

## JONATHAN B. KIM

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### PROFESSIONAL EXPERIENCE

**CRYPTO-BLOCKCHAIN BAR ASSOCIATION, INC.** – Miami, FL 2022 to Present  
**Founder, Director and Co-President**

Founder, Director and Executive Officer of national bar association dedicated to educating members on emerging legal and regulatory issues associated with crypto assets and blockchain technologies.

**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.

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

Alternative Investment Advisor and Registered Representative with Zanbato Securities, Mountain View, CA, specializing in hedge fund and other private investment opportunities. 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, 63.

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

Provider of legal and strategic advisory services to companies and boards of directors in public and private capital markets transactions as well as on general corporate, corporate governance, crisis management, and regulatory & compliance matters. Lead Counsel for select clients on numerous M&A, private equity, and cross-border transactions and the formation and expansion of new business platforms and joint ventures/partnerships.

Employs concierge approach to minimize outside legal costs on strategic corporate matters by identifying suitable Co-Counsel to handle deal-making services and overseeing the work of Co-Counsel during the course of their representations.

- Frequent panelist and speaker on emerging CLE topics such as cybersecurity, Diversity, Equity, and Inclusion (DEI) and Environmental, Social, and Governance (ESG), and best practices for boards of directors.

**MILLSTEIN CENTER AT COLUMBIA LAW SCHOOL** – New York, NY 2016 to 2021  
**Practicing Fellow**

Senior advisor on board-centric model of corporate governance and emerging roles for Fortune 500 company directors and general counsels. Authority on cybersecurity regulations for 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**  
Top account manager for internet agency providing strategic/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.

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## EDUCATION

**MASSACHUSETTS INSTITUTE OF TECHNOLOGY** – Cambridge, MA 2022  
Professional Certification, Blockchain: Disruptive Technology

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

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

**GEORGETOWN UNIVERSITY LAW CENTER** – Washington, DC 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 1988  
Bachelor of Arts (BA), English and American Literature

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

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## PROFESSIONAL AFFILIATIONS

- Crypto-Blockchain Bar Association – Founder, Director and Co-President (2022-Present).
- American Bar Association – Business Section, Corporate Governance Committee (2008-Present).
- American Inns of Court, Spellman-Hoeveler Chapter – Member (2018-Present).
- Dade County Bar Association – Member (2017-Present).
- National Italian-American Bar Association – Member (2012-Present).

## LICENSES, CERTIFICATIONS AND CITIZENSHIP

- Bar Admissions: Connecticut, District of Columbia, Florida, Georgia, Massachusetts, New York.
- 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.
- Citizenship: Dual US/Italian.

## **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, 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.

## **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:**

- Crypto-Blockchain Bar Association – Founder, Director and Co-President (2022-Present).
- 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 (2015-2022).
  - Brown University Club in New York – Chairman and Co-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 (15<sup>th</sup> Reunion).
  - Yale Club of South Florida – Chairman and President (2016-Present).
  - Yale Latino Alumni Network (YLAN) – Board of Directors (2020-Present).
  - Yale Latinix Business and Leadership Student Association (SUBE) – Board 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).