

M. BRANDON MEADOWS

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Licensed attorney with twenty-plus years' experience in the financial industry and other heavily regulated environments, with a focus on banking and financial law, commercial/corporate law, mergers & acquisitions, regulatory compliance, entity formation and strategic corporate planning, and other complex business dealings.

Currently, Senior Executive Vice President and General Counsel of a multi-national holding company operating in the oil and gas, energy and financial sectors • Previously served as Executive Vice President and Deputy General Counsel of IBERIABANK, a publicly traded financial holding company with over 300 offices throughout the Southeastern U.S. and as Senior Vice President and Senior Corporate Counsel to BBVA (Compass Bank), a seventy-billion dollar internationally active financial holding company operating over 700 offices • Additional experience in private legal practice and with the United States Federal Reserve

EDUCATION

LL.M., Boston University School of Law, Boston, Massachusetts (2002)
Dual Concentrations: U.S. Banking and Financial Law, International Banking and Financial Law

J.D., University of Arkansas at Little Rock School of Law, Little Rock, Arkansas (2001)

B.A., University of Mississippi, Oxford, Mississippi (1993)
- Varsity Letterman, Ole Miss Men's Tennis Team

LAW LICENSES / BARS

State of Arkansas, 2001; State of Alabama, 2003; United States Supreme Court, 2016

EXPERIENCE

Addison Holdings, LLC, Birmingham, Alabama

2017 – Present

Senior Executive Vice President, General Counsel & Corporate Secretary

Serve as the General Counsel of a multi-million dollar holding company, its affiliates, and majority-owned subsidiaries. As highest ranking officer in the U.S., additionally oversee day-to-day operations conducted from the U.S. headquarters.

- Provide, manage and coordinate legal services with respect to the holding company, its directors, officers, subsidiaries and affiliates regarding the organization's activities and operations, mergers and acquisitions and strategic ventures/partnerships, employment and labor related matters (both union and non-union), compliance with laws and regulations in heavily regulated fields, tax planning and strategic initiatives, litigation, mediation and other dispute resolutions, selection and oversight of outside counsel, etc.
- Manage approximately 70 employees (both union and non-union) providing accounting, payroll, human resources, estimating, project oversight, and other services.
- Provide due diligence, and lead deal negotiation with acquisition targets, drafting/reviewing definitive agreements, hold meetings with regulatory authorities, make required applications and other governmental filings, and oversee post acquisition integration activities of acquired companies.
- Overseeing and leading a franchise wide project and underlying tax, accounting and legal teams in the US and Puerto Rico to secure a twenty-year tax incentive grant with the government of Puerto Rico, and in connection therewith, restructuring company operations and revenue flows, resulting in a decrease of corporate income tax by approximately 25% annually.
- Negotiating, securing and maintaining multimillion-dollar credit facilities with various lenders in support

of the respective companies' operations.

- Securing and managing all facets of insurance coverages and claims for the respective entities, including general commercial liability policies, key man policies, business interruption coverage, etc., as well as workers compensation and assisting in annual premium audits with respect to such.
- Negotiating, selecting and overseeing health insurance, retirement/benefit plans, and other fringe benefits, for the respective entities and employees and officers.
- Servicing as corporate secretary and maintaining all official books and records of the holding company, subsidiaries and affiliates, as well as ensuring compliance with annual and special meeting requirements, etc.

In connection with principals of Addison Holdings, LLC, serve as Chairman of the Board and Chief Executive Officer of a holding company established in 2019 to facilitate the planned acquisition and operation of an existing bank holding company and its state-chartered Alabama subsidiary bank [*Identity protected by confidentiality agreement*]. Specific duties/functions include:

- Compile and analyze data and financials of select Alabama banks in order to identify suitable acquisition targets.
- Conduct and lead onsite due diligence of acquisition targets, including but not limited to review of loan portfolios/files, OREO, methodology and adequacy of reserves, bank policies and procedures, core operating systems, board meeting minutes, significant contracts, CAMELS related and examination materials, etc.
- Negotiate with ownership of target banks and their legal counsel to reach potential deal price and structure.
- Negotiate and draft letter(s) of intent regarding a potential acquisition of the chosen target banks and conduct enhanced due diligence of targets during allotted additional review period.
- Negotiate terms of definitive agreement with the ownership of the selected target and its legal and tax representatives.
- Oversee required regulatory applications and supporting materials in furtherance of the acquisition.
- Hold ongoing discussions regarding the transaction with federal and state banking regulators and leadership of the acquisition target and their legal and tax representatives.
- Identify candidates and negotiate employment details and agreements with potential executive officers, lending teams, etc.

IBERIABANK Corporation, New Orleans, Louisiana/Birmingham, Alabama

2012-2017

Executive Vice President, Deputy General Counsel

Serve as the Deputy General Counsel to IBERIABANK Corporation, a \$30 billion asset financial holding company and its subsidiaries, including IBERIABANK, Iberia Capital Partners, Iberia Financial Services, Iberia Wealth Advisors, Lenders Title Group, and Mercantile Capital Corporation. Specific/Other duties include:

- Primary counsel responsible for providing day-to-day legal advice and support to Executive and Senior Management, Board Committees, and other employees with respect to the overall "business of banking" and financial activities conducted by IBERIABANK and its registered broker-dealer, equity research firm, capital markets group, title company, SBA subsidiary lender, and its wealth management and fiduciary entities.
- Working with the General Counsel, design, structure, and organize the legal department, including specific responsibility for assigning roles and functions of attorneys and staff within the department. Set annual litigation and expense budgets for the department, staff salaries, etc. Manage and oversee the day-to-day work product of attorneys in the department, outside counsel, and advise on any preferred course of action. Work hand-in-hand with the Chief Risk Officer and Chief Compliance Officer in ensuring all activities of the franchise were consistent with legal and regulatory requirements, and address and develop corrective action plans and strategies in dealing with areas that presented legal or regulatory risk.
- Member of confidential due diligence team providing review and assessment of merger and acquisition targets (IBERIABANK acquired 7 banking institutions (LA, TX, TN, FL (3), GA) during my tenure), negotiating offers and deal structures, review and revision of definitive purchase and related agreements and regulatory applications, provide guidance and serve on teams tasked with integration of acquired banks and their systems,

structures, departments, etc. as part of the overall merger process.

- Serving as a voting member of the organization's Public Reporting/SOX Committee, New Products Committee, Credit Policy Committee, Compliance Committee, Trust Management Committee, Bank Secrecy Act Committee, Operational Risk Committee, Vendor Management Committee and others.
- Provide legal advice with respect to the creation, offering and origination of numerous new lines of business or departments focused on commercial and consumer credit and deposit products and services, tax credits, heavy equipment finance, SBA lending etc.
- Provide specific transactional advice and guidance on various commercial credits and other on/off-balance sheet exposures entered into or extended by the franchise, including term and revolving credit facilities, interest rate swaps and other derivatives, participations, syndications, equipment finance, letters of credit, tax credit matters, etc.
- Routinely revise or draft new policies and procedures as required by, or to ensure compliance with, evolving federal and state laws or regulations.
- Routinely interact with primary federal and state regulators and review/revise/submit various filings, applications and communications with such agencies.

BBVA, Birmingham, Alabama

2006-2012

Senior Vice President, Senior Corporate Counsel

Provided legal counsel to BBVA (formerly Compass Bank), a \$70 billion asset and internationally active commercial bank having over 700 offices, its holding company, affiliates, and subsidiary companies in all areas of their operations. General duties included:

- Served as primary counsel and oversaw a team of junior attorneys dedicated to BBVA's Commercial/Corporate Lending Group, Global and Wholesale Markets Group, Derivatives Trading, Mortgage Lending Group, Wealth Management Group, Correspondent Banking Group, Dealer Finance Department, Government/Muni Broker-Dealer and other areas within the bank.
- Served as primary counsel to BBVA's Broker-Dealer, Insurance Agency, and federally-registered Investment Advisor and other subsidiaries (including serving as Director and/or Corporate Secretary or Assistant Secretary for a number of such entities).
- Served as primary counsel on all international activities of BBVA, USA, including cross-border lending activities, foreign financial instruments, deal structures, enforcement of security interests, Bank Secrecy Act, Foreign Corrupt Practices Act, Office of Foreign Asset Control matters, and issues related to exporting services to third-party off-shore providers, as well as serving as the representative member of the multi-national Global Compliance Committee comprised of the bank's affiliates in Spain, the United Kingdom, and Latin America.
- Provided legal advice and support related to BBVA's and its subsidiaries' corporate activities, including expansion activities into new markets, mergers and acquisitions, and divestitures, etc., including drafting, reviewing and negotiating contracts related to purchase and sale of agency operations of various subsidiaries and purchase and sale or leasing of various branch locations of BBVA and its subsidiaries.
- Drafted, reviewed and negotiated complex commercial transaction agreements (e.g., syndicated credits, tax free-public finance transactions and bond placements, letters of credit and standbys, interest rate, energy and FX swaps/derivatives).
- Oversaw and maintained BBVA's Intellectual Property Portfolio consisting of patents pending and numerous federal and state registered trademarks and service marks.
- Served as a member of various Board authorized committees.

MILLER, HAMILTON, SNIDER & ODOM, L.L.C., Mobile, Alabama

2002-2006

Associate Attorney, Financial Institutions Practice Group

Provided legal counsel to a number of state and federally-chartered banking organizations, as well as their holding companies on all aspects of their operations. Primary duties involved counseling and providing legal support to a \$20 billion national bank, for which the firm served as primary counsel. Example activities include:

- Provided legal advice and related support for a number of acquisitions and mergers of banking organizations

and spin-off charter sales, including drafting Bank Merger Act and Change in Bank Control Act application materials, and legal opinions regarding the permissibility of same.

- Assisted clients in obtaining *de novo* bank charters and with charter flips/conversions, as well as drafting regulatory application materials, organizers' agreements, buy-sell agreements, and related.
- Counseled client banks on the Bank Secrecy Act and its implementing regulations, as well as advising on the structure of, and drafting, BSA compliance programs for state and national banks.
- Advised a U.S. bank on its Latin American operations, including correspondent banking relationships, letters of credit, and structuring courier and pouch service activities between its Miami operations and Venezuela and Ecuador.
- Drafted U.S. Congressional testimony on issues related to the Basel Capital Accord (presented before the House Financial Services Sub-Committee, November 2003), as well as meeting with staffers and individual members of Congress regarding the Accord.
- Negotiated regulatory enforcement actions such as Cease and Desist Orders and Memorandums of Understanding with state and federal regulators.
- Authored monthly compliance updates for a client national bank advising it of changes to, and enactment of, laws and regulations impacting its operations.

FEDERAL RESERVE BANK OF BOSTON, Boston, Massachusetts

2001-2002

Legal Staff, Loan Credit Department (Discount Window) – Awarded Internship

Responsible for advising the Department and other Federal Reserve Banks on various activities related to the Federal Reserve's Discount Window operations. Activities of note include:

- Created "Master Subordination Agreement" between the Federal Reserve Bank of Boston and the Federal Home Loan Bank.
- Authored report on the equity activities of depository institutions and affiliates after the Gramm-Leach-Bliley Act.
- Authored addendum to Federal Reserve Policy Guidelines on Margin Lending.
- Served as member of the Loan Collateral Review Team.
- Provided opinions on the asset quality of member banks seeking loans through the Discount Window.
- Authored updates to the Federal Reserve's Capital Markets Handbook, detailing all forms of securities eligible for pledge to the Federal Reserve during emergency/crises situations (revised in response to the events of 9/11).

OTHER

- *RECURRING GUEST LECTURER*, University of Alabama, Birmingham, MBA program – Business Law, Contracts and Torts, 2018-Present (2 x each semester)
- *STATE COMMISSIONER*, Alabama Electronic Records Recording Commission (14-person commission established by Alabama State Legislature responsible for crafting state-wide procedures related to electronic filing of mortgage and other probate records (applicable to each of Alabama's County Probate Courts)) 2009-2011
- *COMMITTEE MEMBER* (Appointed by Alabama Bankers Association), Alabama Law Institute, Committee on Implementation: Uniform Real Property Electronic Recording Act of 2008, 2008-2009
- *MANAGEMENT TRAINING PROGRAM APPOINTEE*, University of Texas (One-year program awarded to a select group of Compass Bank's 13,000 employees for comprehensive advanced management training conducted by the University of Texas, Austin, TX), 2012
- *RESEARCH FELLOW*, Boston University School of Law, 2002 (Focus: 1940 Investment Company Act)
- *MEMBER*, House of Delegates, Arkansas Bar Association, 2000–2001