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|  | **Name:** Brian Henry |
| **Company Name:** General Electric Company |
| **Current or Most Recent Role:**  Executive Counsel - Mergers and Acquisitions |
| **Are You The Top Legal Officer – GC/CLO?** No |
| **To whom do you report (Title):** VP, M&A Counsel |
| **Education:** A.B. Political Science, Wabash College; Master of Public Policy, University of Michigan; Juris Doctor, University of Michigan | **Company Revenue and Market Cap:**  Revenue: $121 billion Market Cap: $87 billion |
| **Law School Graduation Date:** 1999 | **Public?** Yes |
| **GC Sponsors:**  **(GCs or former GCs who recommends you as a Ready Now Fortune 1000 GC)**  Roderick Palmore (former GC, General Mills)  Paul Williams (former GC, Cardinal Health (pwilliams@mlaglobal.com) | **Primary Area(s) of Practice/Experience (explain):**  M&A (legal and business roles at Walmart and GE)  Compliance (functional GC at Walmart);  Commercial Transactions (legal and business roles at Walmart and GE)  Securities (reporting and advice re: M&A transactions at Walmart and GE) |
| **Any Geographical Preferences or Restrictions?** No restrictions; preferences are Midwest, Mid-Atlantic (DC, VA, MD) and Mid-South (GA, NC) | **Law Firm Experience (firms, years practice areas):**  Skadden (5 years; M&A, corporate and securities)  Simpson Thacher (1 year, M&A, corporate and securities)  Cravath (summer associate; offer received) |
| **Prior In-House Titles:** Associate GC; Sr. Associate GC; Sr. Director; Vice President, M&A; Vice President and General Counsel | **Industry Experience:** Retail, Energy, Healthcare, Transportation, Commercial Real Estate and Communications |
| **Contact Information:**  [bthenry@gmail.com](mailto:bthenry@gmail.com); 479-586-3009  3758 N Stratford Rd NE, Atlanta, GA 30342 | **Size of the Largest Team Managed (explain):** Nine; as VP and GC, International Compliance at Walmart, I was the leader of a matrix team comprised of direct reports and GCs for all international markets. |
| **Explain level of Corporate Governance and Corporate Board Room Experience:** Walmart:  Monthly M&A updates for C-suite executives  Participated in Board meetings, including strategic planning and finance committee and executive committee sessions  Provided direct briefings for significant acquisitions to the Chairman of the Board and other individual directors on the Executive Committee | **In which of these critical areas do you have experience --** M&A, Securities, Corporate Governance, Finance, Litigation Management, Compliance, Regulatory and Enterprise Risk Assessment? Please explain.  M&A: principal negotiator for international M&A transactions at Walmart as VP for M&A (business role; corporate officer) and legal leader for global M&A transactions at both Walmart at GE  Compliance: responsible for compliance for all international operations at Walmart as VP and GC for International Compliance  Regulatory: responsible for coordinating domestic and international regulatory reviews and approvals for complex, cross-border transactions at Walmart and GE  Enterprise Risk Assessment: legal support for enterprise wide risk assessments for all international operations at Walmart |
| **Experience with Public Company Securities Issues:**  In-house: qualitative materiality analysis and drafting disclosures for significant acquisitions  Law firm: drafting for Forms S-1 and 10K, Proxy statements and no-action letters | **International Experience:**  Business and legal leadership roles for cross-border M&A valued at over $20B as Vice President, International Mergers and Acquisitions at Walmart and Executive Counsel, M&A at GE  General counsel for compliance responsible for operations in over 20 countries with total revenues of over $135 billion as VP and General Counsel, International Compliance at Walmart |
| **Summary of Experience/Bio: (300 words or less)**  I am a business-oriented legal leader with expertise in corporate law, cross-border M&A, regulatory and compliance matters. I have intentionally sought challenging and diverse executive roles to continually develop my general business acumen, operational knowledge and industry expertise. Direct experience facing critical legal and commercial issues in closing over $20 billion in M&A transactions enable me to serve as a true business partner to my clients, providing practical counsel and solutions from a uniquely generalist perspective. Currently, I am the GE corporate attorney responsible for M&A for GE Power, its largest division with over $27 billion in revenue. As the leader of large teams of functional experts responsible for tax, labor, litigation and real estate and regulatory compliance issues, I regularly leverage my commercial and operational experiences in negotiating critical supply, distribution, leasing, licensing and settlement agreements. Prior to GE, I held numerous business and legal roles at Walmart. As VP, General Counsel of International Compliance, I managed legal and regulatory compliance for Walmart’s international operations in over 20 countries with revenues exceeding $135 billion. As VP of M&A, my responsibilities ranged from principal-level commercial negotiations and relationship management with acquisition targets to drafting definitive documentation and coordinating global regulatory filings. In both roles, I participated in updates with C-suite executives and the Board of Directors. In keeping with my philosophy that a deep and practical understanding of my client’s core business is key to providing valuable counsel, I also volunteered for an expatriate assignment with Walmart Canada. In various operational roles over two years, I led post-acquisition integration efforts, developed enterprise-wide merchandising plans, managed eCommerce initiatives and engaged directly with store operations and external suppliers as the category manager for a $200 million portfolio of consumer household cleaning and air-care products. | |