

CHRISTINE M. CASTELLANO

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GLOBAL FORTUNE 500 GENERAL COUNSEL

International and M&A Expertise | Public Company Board and Governance Experience Chief Compliance Officer

Senior legal executive with a proven record of getting things done. Member of executive leadership team at two Fortune 500 companies. Strong governance experience as Corporate Secretary and public company board member. Demonstrated ability to manage teams across cultures and forge alliances across all levels of the organization; collaborate with business partners; and lead and mentor a high performing team in a fiscally responsible manner. Managed human resources, corporate communications, environmental/regulatory and government affairs functions. Passionate about community and charitable involvement. Areas of expertise include:

- M&A/JV Negotiation and Integration
- Risk Identification and Mitigation
- Outside Counsel Management
- Innovation and Intellectual Property
- Substantive International Experience
- Commercial Contract Negotiation
- Litigation Management
- Corporate Social Responsibility & Sustainability

*Experienced business executive with a relentless focus
on growing the business and implementing corporate strategy.*

PROFESSIONAL EXPERIENCE

THE ANDERSONS, Maumee, OH

NASDAQ: ANDE, Fortune 500 (2020 – 2021); diversified company based in the agricultural supply chain

- Serve as advisor to the Board of Directors and a member of Corporate Leadership Team, involved in the setting of corporate strategy; executive responsible for Governance and Nominating Committee and Compensation Committee of the Board.
- Manage a team of attorneys and paralegals aligned with Trade, Rail, Ethanol and Plant Nutrition Business Units.
- Executive leadership for Human Resources function, managing a team of approximately 25 high performing HR professionals including the benefits, compensation, talent and recruiting, HRIS and learning and development functions.
- Created and manage Corporate Communications team of nine professionals focused on internal and external communications, videography and photography.
- Leader of sustainability team, resulting in publication of first public ES&G report in November 2020.
- Leader of COVID-19 Response Team.

INGREDION INCORPORATED, formerly CORN PRODUCTS INTERNATIONAL, INC., Westchester, IL
NYSE: INGR; Fortune 500 (2012 – 2019); global ingredient solutions company with 2017 net sales of \$5.8B.

Senior Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer (2012 – February 2019) (Chief Compliance Officer role added 4/2013).

- Served as a valued member of the Executive Leadership Team; actively engaged in the development of Strategy, with focus on specialty products to meet key local, regional and global consumer trends and in creation of Ingredion's new Values and Purpose.

- Effectively managed a global team of 33 employees including 20 attorneys in the U.S., Latin America, Singapore and the U.K., and Intellectual Property team based in New Jersey Ingredient Idea Labs® facility. Provided development opportunities through rotational assignments and M&A work, cross-training in the SEC/governance area and, where possible, offering people or project management opportunities. Strong experience managing legal matters across international affiliates, legal systems and languages.
- Served as Corporate Secretary of the Board, and as the Committee Executive for the Corporate Governance & Nominating Committee. Routinely reported on litigation and other legal matters to the Audit Committee and full Board. Actively involved in public disclosures such as 8-K's, earnings, and the 10-Q and 10-K as a member of the Disclosure Committee.
- Managed global litigation and claims (Approx. 600 active matters with amount alleged in excess of USD \$250M as of December 2018.)
- During tenure as GC, led the legal team in the acquisition of TIC Gums Incorporated (\$400M, 2017) (new texturizing ingredients and systems; access to entrepreneurial small and medium food companies); Sun Flour Industry Co, Ltd rice ingredients business in Thailand - clean label new ingredients (2017); Shandong Huanong Specialty Corn Development Co., Ltd. in China - vertical integration; acquisition from State owned enterprise (2016); Penford Corporation (\$340M) - potato-based specialty products including HSR clearance in the United States (2015); and Kerr Concentrates (\$100M) - fruit and vegetable based new ingredients (2015). Consolidated manufacturing facilities in Brazil (anticipated annual cost savings of \$6M - \$8M) (2016). Sold Canadian manufacturing facility - optimization of N.A. manufacturing network (2015).
- Established a separate Compliance function within Legal Department, with two newly hired FTE's and independent reporting to Board Committee. Successfully led the Ethisphere World's Most Ethical (WME) award application process resulting in WME designation from 2014 - 2018, working with a multi-functional team to recognize the Company's values-based leadership and ethical business practices.
- Reduced outside counsel fees over 50% between 2013 and 2014; maintained these structural cost reductions through 2018. Managed seven costs centers, totaling \$14.3M (inclusive of SG&A, Corporate Secretary costs, patent and trademark annuities, and legal fees).

Vice President, International Law & Deputy General Counsel (2011 – 2012)

- Completed mergers of businesses in Mexico, Brazil, Canada and the United States.
- Took lead internal legal role on tax based intercompany agreements, including intellectual property licenses, service and manufacturing agreements, and on effectuating loan capitalizations in numerous countries, primarily in the Asia-Pacific.
- Responsible for management and oversight of international legal matters, including the selection and direction of counsel and supervision of internal lawyers in Europe and South America. Specific global responsibilities include strategic oversight of a variety of legal matters such as regulatory, employment, environmental and sustainability, antitrust and fair competition, litigation and claims, substantive contracts, operations, and legal risk analysis.

Associate General Counsel, South America and Europe (2010 – 2011)

Associate General International Counsel (2004 – 2010)

- Assisted with \$1.3B acquisition of the National Starch business from Akzo Nobel (closed 2010). Key responsibilities included international fair competition clearances, management of diligence data site and pre-close information exchange, review of intellectual property, European employment matters, review of significant contracts and relationships, and other legal matters. Took the lead internal role in creation of new foreign entities to effectuate asset transfers, including Representative Offices in Russia, Vietnam and India, and new companies including in the U.K., South Africa and Thailand.
- Assisted with proposed (2008) acquisition of Corn Products by Bunge Limited, including fair competition review and due diligence and information flow in connection with synergy analysis. Led internal legal role in M&A transactions, including sale of equity interest in Japan; purchase of entities in Peru and Brazil; formation of joint venture in China; entry into Nigeria and the U.K., and resulting integrations.
- Managed various litigation and claims matters, including NAFTA Chapter 11 hearing on state responsibility (resulting in award of \$58.4M in 2011) and Argentine environmental litigation.

- Drafted significant operational contracts, including for global customers or suppliers; technical assistance and trademark license agreements; and sales agent and distribution agreements in various jurisdictions.
- Managed global intellectual property portfolio, including integration of newly acquired assets. Participated as member of new ingredients business teams (e.g., launch of ENLITEN™ high intensity sweetener).
- Strong experience managing legal matters across cultures and languages. Dotted line supervisory responsibility for international internal attorneys. Learned Spanish language to support Latin operations.
- Appointed Assistant Secretary beginning in 2000.

Counsel U.S. & Canada (2002 – 2004)

Operations Attorney (1996 – 2002)

- Involved in spin-off from CPC International Inc. (1998); one of two attorneys who established legal and corporate secretary functions for newly formed public company.
- Involved in sale of Enzyme Bio-Systems in 2002 and formation (2000) and dissolution (2002) of CornProductsMCP Sweeteners marketing joint venture.

MCDERMOTT, WILL & EMERY, Chicago, Illinois (1991 - 1996)

Elected Income Partner effective January 1, 1996; Litigation Department – experience in employment, construction, and general corporate litigation, including first chair experience.

JUDICIAL CLERK, HON. SHERMAN G. FINESILVER, CHIEF JUDGE, UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLORADO, Denver, Colorado (1990 – 1991)

EDUCATION

University of Michigan School of Law

J.D. May 1990, cum laude, Journal of Law Reform, Contributing Editor

University of Colorado

B.A. in Political Science, May 1987, Summa cum laude, cum laude, Phi Beta Kappa

Admitted to practice in Ohio (Corporate Counsel status), Colorado (1990) and Illinois (1991), and before the United States District Courts for the District of Colorado (1991), the Northern District of Illinois (1991), the Central District of Illinois (1994), and the Tenth Circuit (1991), Seventh Circuit (1993), and the United States Supreme Court (1995).

BOARD AND COMMUNITY INVOLVEMENT

Co-Chair, Business & Industry Committee, NW Ohio V Project (2020 – present)

Non-Executive Director, **Rafhan Maize Products Co. Ltd.**, a public company listed on the Pakistan Stock Exchange (RMPL) which produces diversified starches and sweeteners for food and industrial applications (2013 – February 2019); Member of the Audit Committee (2015 – February 2019) and Human Resource & Remuneration Committee (2018 – February 2019)

Trustee, **The John Marshall Law School** (2014 – 2019, Trustee of legacy corporation board 2019 - present); Trustee, **Peggy Notebaert Nature Museum** (2014 – 2020); Trustee, **The Illinois Equal Justice Foundation**, Chair Grant Committee (2015 - 2019); Member, **Women's Board, Chicago Zoological Society**, (2013 – 2019)

The Economic Club of Chicago (2015 – present)

The Chicago Network (2018 – present)

DiversityFirst Certified Diversity Professional - 2019