

JONATHAN B. KIM

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PROFESSIONAL EXPERIENCE

UNIVERSITY OF MIAMI HERBERT SCHOOL OF BUSINESS – Miami, FL 2021 to Present
Guest Lecturer

Lecturer on a variety of developing legal and corporate governance topics affecting publicly listed corporations and their senior leaders.

- Invited to serve as a guest lecturer by the Dean of the School's Business Law Department beginning with the 2021 spring term.

ZANBATO SECURITIES LLC – Miami, FL 2019 to Present
Senior Vice President

Alternative Investment Advisor and Registered Representative with Zanbato Securities LLC of Mountain View, CA. Zanbato is a global leader in private placement technology partnering with financial institutions and investment networks to bring greater efficiency to the world's private capital markets.

- FINRA Series 7, 24 and 63.

JONATHAN B. KIM, P.A. – Miami, FL 2016 to Present
Founder and Principal

Provider of legal and strategic advisory services for select clients on corporate, capital markets, governance, compliance and regulatory, IT/IP and litigation/alternative dispute resolution matters.

- Frequent panelist and speaker on emerging CLE topics and best practices for boards of directors.

MILLSTEIN CENTER AT COLUMBIA LAW SCHOOL – New York, NY 2016 to Present
Practicing Fellow

Senior advisor on board-centric model of corporate governance and emerging roles for Fortune 500 company directors and general counsels.

- First Practicing Fellow in the Center's history; authority on cybersecurity regulations for banks, insurance companies and other financial institutions.

MONTPELIER RE HOLDINGS LTD. (NYSE:MRH) – Hamilton, Bermuda 2004 to 2016
Senior Vice President, General Counsel and Secretary

Executive Committee member responsible for all legal and compliance matters related to the MRH Group's M&A activities, corporate and capital markets transactions, shareholder relations, regulatory obligations, litigation proceedings, compensation and benefits programs, employment law, real estate transactions, IP rights and corporate governance function.

- Group Officer entrusted with the formation of legal and compliance teams and management of operational matters across multiple offices and jurisdictions in the US and abroad.
- Director of Montpelier Reinsurance Ltd., MRH's primary operating company, and Chairman of the Board of Trustees of the Montpelier Re Foundation.
- Chief architect of corporate governance function; recognized by Forbes magazine as one of the 100 Most Trustworthy Companies (and highest ranked Mid-Cap company).

AXA ADVISORS, LLC (NYSE: AXA) – New York, NY 2002 to 2004
Investment Advisor and Registered Representative

Financial advisor to ultra-high-net-worth individuals, family offices and corporate/institutional investors.

- Expert on asset management, retirement (401(k)/profit-sharing pension) and group health & benefit plans; advised on estate planning considerations and insurance-based financial strategies.

MODEM MEDIA, INC. (a division of Publicis Groupe) – London, UK 2000 to 2001
Account Director

Manager of top accounts for global internet agency providing strategic and end-to-end solutions to Fortune 100 companies.

- Leader of global Internet initiative for world's third largest consumer electronics company (most significant project in Modem Media's history at the time); supervised team of 75 people across three continents.

WINTHROP, STIMSON, PUTNAM & ROBERTS – New York, NY 1991-1998
Senior Associate

Counsel to multinational corporations and financial institutions on M&A, asset-backed and structured finance transactions, securities offerings and creditors' rights matters.

- Associates' Committee Elected Representative.

EDUCATION

YALE SCHOOL OF MANAGEMENT – New Haven, CT May 2000
Masters Degree in Business Administration (MBA), Dual Concentration in Finance and Strategy

- Research Assistant to Dean Jeffrey E. Garten.
- Co-Founder, Chief Operating Officer and General Counsel, XMLaw LLC.
- General Counsel, Volatile Media Inc.

GEORGETOWN UNIVERSITY LAW CENTER – Washington, DC May 1991
Juris Doctor in Law (JD)

- Advanced Student, European University Institute, Florence, Italy.
- Lead Articles Editor and Published Author, *The Tax Lawyer*, ABA Section on Taxation.

BROWN UNIVERSITY – Providence, RI May 1988
Bachelor of Arts (BA), English and American Literature

- Rose Writing Fellowship.
- Big Brothers of Rhode Island.

PROFESSIONAL AFFILIATIONS

- American Bar Association – Business Section, Corporate Governance Committee (2008-Present).
- American Inns of Court, Spellman-Hoeverler Chapter – Member (2018-Present).
- Dade County Bar Association – Member (2017-Present).
- International Bar Association – Member (2008-Present).
- National Italian-American Bar Association – Member (2012-Present).

LICENSES, CERTIFICATIONS AND CITIZENSHIP

- Bar Admissions:
 - State: Connecticut, District of Columbia, Florida, Georgia, Massachusetts, New York.
 - Federal: EDNY, SDNY.
- Financial Industry Regulatory Authority (FINRA): Series 7, 24, 63.
- Insurance Licenses: Florida, Life, Health and Variable Annuity.
- Real Estate Licenses: Florida, Real Estate Agent; New York, Real Estate Broker.
- Notary: Florida.
- Citizenship: Dual US/Italian.

BOARD AND VOLUNTEER EXPERIENCE

Corporate:

- Montpelier Group of Companies (2004-2016):
 - Montpelier Reinsurance Ltd. (Class 4 Bermuda Insurer) – Board of Directors.
 - 20 Montpelier Group Subsidiary Directorship and/or Executive Management roles.
- Association of Bermuda Insurers and Reinsurers (ABIR):
 - Board Representative (2004-2015).
 - Policy Committee Member (2006-2015).

Professional and Pro Bono:

- American Bar Association:
 - Business Law Section, Corporate Governance Committee (2008-Present).
 - Corporate Governance Committee, Publications Subcommittee (2016-Present).
- Association of Bermuda Insurers and Reinsurers:
 - Board Representative (2004-2015).
 - Policy Committee Member (2006-2015).
- Bermuda Business Development Corporation – Non-Executive Director (2008-2013).
- Korean Community Services of Metropolitan New York:
 - Board of Directors (1996-1998).
 - Pro Bono Counsel (1996-1998).
- National Association of Asian-American Professionals – Board of Directors (2002-2004).
- New York Association for New Americans – Advisor to Microenterprise Loan Program (2002-2004).
- Volunteer Lawyer for the Arts – Pro Bono Volunteer Counsel (1991-1994).

Alumni:

- All Ivy+:
 - Board of Directors (2016-Present).
 - Secretary (2016-2020).
- Brown University:
 - Brown Alumni Association – Alumni Service Award Recipient (2003).
 - Brown Alumni Association – Board of Governors (1998-2000).
 - Brown Alumni Interviewing Program – Manhattan Region Co-Chair (1995-1998).
 - Brown Class of 1988 – Treasurer and Reunion Committee Member (1998-Present).
 - Brown Club of Miami – Chairman and Co-President (2015-Present).
 - Brown University Club in New York – Director and President (2002-2004).
- Georgetown University:
 - Georgetown Club of Miami – Board of Directors and Executive Committee Membership and Finance Chair (2020-Present).
 - Georgetown University Law Center – Alumni Volunteer Career Advisor (1998-Present).
- Yale University / Yale School of Management:
 - Yale Alumni Association – South Florida Delegate (2016-Present).
 - Yale Class of 2000 – Class Gift Committee Co-Chair (15th Reunion).
 - Yale Club of South Florida – Board of Directors and Vice President (2016-Present).
 - Yale Latino Alumni Network (YLAN) – Board of Directors (2020-Present).
 - SUBE Student Interest Group – Advisor (2020-Present).
 - SOM Alumni Association New York Chapter – Director and Treasurer (2002-2004).

Not-for-Profit:

- Answer (at Rutgers University, New Jersey) – National Advisory Board (2017-2019).
- Center for Supportive Schools, Princeton, New Jersey – Board of Directors (2016-2018).
- Eliza Dolittle Society (Daily Bread) – Chairman of the Board (2013-2015).

LEGAL EXPERIENCE

SECURITIES OFFERINGS AND COMPLIANCE

- Initial public offerings (IPOs); primary and secondary equity/debt offerings; private placements/Reg D offerings and exemptions.
- Rule 144 transactions.
- Share repurchase plans.
- All SEC, NYSE and LSE reports and compliance.

GENERAL COMPLIANCE AND LITIGATION/ARBITRATION ISSUES

- Investment Company Act of 1940 ('40 Act), Investment Advisers Act of 1940 (IIA), Alternative Investment Fund Managers Directive (AIFMD) and Financial Industry Regulatory Authority (FINRA) Broker-Dealer compliance.
- Anti-Money Laundering (AML) and Foreign Account Tax Compliance Act (FATCA) compliance.
- Office of Foreign Assets Control (OFAC) and Foreign Corrupt Practices Act (FCPA) compliance.
- Sarbanes-Oxley (SOX), Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank), New York State Department of Financial Services Cybersecurity (NYSDFS), General Data Protection Regulation (GDPR) and Privacy Law.
- Health Insurance Portability and Accountability Act (HIPAA) compliance.
- Prudential Regulation Authority/Financial Conduct Authority (PRA/FCA) and Lloyd's of London market regulation/compliance.
- Oversight of all securities, tax, insurance, employment and commercial litigation, arbitration and audit matters, including participation in litigation and arbitration proceedings in the UK, US and Bermuda.

CORPORATE OPERATIONAL

- Formation and project management of business platforms and joint ventures in the US and Europe.
- Negotiation of real estate and IT lease/sub-lease and licensing agreements.
- Negotiation of Director & Officer (D&O), Errors & Omissions (E&O) and general liability and property insurance coverage.

CORPORATE AND CAPITAL MARKETS

- Negotiation and documentation of full range of structured finance/secured instruments and financial transactions, including credit facilities, asset-backed securities (ABS) and collateralized debt obligations (CDOs), catastrophe bonds/insurance-linked securities (ILS) and lease/sale-leaseback arrangements.
- Negotiation and documentation of derivative transactions using ISDA Master agreements.
- Negotiation of international and cross border transactions.
- Incorporation and licensing of corporations and partnerships in the US (Delaware), UK and offshore.

EXECUTIVE COMPENSATION

- 10b5-1 Share Sale Plans.
- 401(k) qualified and non-qualified deferred compensation plans.
- Long-term Incentive (LTIP) and equity-based compensation plans.
- Share option plans and director share plans.
- Executive compensation & benefits and executive service/employment agreements.

CORPORATE SECRETARIAL

- Preparation of materials and minutes for regular meetings of boards of directors and committees of NYSE- and LSE-listed companies.
- Preparation of proxy statements/annual reports and oversight of general/special shareholder meetings for private and SEC regulated companies.
- Preparation and review of annual D&O questionnaires and work associated with the qualification and independence of directors.