

# ALSTON & BIRD

## 2017 Proxy Season Outlook

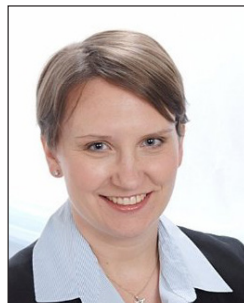
### Panelists

Click on name to jump to biographies.

#### OUTSIDE PANELISTS



**Daniel Burch**  
Chief Executive  
Officer and Chairman,  
*MacKenzie Partners Inc.*



**Margaret English**  
Corporate Attorney,  
*Duke Realty Corporation*



**Bruce Goldfarb**  
President and  
Chief Executive Officer,  
*Okapi Partners LLC*



**Larry Hyatt**  
Retired Senior  
Vice President,  
*Cracker Barrel*



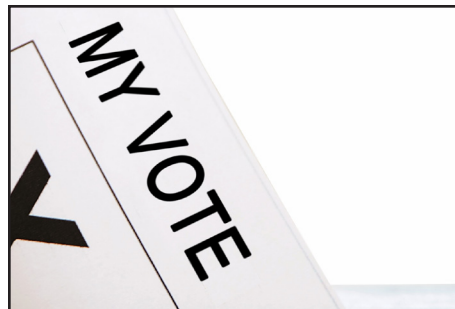
**John Roe**  
Managing Director  
and Head of Advisory  
and Client Services,  
North America,  
*ISS*



**Chris Rosselli**  
Deputy General Counsel,  
*Mohawk Industries Inc.*



**Laura Thatcher**  
Director,  
*Roper Technologies*



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#### ALSTON & BIRD PANELISTS



**Dave Brown**

Partner,  
*Alston & Bird*



**Kristen Cunningham**

Counsel,  
*Alston & Bird*



**Dennis Garriss**

Partner,  
*Alston & Bird*



**Julie Mediamolle**

Senior Associate,  
*Alston & Bird*



**Lesley Solomon**

Partner,  
*Alston & Bird*



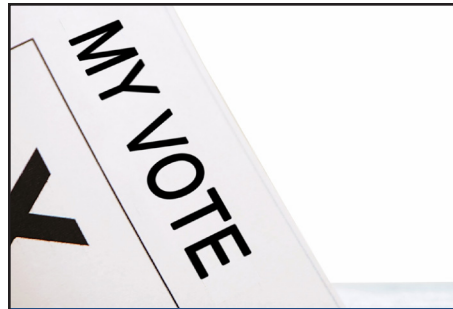
**Michael Stevens**

Partner,  
*Alston & Bird*



**Kerry Wenzel**

Counsel,  
*Alston & Bird*



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**Daniel Burch** is the co-founder of MacKenzie Partners Inc., with responsibility for developing and implementing strategies and campaigns for clients involved in proxy contests, tender offers, mergers, financial restructurings and other complex corporate transactions. He has more than 30 years of experience in the proxy/M&A industry. His former experience includes serving as executive vice president and co-founder of the Proxy/M&A Group at Dewe Rogerson Inc., the predecessor firm to MacKenzie Partners, and 14 years with D.F. King & Co., most recently as senior vice president, leading the firm's efforts on some of the largest tender offers and proxy contests of the 1970s and 1980s. He is a member of NIRI and the Society of Corporate Secretaries and Governance Professionals. He earned a B.S. in accounting from Lehigh University.



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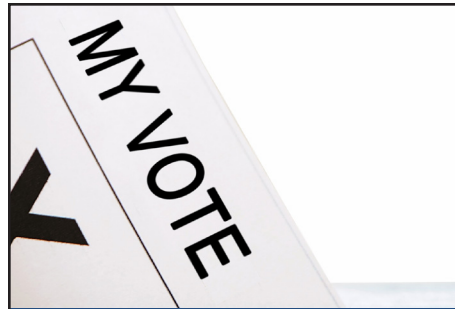
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**Margaret English** is a corporate attorney at Duke Realty Corporation, a commercial real estate company based in Indianapolis. Margaret advises Duke Realty on corporate governance, securities regulation and public company disclosures, including the drafting of the annual proxy statement. Margaret also regularly negotiates vendor contracts on behalf of Duke Realty.

Before joining Duke Realty in 2011, Margaret was in private practice in Atlanta at Alston & Bird LLP. Margaret received a B.S. in biology and her law degree from Duke University.



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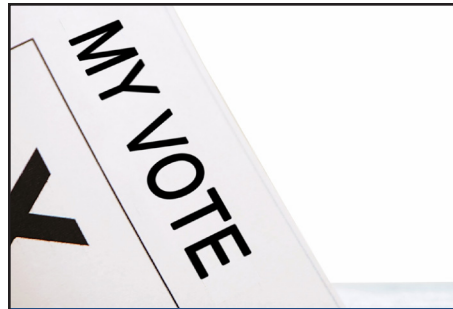
**Bruce Goldfarb** is a founder of proxy solicitation firm Okapi Partners and serves as its president and chief executive officer. Bruce works extensively with corporate and mutual fund clients, as well as third-party investor and shareholder groups, including private equity sponsors, hedge funds and arbitrage firms, in solicitation and information agent campaigns. He focuses on proxy solicitation strategy and execution for mergers and acquisitions, proxy fights and other extraordinary transactions.

Before establishing Okapi Partners, Bruce was the senior managing director and general counsel of Georgeson Inc. (now a subsidiary of Computershare Limited), where he headed the Global M&A Advisory Group.

Before entering the proxy solicitation business, Bruce was a senior vice president of the investment management firm Scudder, Stevens & Clark, which is now a part of Deutsche Asset Management. At Scudder, he was a member of the legal department and served as chairman of the firm's Proxy Review Committee.

For more than six years, Bruce practiced corporate law at Cravath, Swaine & Moore, where he specialized in mergers and acquisitions, securities transactions and international matters.

Bruce earned a J.D. from the Columbia University School of Law. He also received a B.A. in the history of art from the University of Pennsylvania concurrently with a B.S. in economics, with a concentration in finance, from its Wharton School.



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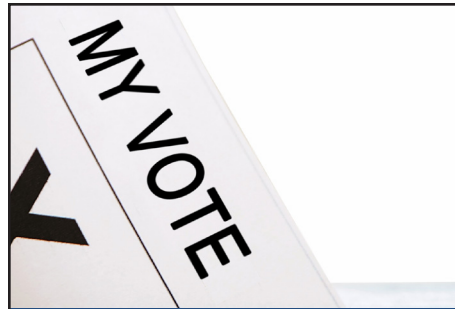
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**Larry Hyatt** has over 35 years of experience in corporate finance, including 18 years as chief financial officer of five publicly listed companies. He recently retired as chief financial officer of Cracker Barrel Old Country Store. He served as CFO and treasurer at O'Charley's Inc. between 2004 and 2010, and also served as its interim chief executive officer for six months in 2009. Previous positions include serving as executive VP and CFO of Cole National Corporation, a specialty retailer; as chief financial and restructuring officer of PSINet Inc., an Internet service provider; as CFO of HMSHost Corporation, a subsidiary of Autogrill S.p.A.; and as CFO of Sodexho Marriott Services Inc. and its predecessor company. Larry has led companies through bankruptcy, accounting restatements and SEC investigations, and activist situations. At Cracker Barrel, he led the company's successful efforts in four proxy contests against Sardar Biglari.

Larry currently serves as a board member and chairman of the Audit Committee for CitiTrends Inc., a Nasdaq-listed apparel retailer, and serves on the advisory board of Unidine Corporation, a privately held foodservice company. Larry grew up in Queens, New York, and attended Williams College and Harvard Business School.



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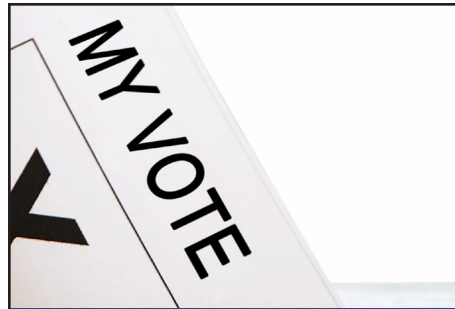
**John Roe** is managing director and head of advisory and client service at ICS, where he leads the team of governance, executive compensation and ESG experts.

John frequently speaks at special events such as the New York Stock Exchange Governance Series, the Wall Street Journal Global Compliance Symposium, the Canadian Society of Corporate Secretaries and the National Association of Stock Plan Professionals.

John has been widely quoted in the press on compensation, governance and disclosure, including in the *Wall Street Journal*, *Reuters*, *BusinessWeek*, *REIT magazine* and numerous local and regional publications.

Before ICS, John was chief operating officer and chief compliance officer of a registered institutional investor. John also served on the White House staff, was a consultant with McKinsey & Company and served as a military officer.





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**Chris Rosselli** is a deputy general counsel at Mohawk Industries Inc., responsible for the company's securities, M&A, corporate governance, executive compensation, benefits and corporate finance activity.

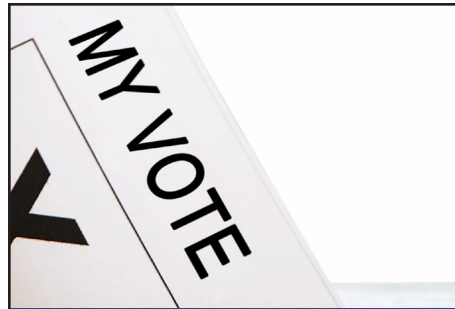
Before joining Mohawk, Chris practiced as a partner in the corporate department at Alston & Bird. He focused his practice on complex business transactions such as mergers, acquisitions, divestitures, auctions, capital raises and joint ventures. Clients included private and public businesses and funds operating in a wide array of industries, including manufacturing, technology, retail, business services, financial services and insurance.

In between Alston & Bird and Mohawk, Chris spent a year as an attorney in the legal department at Delta Air Lines, assisting the global alliance and strategy groups with joint ventures and corporate investments.

Chris began his professional career as a teacher and coach at The Westminster Schools, also in Atlanta.

Chris serves on the board of directors of the Association for Corporate Growth (Atlanta), and he was the chair of the 2014 ACG Atlanta Capital Connection. He is also chairman of the board of directors of the Bobby Dodd Institute, an organization providing employment training and placement services for adults with developmental disabilities. While practicing law, Chris developed and taught a seminar on mergers and acquisitions for third-year law students at the University of Georgia School of Law.





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**Laura Thatcher** retired in December 2013 from 33 years of legal practice at Alston & Bird LLP, where she developed and headed the firm's executive compensation practice for 18 years. In 2015, Laura joined the board of directors of Roper Technologies Inc., a diversified technology company that produces engineered products for global niche markets. From 1994 to 2007, she served as a director and chair of the Compensation Committee of Batson–Cook Company, a southeast regional commercial construction and real estate development company. From 2008 to 2014, Laura served on the board of directors of The Atlanta Legal Aid Society Inc., a nonprofit organization addressing the civil legal needs of Atlanta's lower income, elderly and disabled residents. Laura is a past chair of the advisory board of the Certified Equity Professional Institute (CEPI) of Santa Clara University.