

Public Companies & Corporate Governance Practice.

Mayer Brown is a distinctively global law firm, positioned to advise the world's leading companies and financial institutions on their most complex deals and disputes. We are noted for our commitment to clients, our understanding of their businesses, and our ability to solve their most demanding legal and business challenges.

We provide market-leading advice on a broad range of matters, including corporate governance, capital markets, mergers & acquisitions, tax, litigation & disputes, antitrust, intellectual property, and cybersecurity and data protection.

Trusted public company advisers.

Lawyers in our Public Companies & Corporate Governance practice advise companies on transactional, regulatory, governance, and litigation matters.

We work with domestic companies and foreign issuers of all sizes, from large private companies to companies preparing for their IPOs to growth companies preparing for life as new public companies and larger enterprises that have been public for years.

Our understanding of corporate and securities laws, diverse client base, and colleagues that held senior positions with the SEC and other regulatory agencies, enable us to provide measured, practical advice. Our advice is informed not only by our transactional practices but also by our experience working with companies around the world in several industry sectors in which we have particular depth of knowledge, including technology,

financial services and fintech, insurance and insurtech, life sciences, real estate and REITs, consumer products, and energy.

Mayer Brown lawyers are experienced in all aspects of governance, advising management teams and boards of directors through all phases of a company's life cycle, as well as through important organic changes and internal investigations, securities litigation, and activist challenges.

The firm is ranked in Tier 1 of U.S. News & World Report's list of "Best Law Firms" for Securities Regulation and Corporate Law.

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Our advice to public companies.

We offer a range of advisory services including the following:

- Addressing disclosure and regulatory issues arising under the Securities Act of 1933, Securities Exchange Act of 1934, Sarbanes-Oxley Act and Dodd-Frank Act, as well as related SEC rules and regulations, and listing standard of the NYSE, Nasdaq and other stock markets
- Preparing and reviewing SEC periodic reports, current reports, and proxy statements
- Preparing and reviewing internal policies addressing, among other things, insider trading, selective disclosure, and related-party transactions
- Assisting with earnings and other press releases, investor presentations, and analyst communications
- Preparing and reviewing beneficial ownership and Section 13 and Section 16 filings
- Advising on compliance matters
- Providing advice to boards of directors, board committees, and management teams relating to, among other things:
 - Board effectiveness and benchmarking with respect to governance structures and board processes
 - Director and committee independence
 - Fiduciary duties D&O indemnification and insurance Board and board committee investigations
- Advising on executive compensation matters, including approaches designed to maximize support from proxy advisory firms
- Advising public companies and audit firms on SEC and Public Company Accounting Oversight Board (PCAOB) accounting and auditing matters
- Responding to SEC disclosure and accounting comments
- Advising on shareholder engagement and annual meeting matters, including disclosures addressing institutional investor concerns
- Advising on shareholder proposals, and strategizing on responses to proposals, negotiating proposal withdrawals and submitting no-action requests with the SEC to exclude such proposals
- Advising clients, including trade associations, on responding to SEC rule proposals and seeking changes in existing SEC rules and interpretations
- Counselling on matters involving the auditor-public company relationship
- Conducting internal investigations
- Advising on conflict minerals diligence and disclosures
- Advising on dealings in Iran and other sanctioned countries

Our focus on ESG.

ESG issues are top of mind for boards and managements of companies across industries. We advise on a range of innovative ESG transactions and products. For example, we offer advice in the following areas:

- ESG policies
- Sustainability report services
- Human capital report services
- ESG assessments
- ESG ratings advice
- ESG-related compensation benchmarks
- ESG shareholder engagement and shareholder proposals
- ESG public disclosures

Integrated advice.

Our Public Company & Corporate Governance lawyers work closely with colleagues in a number of other practices.

- **Emerging Companies & Venture Capital**

We provide emerging companies practical advice along every step of the growth trajectory informed by our experience working with entrepreneurs, funds, financial intermediaries, and other investors.

- **Capital Markets**

We advise issuers and underwriters on IPOs, follow-on offerings, and a full range of financing transactions.

We are ranked as a leading firm by The Legal 500 US and IFLR1000 in capital markets and as a Tier 1 firm for securities/capital markets law by U.S. News' Best Law Firms

- **Mergers & Acquisitions**

We advise companies, investors, and funds in negotiating and structuring complex, cross-border, and high-profile, strategic transactions.

- **Securities Litigation & Enforcement**

Our seasoned litigators, former federal prosecutors and other government officials provide enforcement and litigation services that address any development during a securities-related inquiry, investigation, or dispute.

- **Employment & Benefits and Labor**

We have broad practices that address the employee benefit and labor needs of our clients.

Chambers USA ranks us as a top firm in its Employee Benefits & Executive Compensation category

- **Public Policy, Regulatory & Political Law**

Our experienced lawyers rely on their political experience and legal knowledge to advise businesses on policy, legislation, and regulation.

We see what others don't...

We believe our industry knowledge, which is broadly disseminated across several key practices, differentiates us from our key competitors and enables us to provide more informed advice.

- **Technology**

Our technology capabilities allow us to offer a range of services to companies engaged in the internet, media, technology, fintech, insurtech, and e-commerce sectors.

- **Financial services & fintech**

Advising the world's financial services industry on complex matters is Mayer Brown's signature strength, representing over half of the largest banks and financial institutions. We are the preeminent firm advising on fintech regulatory and transactional matters. We also advise specialty finance and nonbank financial services companies.

Chambers Fintech ranks us as a leading law firm in four categories

- **Insurance & insurtech**

Our leading global insurance industry practice represents nearly 400 insurers and insurance-related entities, including insurtech companies, in transactional, regulatory, and dispute resolution matters.

Our insurance practice is ranked as a leading firm by Chambers & Partners and The Legal 500 US

- **Life sciences & healthcare**

We are a leading provider of legal services to a broad range of participants in the global pharmaceuticals, biotech, medical device, and healthcare industries.

- **Real estate & REITs**

We handle all types of real estate matters, from M&A transactions to financings, and portfolio management. We have a particular focus on REITs, an industry we've been active in for over 40 years.

We are highly ranked for Real Estate and for REITs by The Legal 500 US

- **Consumer products**

We provide a full spectrum of legal services to help manufacturers of consumer and retail products meet their strategic business interests.

- **Energy**

We regularly advise energy companies, E&P independents, natural gas and liquids pipeline companies, LNG project developers, petrochemical companies and refiners, and renewable and transitional energy providers, as well as lenders and investors in a wide range of industry matters.

ACROSS — THE BOARD

Keeping companies and
their boards a step ahead

Mayer Brown Across the Board™ provides private and public companies and their boards with the latest updates, alerts, and resources in one convenient place.

Visit:
<https://bit.ly/Across-the-Board>

Training for prospective and current directors and officers and management teams.

Mayer Brown offers pre-packaged, as well as bespoke trainings, for prospective and current directors of public companies and their management teams, sessions for private companies, as well as sessions for companies preparing for life as public companies.

Trainings are conducted by Mayer Brown lawyers with invited faculty, which include accountants, D&O insurers, business school professors, law school professors, valuation consultants, investment bankers, and other invited guests.

Examples include the following:

- Understanding the roles and responsibilities of directors
- Understanding the scope of, and the limitations associated with, D&O coverage, director indemnification, the limits of, and benefits of, indemnification agreements, and trends in securities litigation
- Understanding recent Delaware case law on fiduciary duties of directors
- Nasdaq diversity requirements, state board diversity requirements, and board diversity disclosure requirements
- Understanding executive compensation disclosure requirements and executive compensation proxy matters

A full list, including a listing of industry-focused sessions, such as sessions that are geared to directors and officers of banks and insurance companies, ESG-related sessions, cyber related sessions, etc., are available from your Mayer Brown contact.

BTI Consulting Client Service A-Team
Financial Times Most Innovative Law Firms
Law360 Firm of the Year & Global 20 Firms
National Law Journal Trailblazers

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