ESG for private equity

July 13, 2022

Moderator:
Chris McClure, Partner and ESG Services Leader, Crowe

John Kurkowski, Managing Partner, Private Equity, Crowe
Rebecca Miller, Crowe
Tara Giunta, Partner, Paul Hastings LLP

Housekeeping

Please note

- All of today's audio is being broadcast to your computer speaker.
- Please submit questions through the Q&A function on your screen. If your question is not addressed in the session, a Crowe professional will follow up with you.
- To download a copy of the presentation or access the resources connected to this session, please visit the resources icon at the bottom of your console.

Presenters

Chris McClure
Partner and ESG Services Leader, Crowe
+1 312 606 7123
chris.mcclure@crowe.com

John Kurkowski
Managing Partner, Private Equity, Crowe
+1 630 575 4248
john.kurkowski@crowe.com

Rebecca Miller
Senior Manager, Crowe
+1 614 365 2239
rebecca.miller@crowe.com

Tara Giunta
Partner, Paul Hastings LLP
+1 202 551 1791
taragiunta@paulhastings.com

Agenda

- Overview of private equity trends
- ESG for portfolio company strategy
- Principles for responsible investment
- Governance and legal considerations
- Recent enforcement

Crowe PE services

Our PE client base consists of more than 450 PE groups with a combined fund size of over $250 billion

- 8 of our top 25 clients are PE groups
- Industry-specific solutions delivered by professionals with specialized functional and industry expertise
- Each PE relationship led by a single dedicated partner
- Breadth of solutions to help you throughout any stage of your investment life cycle
- Actively serving nearly 1,100 portfolio companies across a wide range of industries
- **We are seeing ESG touch each stage of the investment life cycle across our PE client base.**

450 **PE groups**

$250 **billion fund size**

What is ESG?

Centers around three core concepts that measure the regulatory compliance, sustainability, and ethical impact of a company.

ENVIRONMENT

NATURAL RESOURCES

- Energy
- Water
- Materials & Waste
- Biodiversity
- Product compliance

CLIMATE CHANGE

- Greenhouse Gas (GHG) emissions
- Climate risk
- Net-zero / net-positive strategies

SOCIAL

SOCIAL

- Human rights due diligence
- Fair trade
- Collective bargaining rights
- Fair & responsible investing
- Work conditions / modern slavery
- Supply chain analysis
- Community investment

HUMAN CAPITAL

- Culture and wellbeing
- Salary gap
- Training and education
- Compensation structures

GOVERNANCE

LEADERSHIP

- Board diversity
- Ethics and integrity
- Succession planning
- Executive compensation

GOVERNANCE

- Stakeholder engagement, material topics
- Anti-fraud / Anti-bribery / anti-corruption
- Board / governance practices

ESG drivers

ESG pushed by key stakeholder groups:

- Investors
- Regulators
- Corporate customers
- Employees
- Consumers
- Activists

Consumers	Employees	Limited partners	Bankers	Regulators
79% of buyers are **changing preferences based on sustainability**	**61%** **believe sustainability is mandatory** for companies	**88%** say they **use ESG performance indicators in making investment decisions**	**78%** growth in **sustainable debt** to **$465B** from 2018 to 2019	**European Green Deal** climate neutral **by 2050**
36% of organizations **believe consumers are willing** to make these changes	**46%** would **only work for a company with sustainable business practices**	**87%** say they **invest in companies** that have reduced their near-term return on capital so they can **reallocate that money to ESG initiatives**	**168%** growth in **sustainability-linked loans** to **$122B** from 2018 to 2019	Disclosure of **EU Taxonomy alignment** by **Dec. 2021**

Sources: Capgemini; HP; Edelman; EQT; Bloomberg; European Commission

ESG: Trends in PE

Significant increase in PE attention to ESG highlighted by:

- ✓ Blackstone and other large groups advancing ESG – climate, D&I, community investment
- ✓ Launch of impact funds – a record 132 “impact” funds started in 2021 (data from Preqin)
- ✓ 30%+ hiring of dedicated sustainability/ESG personnel
- ✓ Corporate sustainability reporting peaked in 2021, with 92% of the S&P 500 and 70% of the Russell 1000 companies issuing reports
- ✓ Professional services and tech provider emphasis

ESG – PE approach

1. Due diligence
2. Road maps and implementation

What's the value?

- ✓ Satisfy stakeholder needs
- ✓ Reduce risks – regulatory violations, loss of revenue / customer relationships
- ✓ Identify cost reductions – electricity spend, packaging reductions
- ✓ Highlight efficient opportunities for improvement

ESG strategy for private equity portfolio companies

Benefits of ESG for PE and M&A

- Manage risk
- Value creation
- Market differentiator
- Future-proof business

ESG challenges for portfolio companies

- The ESG topics will vary by each industry, which can make developing a comprehensive ESG strategy difficult for the PE firm.
- The changing regulatory environment can be particularly challenging for specific industries.
- Determining appropriate metrics to measure success can be challenging for some topics and industries.

ESG portfolio company topics

ENVIRONMENTAL

- GHG emissions
  - Net-zero targets
  - Scope 1, 2 & 3 emissions
- Climate change risks and vulnerabilities
- Waste

SOCIAL

- Diversity, equity & inclusion
- Community engagement
- Human rights
- Responsible sourcing and anti-human trafficking compliance

GOVERNANCE

- Leadership
- Executive compensation
- Internal controls
- Policies and procedures

ESG portco strategies

- Group companies that are in similar industries.
  - Look for common high-risk ESG topics to address.
- Develop strategies for portcos on each stage of their hold period.
  - Make sure ones close to exit are evaluated to ensure value protection and elimination of large ESG risks.
  - Develop road maps for newly acquired companies.

Sample portfolio company ESG activities

PRE-CLOSE

ESG due diligence & integration planning:

Inputs: Utilize SASB, GRI & other evaluation standards depending on PEG philosophy and investment thesis

Outputs: Buildout of an ESG profile with emerging risks and opportunities identified

HOLD PERIOD

ESG road map:

Inputs: DD findings, observations from business leaders & gap framework assessment

Outputs: Prioritized recommendations and implementation guidance based on benefit and maturity

ESG strategy execution (many elements):

Inputs: ESG road map project plan

Outputs: Service execution across 3 major dimensions: environmental, social & governance

EXIT

Sell-side CIM, road map strategy and DD prep support can provide enhanced value at exit.

Introduction to the Principles for Responsible Investment (PRI)

What is PRI?

The Principles for Responsible Investment (PRI) is the world's leading proponent of responsible investment. Its objective is two-fold:

1. Understand the investment implications of environmental, social, and governance (ESG) factors.
2. Support its international network of investor signatories in incorporating these factors into their investment and ownership decisions.

The PRI acts in the long-term interests of its signatories, the financial markets and economies in which they operate, and ultimately of the environment and society as a whole. The PRI is truly independent. It encourages investors to use responsible investment to enhance returns and better manage risks but does not operate for its own profit; it engages with global policymakers but is not associated with any government; it is supported by, but not part of, the United Nations.

The PRI has developed six Principles for Responsible Investment addressing possible actions for incorporating ESG issues into investment practices, which are outlined to the left of this text.

The Six Principles for Responsible Investment

Principle 1: We will incorporate ESG issues into investment analysis and decision-making processes.

Principle 2: We will be active owners and incorporate ESG issues into our ownership policies and practices.

Principle 3: We will seek appropriate disclosure on ESG issues by the entities in which we invest.

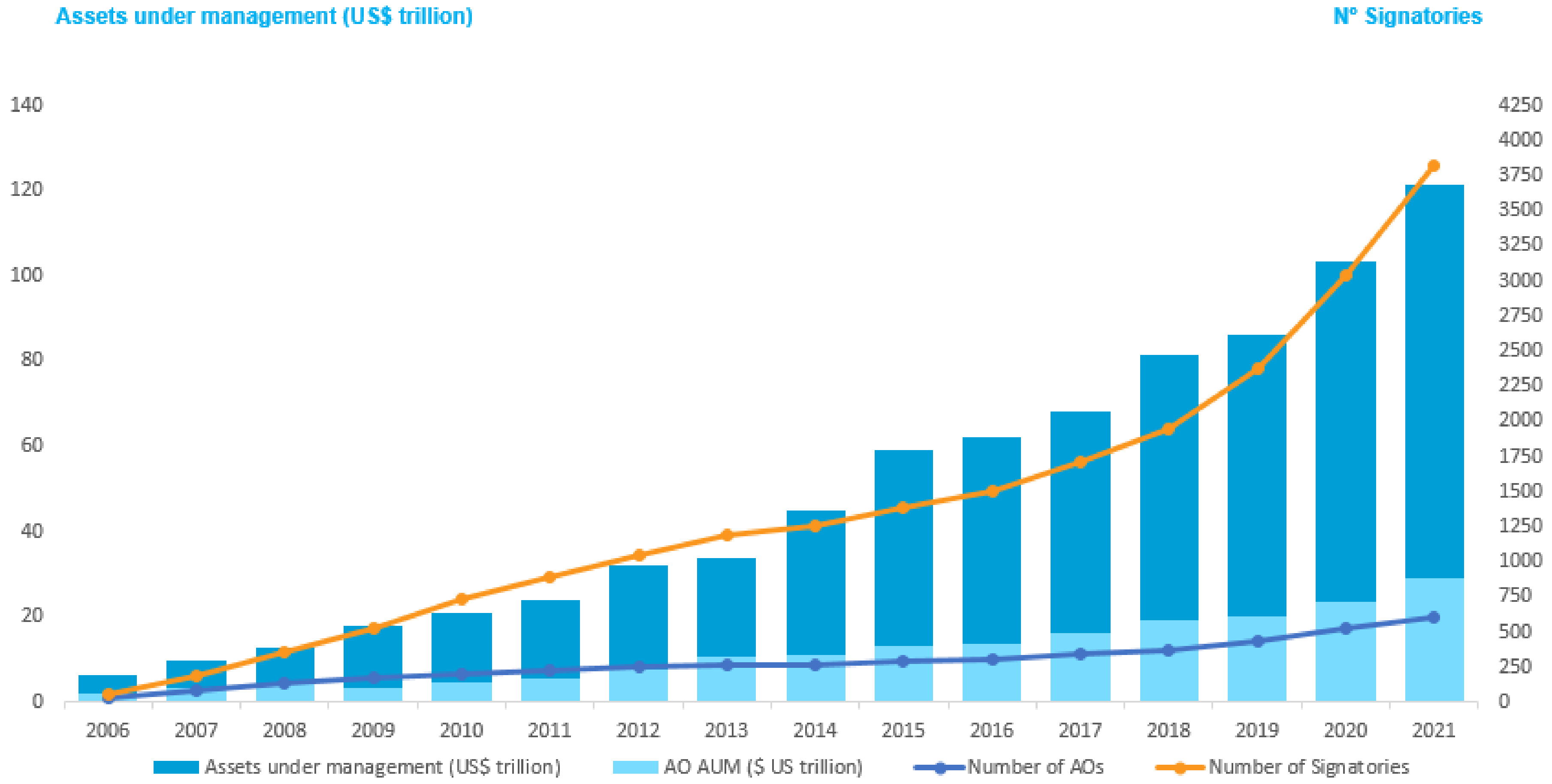
Principle 4: We will promote acceptance and implementation of the Principles within the investment industry.

Principle 5: We will work together to enhance our effectiveness in implementing the Principles.

Principle 6: We will each report on our activities and progress towards implementing the Principles.

PRI signatory growth

Founded in 2005, PRI has grown from 63 founding experts representing $2 trillion assets under management (AUM) to 3,826 signatories and just over $120 trillion AUM in 2021.



PRI proposed 2023 minimum requirement standards overview

PRI 2023 board-proposed changes

Proposed increased minimum requirements

PRI has proposed minimum requirement changes for applicable signatories. An update to the minimum requirements has been proposed, which will significantly increase the minimum requirements that signatories must achieve to be in alignment with the PRI standards. The proposed minimum requirements increase the scope of responsible investment policies and increased verification and oversight by senior management. If your organization fails to meet the minimum requirements and is delisted, one calendar year must pass and significant progress toward achieving the minimum requirements must be displayed prior to becoming a signatory again. Please note, these proposed changes are subject to change as the PRI board reviews and votes on the proposed changes.

Proposed minimum requirement changes:

Legend:

- Current requirement
- Increased requirement

Requirement	Type
Internal or external staff implementing responsible investments	Current requirement
Senior-level oversight of responsible investments	Current requirement
Policy setting overall approach to responsible investments, or formal guidelines on E, S, or G factors	Current requirement
Responsible investment policy covering >90% of AUM	Increased requirement
Publicly available responsible investment policy	Increased requirement
Incorporate ESG in all asset classes in which at least $10B is invested or makes up 10%+ of AUM	Increased requirement
Require engagement and voting in listed equity	Increased requirement
Internal verification of report / C-suite-level signoff of report / audit of some or all data in report	Increased requirement

PRI 2023 board-proposed changes

Proposed accelerated delisting timeline

PRI has proposed minimum requirement changes for applicable signatories. An update to the delisting timeline has been proposed, which will force signatories to be compliant and aligned with the minimum requirements within 2 years of joining. This will move the current timeline for noncompliance-related delisting up from 4 years to 2 years. This proposed change will force potential signatories to have plans in place to meet the minimum requirements prior to signing to align with the proposed aggressive timeline. Please note, these proposed changes are subject to change as the PRI board reviews and votes on the proposed changes.

Proposed timeline changes:

Current state:

- ***Four (4) years from time of signing to meet minimum requirements before delisting***

2023 board-proposed timeline changes

Proposed future state:

- ***Two (2) years from time of signing to meet minimum requirements before delisting***

The PRI private credit – private equity ESG factor map

On June 28, the PRI released its PC-PE ESG Factor Map that aims to streamline the ESG information that is shared during the investment process. It integrates existing standards and frameworks and seeks to allow for collaboration among sponsors, co-investors and lenders.

ESG Framework Mapping - 2022

With the exception of TCFD and SFDR coverage, all percentage alignments have been verified by the individual reporting frameworks. Some of them have hyperlinks that take you to the official webpage.

Topic	Question/Indicator	LSTA	Invest Europe	ESG Data Convergence Project	CDP Private Markets Pilot Template	TCFD	SFDR/PAI	WEF	Novata	eFront Insight	GRI
	Coverage	*46%*	*35%*	*24%*	*18%*	*11%*	*12%*	*34%*	*37%*	*45%*	*28%*
Economic size	Annual revenue (LTM) (in USD millions)										
	Number of full-time equivalent (FTE) workers (previous year)										
	Number of full-time equivalent (FTE) workers (current year)										
Location of operations	Country of domicile/headquarters										
	Country of primary operations										
Location of top suppliers	Supplier 1 (optional)										
	Supplier 2 (optional)										
	Supplier 3 (optional)										
Sustainability policy	Do you have a formal sustainability policy or policies on relevant ESG issues (e.g., code of conduct, environmental, EH&S)?										
	If yes, is the policy publicly available? Please provide a link.										
	If no, do you have intentions or concepts with respect to sustainability that your company has identified as relevant and plans to implement?										
Sustainability oversight	Does the company have one or more persons responsible for implementing sustainability objectives? Please provide contact details of person(s) responsible.										
	Does the board have oversight in sustainability or ESG-related areas?										
Sustainability incentives	Is sustainability / ESG a factor in management performance evaluation or compensation?										

ESG in private equity

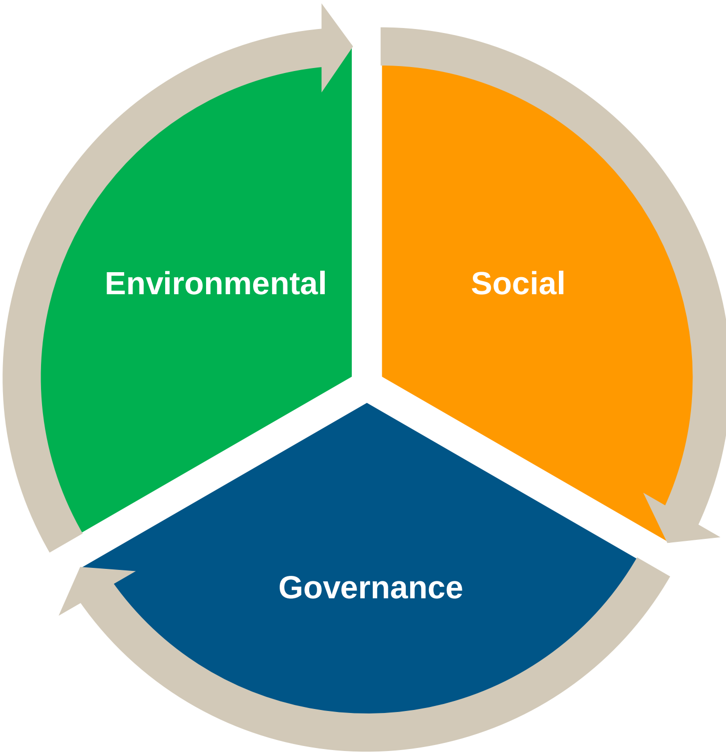
Increasing regulations and enforcement actions in the United States

Introduction

TRENDS AND CAMPAIGNS

Environmental, social, and governance (ESG) factors are increasingly becoming a driving force within investment portfolios.

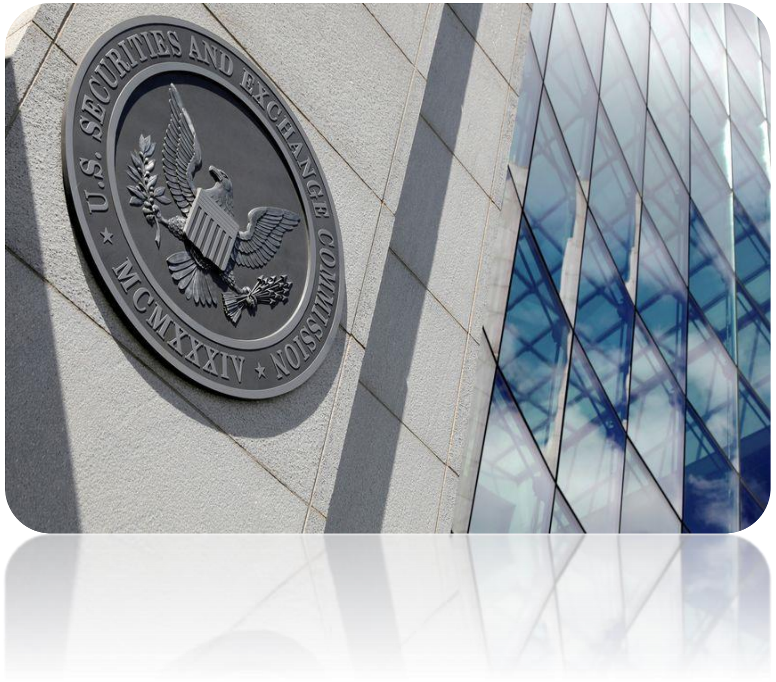
- Healthy environment and climate
- Responsible product usage
- Human rights
- Child and forced labor
- Conflict minerals
- Surveillance and privacy
- Rights of gig/contract workers
- Employees as policy stakeholders
- Board diversity
- Parent company liability
- Deceptive trade/misleading statement litigation



GROWING SCRUTINY FROM STAKEHOLDERS

As ESG becomes a priority for investors, private equity firms and advisers can expect close scrutiny from global regulators and stakeholders on their ESG compliance.

- In recent years, there has been a shift towards the **creation of sustainability-focused funds** and investments within PE.
- Regulators, in turn, are promoting consistent, comparable, and reliable **information for investors** concerning funds’ and advisers’ incorporation of ESG factors into their portfolios.
- With the increasing expectation that firms make **ESG disclosures**, there is a trend of plaintiffs’ firms and regulators using these disclosures as roadmaps to **sue or investigate corporations**.



Regulatory developments

SEC'S INCREASING FOCUS ON ESG

In recent years, the SEC has prioritized efforts to address investors' increasing demand for accurate and useful ESG-related disclosures.

MAR 2021

SEC establishes the **Climate and ESG Task Force** in the Division of Enforcement.

APR 2021

SEC's Division of Examinations releases a Risk Alert highlighting its focus on reviewing **financial firms' ESG practices**.

MAR 2022

SEC publishes proposed rules on **climate-related disclosures.**

APR 2022

The Climate and ESG Task Force charges a mining company over **misleading statements about safety**.

MAY 2022

The Climate and ESG Task Force charges an investment company for **ESG misstatements and omissions**.

SEC publishes proposed rules on **disclosures by investment companies and advisers** as well as amendments to the fund **"Names Rule."**

JUN 2022

Wall Street Journal reported that the Climate and ESG Task Force has launched a probe into an investment bank over its **ESG mutual funds.**

ESG DISCLOSURES BY FUNDS AND ADVISERS

On May 25, 2022, the SEC proposed rules that would require funds and advisers to provide comparable and reliable ESG information to their investors and the SEC.

- The SEC's proposed rules would apply to registered investment companies and business development companies ("funds") as well as registered investment advisers and certain unregistered advisers ("advisers").
- The amount of required disclosure would depend on how central ESG factors are to a fund's strategy. The proposed rules identify three types of ESG funds:

    1) **Integration funds.** Funds that integrate ESG factors alongside non-ESG factors in investment decisions would be required to describe how ESG factors are incorporated into their investment processes.
    2) **ESG-focused funds.** Funds for which ESG factors are a significant or main consideration would be required to provide detailed disclosure, including a standardized ESG strategy overview table.
    3) **Impact funds.** A subset of ESG-focused funds that seek to achieve a particular ESG impact would be required to disclose how it measures progress on its objective.

ESG DISCLOSURES BY FUNDS AND ADVISERS *(CONT'D)*

In addition, funds that consider environmental factors in their investment strategies would be required to disclose relevant information.

- ESG-focused funds that consider environmental factors as part of their investment strategy would be required to disclose detailed information regarding **greenhouse gas (GHG) emissions associated with their portfolios**, including the carbon footprint and weighted average carbon intensity.
- Integration funds that consider GHG emissions would be required to disclose information about **how the fund considers GHG emissions**, including the **methodology** and **data sources**.
- Funds that affirmatively state that they do not consider GHG emissions as part of their investment strategy would not be required to report additional information.

INVESTMENT COMPANY NAMES

Also on May 25, 2022, the SEC proposed amendments to enhance and modernize the *Investment Company Act* “Names Rule” in order to prevent misleading or deceptive fund names.

- The SEC proposed amendments to Rule 35d-1 under the *Investment Company Act of 1940*, the fund “Names Rule.”
- The Names Rule currently requires funds with certain names to adopt a policy to invest **at least 80% of their assets** in the investments suggested by those names.
- The SEC’s proposal would <u>expand</u> this requirement to apply to **fund names indicating that the fund’s investment decisions incorporate one or more ESG factors**.
- A fund that considers ESG factors alongside but not more centrally than other, non-ESG factors in its investment decisions would not be permitted to use ESG or similar terminology in its name – doing so would be considered **materially deceptive or misleading**.

Litigation and enforcement trends

GROWING ESG LITIGATION RISKS

With the increasing expectation that corporations make ESG-related disclosures, there is a trend of plaintiffs' firms and regulators using these disclosures as road maps to sue or investigate companies.

- **Misleading investors**
  - Plaintiffs' firms, consumer groups, and regulators are using ESG disclosures as roadmaps to sue – or investigate – parent companies and their subsidiaries.
  - When corporations make statements that are not backed up by actions, liability may follow.
- **Focus on "color-washing"**

Greenwashing	Brownwashing	Redwashing	Pinkwashing
Misleading claims about one's own sustainability standards	*Falsely appearing supportive of people of color*	*Falsely presenting a company as progressive on issues of social equality and justice*	*Falsely appearing supportive of LGBTQ+ movement*

GROWING ESG LITIGATION RISKS *(CONT'D)*

While it is too early to tell, trends in the U.S. federal court dockets suggest that ESG-related litigation is on the rise.

- In March 2022, when the SEC released its proposed rule for climate-related disclosures, more federal ESG-related complaints were filed than in any month in the past year.
- Of all federal district courts, those in the **Second Circuit** attracted most ESG-related complaints, with the **District Court for the Eastern District of New York** being the single highest venue for ESG-related complaints in the past 12 months.
- With the SEC's proposed rule for mandatory ESG disclosures by investment funds and advisers, heightened litigation risks are expected to stay.

RECENT ENFORCEMENT ACTIONS BY U.S. AUTHORITIES

In March 2022, Deutsche Bank disclosed that it has been found in violation of an $80 million DOJ settlement due to "untimely reporting" of whistleblower allegations regarding a subsidiary's ESG disclosures.

- A former executive at Deutsche Bank's asset management arm, DWS Group, alleged that the bank's subsidiary overstated how much it used ESG criteria to manage investments it oversees.
- Although Deutsche Bank had ongoing disclosure and compliance obligations as part of its deferred prosecution agreement (DPA) with the U.S. Department of Justice (DOJ) related to the bank's involvement in overseas corruption, DOJ learned of the ESG whistleblowing issue through an article published in the Wall Street Journal.
- The whistleblower claimed that she had voiced objections to the way DWS portrayed its ESG capabilities in its annual report, and that she was fired one day before the report was published.

> "*Posturing with big statements on climate action and inclusion without the goods to back it up is really quite harmful as it prevents money and action from flowing to the right place.*"

- Desiree Fixler, former Chief Sustainability Officer, DWS

RECENT ENFORCEMENT ACTIONS BY U.S. AUTHORITIES *(CONT'D)*

In May 2022, the SEC's Climate and ESG Task Force fined BNY Mellon $1.5 million over alleged ESG disclosure failures.

- The SEC created its **Climate and ESG Task Force** in the Division of Enforcement back in March 2021.
  - The task force, with members drawn from the SEC's headquarters, regional offices, and enforcement-specialized units, is responsible for proactively **identifying ESG-related misconduct**.
- Last month, the task force charged BNY Mellon Investment Adviser Inc. for misstatements and omissions about ESG considerations in making investment decisions for certain mutual funds the company managed.
- According to the task force, from July 2018 to September 2021, BNY Mellon represented or implied in various statements that all investments in the funds had undergone an ESG quality review, even though that was not always the case.
- The SEC fined BNY Mellon $1.5 million, and the company settled the investigation without admitting or denying misconduct.

RECENT ENFORCEMENT ACTIONS BY U.S. AUTHORITIES *(CONT'D)*

In June 2022, the Wall Street Journal reported that the SEC is investigating Goldman Sachs's asset management arm over its funds that claim to invest based on ESG standards.

- The SEC's investigation is reportedly focused on Goldman's mutual-funds business.
- Goldman manages at least four funds that have clean energy or ESG in their names. In 2020, for example, Goldman renamed its Blue Chip Fund as the U.S. Equity ESG Fund.
- Goldman also manages ESG-labeled funds focused on international and emerging-markets equities. It offers several funds that are marketed as "sustainable" or "just" in shareholder documents.

Actions to take now

ACTIONS TO TAKE NOW

Companies should be prepared to conduct ESG due diligence and report all requisite information accurately, consistently, and transparently.

1. Engage with an expert.
2. Evolve corporate sustainability policies and procedures.
3. Evaluate required resources.
4. Identify existing ESG reporting gaps.
5. Be prepared to substantiate and corroborate all/any statements as to ESG compliance
6. Ensure that rigorous internal process (including compliance oversight) is in place before releasing any ESG statements/metrics/data
7. Maintain due diligence/documentation establishing the specific basis for any ESG statements
8. Avoid making ESG statements which speak in absolute terms – or overly exuberant statements

Q & A

Crowe

PAUL HASTINGS




John Kurkowski
Managing Partner, Private Equity, Crowe
+1 630 575 4248

john.kurkowski@crowe.com

Chris McClure
Partner, ESG Services Leader, Crowe
+1 312 606 7123

chris.mcclure@crowe.com

Rebecca Miller
Senior Manager, Crowe
+1 614 365 2239

rebecca.miller@crowe.com

Tara K. Giunta
Partner, Paul Hastings LLP
+ 1 202 551 1791

taragiunta@paulhastings.com

Appendix

Chris McClure

Partner, ESG Services Leader

Education & Certifications

- Certified Public Accountant (CPA) IL and TX
- Certified Fraud Examiner (CFE)
- Certified in Financial Forensics (CFF)
- M.B.A., Kellogg School of Management at Northwestern University
- Bachelor of Science, Accounting/Finance, Trinity University

Profile

Christopher is a partner with Crowe. He assists companies and their counsel in dealing with compliance and investigations. Christopher has significant experience dealing with SEC, EPA, and other regulatory issues.

Christopher leads efforts to assist Crowe clients with ESG compliance and reporting requirements. He is a frequent speaker on the subject, most recently at the Corporate Directors Forum, National Association of Corporate Directors, Automotive Industry Action Group, and through the Practising Law Institute.

Christopher works with a wide variety of manufacturers to design and implement comprehensive compliance programs related to conflict minerals, anti-human trafficking, fraud prevention and anti-bribery, and other regulatory requirements.

John Kurkowski, CPA

Managing Partner, PE

Education & Certifications

- Bachelor of Science, Accounting, University of Illinois
- Certified Public Accountant (CPA)

Profile

Mr. Kurkowski leads the Crowe private equity group. He has over 30 years of experience providing assurance and other financial advisory services to private and public clients in the manufacturing, distribution, retail, private equity, technology, and professional services industries.

Professional & industry experience

In addition to his audit responsibilities, Mr. Kurkowski has extensive experience performing due diligence services for both strategic and financial buyers, advising on post-merger integration issues, completing business process controls reviews, advising on the application of accounting standards and assisting in the preparation of registration statement filings with the SEC.

Professional affiliations

- American Institute of Certified Public Accountants
- Illinois CPA Society

Publications and speaking engagements

Mr. Kurkowski has been a contributing author to articles on new accounting standards and industry studies impacting the private equity and consumer packaged goods industries. He has also given presentations on new and emerging accounting standards and on preparing for going public.

Rebecca Miller

Senior Manager, ESG

Education & Certifications

- Master of Public Affairs, Environmental Policy
- Bachelor of Arts, Public Affairs

  Indiana University | Bloomington, Indiana

- GRI Professional Certification

Profile

Rebecca Miller has expertise in environmental, social, and governance (ESG) topics and how they impact the supply chain. Rebecca received her master's degree in environmental policy and natural resource management and has spent her career focused on various aspects of manufacturing companies' environmental obligations. Rebecca is a key member of the Crowe ESG center of excellence with over 10 years of experience developing and managing complex compliance programs for anti-human trafficking regulations, EU RoHS Directive, EU REACH, conflict minerals, California Prop 65, and other global regulations and standards.

Prior to her time at Crowe, Ms. Miller managed supply chain and environmental compliance for a global manufacturer and a Fortune 500 distributor and has spent time working for the United States Environmental Protection Agency. Ms. Miller advises clients on their global regulatory compliance risk and works to develop compliance strategies to address and mitigate these risks. In addition, Ms. Miller assists clients in implementing compliance plans ranging from performing due diligence to drafting compliance documentation and disclosures. Rebecca also works to help clients understand their obligations and develop strategies to comply with the SEC's proposed climate-related disclosures.

PRESENTER

Tara K. Giunta

Partner, Litigation Department

2050 M Street NW

Washington, DC 20036

P: +1(202) 551-1791

F: +1(202) 551-0191

taragiunta@paulhastings.com

Tara Giunta, a partner in the Litigation Department of Paul Hastings LLP, is a recognized risk, strategy and compliance expert and advisor to global companies on corporate governance and enterprise risk management. Tara is Co-Lead of the ESG Risk, Strategy and Compliance Group and Vice Chair of the firm's Investigations and White Collar Defense practice, which is routinely recognized by the *Global Investigations Review (GIR)* as a leading investigations practice and one of a handful of global "elite" practice groups. Tara advises C-suites and boards in identifying and mitigating risks, developing and enhancing compliance programs, investigating and remediating wrongdoing and/or internal control weaknesses, and conducting compliance-related due diligence in M&A and other commercial transactions.

With extensive experience advising corporations confronting mission-critical risks, Tara has developed deep expertise in identifying, evaluating and mitigating risks such as ethical business practices, human rights, diversity, equity and inclusion, cybersecurity and data privacy, and climate transition. Tara liaises with disparate stakeholders in addressing risks and reputational issues, including in M&A and other commercial transactions.

Tara was recognized by *GIR* in its inaugural Women in Investigations list, which recognized 100 women across the globe who are "achieving great things in a competitive and notoriously tough area of law." She is also Co-Chair of the firm's Global Diversity Council and Chair of the firm's Women's Initiative. Tara is Founder and Editor of the firm's publication, *Breaking the Glass Ceiling: Women in the Boardroom*, now in its Fifth Edition, and speaks often on corporate governance, compliance and internal investigations, as well as on board diversity.

Representative experience

- Advised large, privately held retail and consumer business about board structure and oversight of legal, regulatory and compliance risks
- Advised a Fortune 50 technology company on compliance-related risks of proposed acquisition of technology company with key operations in high-risk countries such as China, implicating global supply chains and product usage concerns
- Advised multiple companies on risks associated with potential M&A activities resulting in modified valuations and improved commercial mitigation
- Conducted internal investigations and compliance reviews for global life sciences company on complex sales and marketing practices, requiring reporting to subsidiary boards and development and implementation of remediation steps and reporting to enforcement authorities

OUR FIRM

PAUL HASTINGS

In today's world of transformative change, our purpose is clear—to help our clients and people navigate new paths to growth.

Founded in 1951, Paul Hastings has grown strategically to anticipate and respond to our clients' needs in markets across the globe. Our innovative approach and unmatched client service has helped guide our journey to becoming one of the world's leading global law firms in such a short time.

We have a strong presence throughout Asia, Europe, Latin America, and the U.S. We offer a complete portfolio of services to support our clients' complex, often mission-critical needs—from structuring first-of-their-kind transactions to resolving complicated disputes to providing the savvy legal counsel that keeps business moving forward.

A TOP-RANKED FIRM
on *The American Lawyer's* A-List of the Most Successful Law Firms in the U.S. nine years in a row

A TOP-RANKED FIRM in the *Financial Times* Innovative Lawyer's Report across Asia, Europe, and North America

TOP 10 for "Best Place to Work" in Vault's annual survey eight years in a row

A TOP-RANKED FIRM
for Best Overall Diversity, according to Vault

50 Serving 50% of the Fortune 100

117 of our clients are on Fortune's Most Admired List

58 We advise clients based in 58 countries around the world

GLOBAL PRESENCE

21 OFFICES across the Americas, Asia, and Europe.
1 LEGAL TEAM to integrate with the strategic goals of your business.

PAUL HASTINGS

THE AMERICAS

Atlanta
Century City
Chicago
Houston
Los Angeles
New York
Orange County
Palo Alto
San Diego
San Francisco
São Paulo
Washington, DC

ASIA

Beijing
Hong Kong
Seoul
Shanghai
Tokyo

EUROPE

Brussels
Frankfurt
London
Paris

THANK YOU

Chris McClure
Partner and ESG Services Leader, Crowe
+1 312 606 7123
chris.mcclure@crowe.com

John Kurkowski
Managing Partner, Private Equity, Crowe
+1 630 575 4248
john.kurkowski@crowe.com

Rebecca Miller
Senior Manager, Crowe
+1 614 365 2239
rebecca.miller@crowe.com

Tara Giunta
Partner, Paul Hastings LLP
+1 202 551 1791
taragiunta@paulhastings.com