

MATHEW GORRINGE



PARTNER

MATHEWGORRINGE@EVERSHEDS.COM

EVERSHEDS LLP
BRIDGEWATER PLACE
WATER LANE
LEEDS
WEST YORKSHIRE
LS11 5DR
UNITED KINGDOM

+44.113.200.4140

Mathew is a partner and Head of Employee Share Incentives specialising in employee share option schemes and all forms of equity and non-equity based incentives.

He has a wealth of experience in implementing all forms of share schemes and bespoke equity incentive arrangements and his clients range from FTSE 100's to large private companies.

Mathew has particular expertise in advising upon and project managing the implementation of multijurisdictional share schemes around the globe for international corporates.

He is a member of the Share Schemes Technical Advisory Committee of the Quoted Company Alliance and is a contributory author of updates to the World Law Group's publication "International Employee Equity Plans – Participation Beyond Borders."

MICHAEL S. KESNER



PRINCIPAL, HUMAN CAPITAL

MICHAEL.KESNER@DELOITTE.COM

DELOITTE & TOUCHE LLP
111 SOUTH WACKER DRIVE
CHICAGO, IL 60606

312.946.2555

Mike is a principal in Deloitte's Executive Compensation Practice. He has over 31 years' experience working with companies on a wide range of executive compensation issues, including:

- Assessment of competitive pay levels
- Incentive compensation plan design
- Executive employment agreements
- Executive severance benefits
- Deferred compensation plans
- Recruitment and retention arrangements
- Supplemental executive retirement programs
- Benefit security techniques
- Board of Directors compensation
- Change-in-control pay issues

He is the independent advisor to the Compensation Committee of the Board of Directors on executive compensation at several Fortune 500 companies.

He has authored articles published in the *Harvard Business Review*, *CFO Magazine*, *Directors and Boards*, *National Association of Corporate Directors'* newsletter and served on the NACD's Blue Ribbon Commission on executive pay. He is also co-author of a chapter in, "A Practical Guide to SEC Proxy and Compensation Rules." He has often been a guest speaker on compensation and benefit matters at conferences sponsored by the National Association of Stock Plan Professionals, CompensationStandards.com, National Directors Institute, American Bar Association and Kellogg School of Management Annual Corporate Governance Conference.

Representative Clients Served

- American Airlines
- Ashland, Inc.

- Belden, Inc.
- Brinker International
- Brunswick Corporation
- Chiquita Brands International
- CONSOL Energy
- DST Systems, Inc.
- El Paso Corporation
- Exelon Corporation
- Federated Investors, Inc.
- Grainger, W.W. Inc.
- News Corporation
- Potlatch Corporation
- Praxair, Inc.
- Transocean, Inc.

Professional and Civic Affiliations

- American Institute of Certified Public Accountants
- CompensationStandards.com Advisory Group
- Illinois CPA Society
- National Association of Stock Plan Professionals

Education

- University of Illinois, BS in Accounting

JAY O. ROTHMAN



PARTNER

JROTHMAN@FOLEY.COM

777 E WISCONSIN AVENUE
MILWAUKEE, WI 53202-5306
(414) 297-5644



Jay O. Rothman is a partner with Foley & Lardner LLP and a member of the firm's Management Committee. Mr. Rothman serves as the chair of the firm's national Transactional & Securities Practice and practices primarily in the areas of mergers and acquisitions, securities law, takeover defense, and general corporate and business law. Among other transactions, he has structured and negotiated numerous acquisition transactions in various industries and has represented both underwriters and corporate issuers in various public offerings of both debt and equity securities. Mr. Rothman also regularly counsels publicly held companies regarding compliance matters under federal and state securities laws. He is also a member of the firm's Energy Industry Team.

Mr. Rothman was named to BTI Consulting Group's coveted Client Services All Star Team in 2005, 2007, 2008 and 2009. This honor is bestowed upon individual attorneys who deliver outstanding client service according to corporate counsel interviewed at *Fortune* 1000 companies. He is one of only five attorneys recognized in 2007 as a "Super All-Star" for being nominated by more than one client. In addition, Mr. Rothman was selected by his peers for inclusion in *The Best Lawyers in America*® (2005-10) in the field corporate and securities law; *Chambers USA: America's Leading Business Lawyers* (2005-09); and was selected for inclusion in *Wisconsin Super Lawyers*® (2005-09) for his securities and corporate finance work.

Mr. Rothman is a member of the Milwaukee Bar Association, the State Bar of Wisconsin, and the American Bar Association. He is a frequent speaker on SEC compliance and corporate disclosure and governance matters.

Prior to joining Foley in 1986, Mr. Rothman served as a law clerk to the Hon. Harlington Wood, Jr., United States Court of Appeals for the Seventh Circuit. He graduated, *cum laude*, from Harvard Law School in 1985. He received



his B.A., *summa cum laude*, from Marquette University in 1982, where he was elected to membership in Phi Beta Kappa.