

**Noreen R. Weiss**

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As co-founder of a boutique law firm, Noreen Weiss is an entrepreneurial lawyer serving growing companies, multinationals, SMEs, angel investors and VC funds. She is an accomplished corporate, transactions and commercial advisor for founder teams, C-Suites, Boards of Directors, and investors. Noreen provides commercially savvy advice on the cutting edge of law and technology, and leverages her broad and deep experience with cross border business development, capital markets and finance, securities law, M&A/JVs, and corporate and commercial matters to advise businesses in all stages of the corporate life cycle, and to assist investors with tech and growth company investments. Her work includes seed to late stage finance, IPOs, ICOs and STOs, securities law and regulatory compliance, international corporate structuring and business development, global expansion through subsidiary formation or M&A and JVs, corporate governance, and General Counsel services that span a broad range of disciplines and commercial operations including IP protection strategy and licensing, product sales and distribution, franchising regulations, incentive compensation, employment law compliance oversight, consumer protection and data privacy, and commercial contracts.

As outside general counsel, Noreen marries her deep specialization with the curiosity of a generalist. She embraces new industries and technologies, becoming deeply familiar with her client's products and business, and manages all legal needs, including coordinating other law firms working as a team on cross border or interdisciplinary projects. In addition to advising on strategic transactions and governance issues, she also personally advises on nuts-and-bolts operational issues relevant to all businesses, from employment law matters to office lease review. She also has particular expertise assisting businesses expanding globally.

Background: As a practicing lawyer in London, New York and Tokyo at a premier international law firm, and also as counsel for international corporate development for Home Box Office, Noreen has spent her career focused on business and finance for innovative companies doing business globally, and investors in those companies, at the highest level of business and finance.

From her experience as senior in-house counsel for HBO where she served as part of the international business development team that launched HBO channels and spread HBO original programming around the globe, Noreen gained the unique perspective of a client, and the practical insights of an executive. She understands the commercial challenges that executives face each and every day, and she brings this business-minded perspective to all her client matters. Additionally, her experience living and working abroad, in London and Tokyo, for several years has provided her with an intuition for bridging business and legal cultural gaps, facilitating successful global business dealings.

Industries: Cosmetics and FDA regulated health & beauty products, and food and wine; digital media; advertising; fashion; e-commerce and retail; FinTech; blockchain products and smart contract developers; software development and SaaS; IT and big data; EdTech; health-tech; mobile telecommunications and apps; financial services and investment funds.

PRACTICE AREAS**Corporate Affairs and Strategic Development**

Corporate Law and Governance

Global Business Expansion

M&A, Joint Ventures, and Strategic Alliances

Corporate Finance: Growth Co Financing, Angel and VC Investments; IPOs, ICOs, STOs and SEC compliance

Capital Markets deals: domestic and cross-border, listed, and hybrid public/private and primary/secondary securities offerings

Start-up and Growing Businesses Services: Entity formation, Stockholders' Agreements, Founders Agreements and Restricted Stock grants, Cap table management, Incentive Compensation and Option Plans

General Counsel services and Commercial Operations

Product sales and distribution, franchising

Licensing – IP, software, technology, trademark and copyright licensing

Data privacy and consumer protection

Employment law compliance

Blockchain and smart contracts, digital currency regulatory compliance

Innovative industry regulations

PRIOR EXPERIENCE

Cleary Gottlieb Steen & Hamilton (London, New York and Tokyo), Associate 1988-95

HBO, Senior Counsel, International Corporate Development 1995-2003

Noreen Weiss Adler PLLC 2008-2013

EDUCATIONFordham University School of Law, J.D. *cum laude*, 1988Articles Editor, *Fordham Law Review*Pennsylvania State University, Schreyer Honors College, B.S. Accounting *summa cum laude*, Evan Pugh Scholar, 1985*L'Institut Universitaire de Technologie de Nice*, France, 1984**BAR ADMISSION** New York, 1989

International Bar Association, Officer, Closely Held and Growing Business Enterprises Committee; Capital Markets Forum

New York City Bar Association, Corporation Law Committee and Woman in the Profession Committee

American Bar Association Business and International Law Sections

Advisory Board, Brooklyn Museum of Art

Representative Services and Transactions:

General Counsel - Corporate Affairs and Operations Matters:

- Provide Outside GC services, advising on all strategic and operations legal matters including cross border corporate group structuring, entity choice and formation (often driven by tax issues and/or liability risk management), executive and consultant agreements, incentive compensation and stock option plans, employment matters, and a broad array of operations issues including product sales and distribution, franchising business models, IP protection strategy, IP and technology licensing, product import and export, data privacy and consumer protection as it relates to product labeling (including FDA relevant issues) and advertising including contests and sweepstakes, office and warehouse leases, insurance, strategic planning for formation of corporate charitable foundations and public benefit corporations, and litigation strategy.
- Advise on corporate finance related matters including securities law and other legal compliance, bank and non-bank debt financing, stockholders' agreements, founders' agreements, executive compensation and stock option plans.
- Advise board and management on corporate governance compliance, and best practices, including serving as board secretary. Prepare board packs, agenda, minutes, and advice on fiduciary duties. Represent special committee of board of directors of a US-based mobile telecom tech company, providing guidance on smooth functioning and decision-making practices due to contentious situation between founder and investors that was veering the company towards financial distress.
- Manage other law firms in other jurisdictions or specialty practice areas (i.e. litigation, patent, unionized labor, regulated employee benefit plans).
- GC services clients include: Japanese cosmetics company (Flowfushi / UZ); Australian skin care product manufacturer (Ultraceuticals); US executive women's networking platform and publishing/content producer (Mayshad Group); Multinational co-living real estate developer and manager (Cohabs); Danish closed-system telecom provider (Damm Cellular Systems); Danish industrial trim machinery manufacturer (Lundberg Tech AS); UK human resources recruiter (Hedley May); German rail and transport management software developer (Compass & Spine); Danish block-chain enabled businesses (Blockshipping); Estonian blockchain entrepreneur with anti-counterfeiting business (CheckToCashup) and payment processor (Good Finance Company); fashion brands (Ruggette PBC, SUSI Studio); wine (Bordeaux wine distributor).

Global Expansion:

- Assist numerous non-US companies in all matters needed for US market launch, such as Japanese cosmetics brand with e-commerce and retail outlets (UZ by Flowfushi); Australian skin care product manufacturer with direct online sales and salon distribution network (Ultraceuticals); Netherlands-based video content provider for government, NGOs and corporate summits (Scenarios4Summits); Indian-based telecommunications diagnostics and app-development company (Xcaliber); UK-based consulting firm for government and other large scale projects (SPV Baseline); German rail and transport management software developer (Compass & Spine); Brazilian pharmaceutical grade chemical company for veterinary medicine (Ouro Fino); Belgian chocolate manufacturer (Belgian Chocolate Group).
- Advise US businesses expanding operations or distributing product abroad, including an enterprise telecommunications software design and management company expanding into Europe (Nectar Inc.); crowd-investing platform for securities sales expanding into Europe (TradeUp Capital); developer and provider of mobile telecommunications diagnostic software expanding product distribution to Asia and Europe. Handle all legal aspects (JV deal structuring, regulatory compliance and local network operations legal oversight) for launch of HBO-branded channels in Asia, Latin America and Europe.

M&A and Joint Ventures – recent transactions:

- Represent Argentinean founder in connection with the acquisition, by Chinese investment fund (Tencent), of a minority interest in app-based money transmitter business pursuant to a secondary sale of equity by the founder.
- Represent US high value phytochemicals company (use in cosmetics, pharma), in equity sale to German multinational.
- Represent UK-based travel industry business in the sale of equity in its global business to PE fund.
- Represent multinational major credit card merchant bank in the acquisition of a UK entity with US subsidiaries.
- Represent French 3-D printing company in the acquisition of strategic target in the US.
- Represent US construction company in the sale of its business through an asset transaction.
- Represent German VC fund investing in a US web-based retail business.
- Represent US health industry technology company in the sale of a majority interest in its business.
- Represent Saudi partner in JV with US tech company, green field project to convert municipal waste to hydrogen in KSA.
- Develop and implement strategic business plans for launching HBO-branded channels in several markets in Europe, Latin America and Asia, including devising the multi-jurisdictional joint venture structure.
- Restructured Joint Venture for HBO programming and cable services in multiple Eastern European countries.
- Represent Kazakhstan Development Bank, JV involving licensing tech from US co for glass factory in Kazakhstan.

Corporate Finance and Capital Markets Transactions including ICOs; SEC Compliance:

- Handle, on average, six to eight transactions per year for Seed, Series A, B or C venture capital funding rounds for growth companies, or investors (angel, VC, family office).
- Securities Laws and Stock Exchange compliance: Drafted, with management, shareholder annual reports, proxy statements and periodic reporting filings for dozens of US and non-US issuers on forms 10-K, 20-F, 10-Q, 6-K, 8-K.
- Advise on US aspects of ICO issuance for Danish-based blockchain tech co in the shipping industry (Blockshipping), Singapore-based blockchain payments provider (TenX), Estonia-based blockchain anti-fraud authentication company (CheckToCashup), and US-based e-commerce, curated/crowd referral social platform marketplace (Pozess).
- Handle dozens of publicly listed primary and secondary equity and debt offerings (S-1, S-3s).
- Handled the London Stock Exchange listing for UK bank publicly listed \$10 billion Euro Medium Term Note (MTN) Program (largest in the world at the time) for the bank's treasury function, listed in London and under Regulation S and Rule 144A in the US. Developed a novel, streamlined take-down mechanism for the London Stock Exchange listing, saving time and huge transactions costs for client.
- Provided advice to Swiss-based alternative asset trading platform (Smart Valor), including digital assets, on the regulatory landscape in the US (broker/dealer regulation, banking and money transmitter issues, and commodity regulations).

Government Lobbying:

Devised lobbying strategy and drafted memoranda for the U.S. Ambassadors to Poland and Hungary, the Polish Ambassador to the U.S. and the Polish Commercial Attaché, the Hungarian Ambassador to the U.S. and outside high-level Polish lobbyists describing the regulatory position of the HBO businesses in Poland and Hungary, the application of the U.S./Polish Bi-Lateral Treaty Concerning Business and Economic Relations, the European Convention on Cross-Border Television and the concepts of the European Union Directive on Television Without Frontiers concerning local production content quotas and de-localization/abuse of rights issues.

Recent Speaking Engagements:

November 7, 2019, Co-Chair: *M&A Trends in Latin America*, IBA Entrepreneurship Conference, São Paulo, Brazil.

October 24, 2019, Lecture *A Legal Perspective on Blockchain Products*, Columbia University, New York.

September 25, 2019, Panelist: *Virtual Currencies vs. Real Insolvencies*, IBA Annual Conference, Seoul, S. Korea.

May 20, 2019, Session Chair and Moderator: *Blockchain technology and digital currencies: the next bubble or here to stay?* IBA Entrepreneurship Conference, Copenhagen, Denmark.

January, 2019, *Fundraising via ICO, A Regulatory Perspective*, IR Global Virtual Round Table

October, 2018, *Cybersecurity and Data Privacy Issues for Autonomous Vehicles*, at Mondial Tech (Paris Auto Show)

October, 2018 *Showcase Session on ICOs*, Rome, Italy, International Bar Association Annual Conference

September 2018 *Nuts and Bolts: Expanding to the US, and Raising Money in the US*, Munich, Berlin, Hamburg, Stockholm accelerator event tour

May and, 2018 *Demystifying ICOs and the Application of the US Securities Laws to Token Offerings*, New York; Tallinn, Estonia; London, England

February 5, 2018, *Successfully Navigating US Market Entry and Raising Capital in the US*; Sup46, Stockholm, Sweden

October 8-13, 2017, *Emerging Trends in Crowdfunding Regulation and Transactions*; International Bar Association Conference, Sydney, Australia

October 8-13, 2017, Session Chair and Moderator: *When investors and founders collide – preventing, diffusing and resolving disagreements about corporate strategy, in good times and in times of financial crisis*; International Bar Association Conference, Sydney, Australia

May 2017, *Raising Capital in the US and Navigating US market entry*, Tehnopol Startup Incubator, Tallinn, Estonia; Startup Sauna, Helsinki, Finland; Startup Stockholm, Stockholm, Sweden.

September 20, 2016, *David vs Goliath: How Small Entrepreneurs can be Successful in Negotiations with Multinational Corporations*; International Bar Association Conference, Washington DC.

October 21, 2015, *Accessing US Capital Markets: Understanding the US Investment Landscape*, Pinsent Masons Bootlaw Seminar, London.

October 8, 2015, *Advising Entrepreneurship: From Start-up to Scale-Up*. IBA Annual conference, Vienna. Closely Held and Growing Business Enterprises Committee panel speaker and moderator.

September 10, 2015, *The Regulatory Basis for Securities Based Crowdfunding, Regulations of Online Portals, and Regulation A*, Knowledge Congress Webinar.

August 18, 2015, *Real Estate Capitalization Techniques Through Securities-based Crowdfunding and Regulations A*, Webinar for National Conference Center.

October 2014, *Start-ups and capital markets: "JOBS Acts" around the world – stimulating growth or blowing a bubble?* IBA Annual Conference, Tokyo, Capital Markets Forum

October 2014, Closely Held and Growing Business Enterprises Committee panel *Company financing: Alternative ways of funding for private business and family companies*. IBA Annual Conference, Tokyo.

September 2014, Beijing: China International Legal Affairs & Culture Exchange Center, 2-day forum on Bridging the Legal and Cultural Divide between the US and China– A Forum for Chinese Business and Legal Profession. US Advisory Board member, panel moderator and presenter on topics related to business start-up, capital markets and US Securities laws.

May 2014, Helsinki and Stockholm, The Bold Alliance of European Technology Companies, Annual Meeting: *The Current Landscape for Raising Capital in the US, New Capital Markets and Financing Techniques being Developed in the Wake of the JOBS Act*.

December 18, 2013, the Knowledge Congress webinar: *IPOs, Private Placements and Crowdfunding: How the JOBS Act Spawned a Corporate Finance Revolution*. Live Webcast.

December 2, 2013, New York City Bar Assoc.: *The JOBS Act, Crowdfunding and Financing for Film and Entertainment*.

Recent publications:

International Governance: Managing Cross Border Risks as a Global Director, IR Global in association with the Association for Corporate Counsel, February 2020

Status of Crowdfunding Regulation in the United States, International Bar Association, September, 2019

Fundraising via ICO, A Regulatory Perspective, IR Global Virtual Round Table, January 2019

Demystifying ICOs- Application of the US Securities Laws to Token Offerings, International Bar Association, August, 2018

How to Navigate US Market Entry, and Raise Capital in the US, February 5, 2018, Stockholm, Sweden

Emerging Trends in Crowdfunding Regulation and Transactions, October 11, 2017

Teaching an Old Dog New Tricks: Regulation A+ - Final Rules Amending Regulation A, August 5, 2015.

Regulation "A+": Proposed Amendments to Regulation A-Efforts to Create a Viable Small Issues Exemption, 1/20/2014.

Regulation Crowdfunding: Proposed Rules by the SEC to give effect to the Crowdfunding Provisions of Title III under the JOBS Act, November 15, 2013

Crowdfunding – Clearing Away the Fog, September 20, 2013

A Seismic Shift in the Securities Law: The Elimination of the Ban on the Use of General Solicitation or General Advertising in Certain Private Placements, and What It Means for Issuers, Accredited Investors, and Crowdfunding, Sept. 20, 2013