue sources, expenses of the agency and expense fraud, agency legal compliance with Federal law, and real estate management of the agency's 19 locations in 19 cities nationally.
- Established strategic direction and policy of department; determined and/or approved all major decisions.
- Developed and managed senior professionals, including 40 attorneys, auditors, financial and management analysts, administrative staff, and criminal investigators.
- Managed regulatory oversight for agency responsible for government contract procurements valued at \$700m, performance of 2,500 contractors and 16,000 vendors, and agency annual budget of nearly \$350m and spending outlays of nearly \$1b.
- Responsible for annual IT audit, determining deficiencies in IT policies, network intrusion systems, and desirable IT components for efficient operational efficacy.
- Appeared or testified multiple times before Congress regarding agency's financial health or operational matters or in meetings with Members of Congress or congressional committee or Member staff.

Previous positions also include Attorney for Qwest Communications (telecom company in Denver), Copper Irlle (online gaming company financial services company), Attorney at Culpepper & Martin and Hall & Evans (both in Denver, Colorado) and Trust Officer at Chase (formerly Chemical Bank, in New York and London, England). Skilled in Microsoft Office Suite, including Word, Power Point, Excel, Outlook, etc.

EDUCATION

JURIS DOCTORATE

WASHINGTON AND LEE UNIVERSITY | Lexington, VA
Admitted to New York, Indiana, Colorado, District of Columbia, US Supreme Court Bars
Editor-in-Chief, Law News

BACHELOR OF ARTS

WABASH COLLEGE | Crawfordsville, IN
Majors: Philosophy and Political Science
Will Hays Scholar

PROFESSIONAL HONORS AND AWARDS; DIVERSITY & INCLUSION LEADERSHIP

- **Rolls-Royce Defense President's Award for Excellence** for Outstanding Team Performance and Commitment to Innovation
- **Aerospace Industries Association**, Vice Chair, Legal Committee, which provided policy considerations for the aerospace industry
- **75th President of the National Association of Wabash Men** (the alumni association of Wabash College); the second African-American and LGBT community member ever elected to the role, and the first in 30 years; took a 27-member board with only three diversity representatives to having over 40 percent diversity representation
- **Member, Leadership Council on Legal Diversity**
- **Member, Board of Directors, WCNY** (PBS station for 19 counties in Central New York); chair, Finance Committee (based in Syracuse, NY)
- **Member, Board of Directors, Syracuse Stage** (theatre organization based in Syracuse, NY and affiliated with Syracuse University)
- **Member, Board of Directors, Christel House International** (global charitable organization based in Indianapolis, IN)
- **One of Saab's Top 150 senior executive officers**, out of 18,000 employees

- **Rolls-Royce co-founder or senior manager sponsor of employee resource groups**, including Black Employee Network, Propel with Pride! (LGBT group), and the Women's Network

Professional Memberships:

- Society of Corporate Compliance and Ethics
- New York, Colorado, Indiana, and DC Bar Associations
- Defense Research Institute

PUBLIC AND MEDIA APPEARANCES

Speaker, TerraLex Conference Global Meeting (pending)
Oslo, Norway (June 2020, postponed due to Covid-19)
Mexico City, Mexico (June 2021)

Speaker, 13th Annual McGill University/PEOPIL Conference on International Aviation
Liability of Manufacturers (pending)
The Sorbonne
Paris, France (June 2021)

"Silent Footsteps"
Speech to Freshmen and Parents
Wabash College, August 2019 and 2020
Crawfordsville, Indiana

Panel Member, Digital Evidence and Emerging Technologies and International Law, Cross-Border Discovery
Defense Research Institute Products Liability Conference, February 2019
Austin, TX

W&L Columns
"By Land, Sea and Air," February 2019
<https://columns.wlu.edu/by-land-sea-and-air/>

Vanguard Magazine
<https://edition.pagesuite-professional.co.uk/html5/reader/production/default.aspx?pubname=&edid=18e45f9e-7872-4e1e-a50e-147d6a6e04e2>
January 2019

Panel Member, "Global Aviation Issues" continuing legal education lecture
Defense Research Institute Annual Meeting, October 2018
San Francisco, CA

Co-host and Panel Member, "Ethics and Compliance in a High Risk Market"
7th Annual Summit on Anti-Corruption on High Risk Markets, July 2018
Washington, DC

Panel Member, "Forum on the Foreign Corrupt Practices Act"
American Conference Institute, January 2018
Houston, TX

Keynote Speaker, "Ethics in a Post-Truth and Reality TV World," Ethics and Compliance Conference
Indiana State University, March 2017
Terre Haute, IN

Panel Member, "A View from Inside (the General Counsel's Panel)"
American Bar Association Tort Trial Aviation and Litigation in Today's World, October 2017
Washington, DC

Panel Member, "Practical Considerations for Managing False Claims Act Liability and Internal Investigations"
American Bar Association, Section on Public Contract Law Annual Meeting, August 2017
New York, NY

Panel Member, Federal Civil Practice
Indiana Continuing Legal Education Foundation, June 2017
Indianapolis, IN

Panel Member, "Corporate Culture and Restoration of Confidence Post-Scandal"
7th Annual Brazil Summit on Anti-Corruption, May 2017
Sao Paulo, Brazil

Panel Member, "Preparing Government Contracts Counsel for Investigators Knock on the Corporate Door"
Association of Corporate Counsel, July 2016
Washington, DC

Feature Article Subject, "The Importance of Networking and Taking Risks"
Forefront Magazine, July 2015
<http://www.forefrontmag.com/2015/07/the-importance-of-networking-and-taking-risks/>

Lecturer, Chapel Talk Lecture, "Voice to the Voiceless"
Wabash College, November 2012
Crawfordsville, IN

Guest, 25th Anniversary of the U.S. Inspector General Act, "Eliminating Fraud"
C-SPAN, Washington Journal, October 2003
<https://www.c-span.org/person/?marcnichols>
Washington, DC