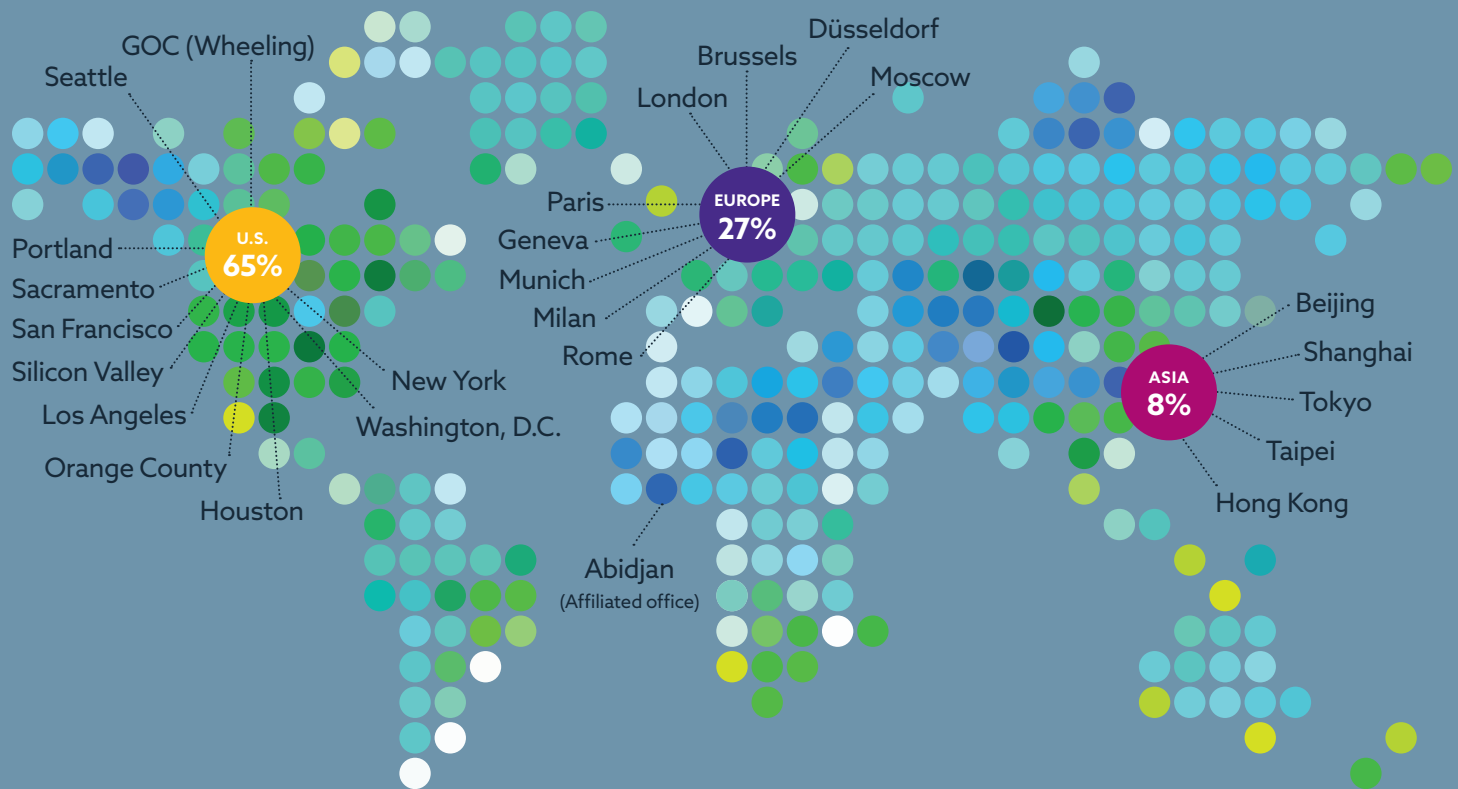


Orrick and the Large Technology Enterprise

Partners in Global Business



Orrick is a globally integrated law firm practicing in 12 countries and 25 offices worldwide.



We focus on the technology, energy and finance industries.

We work in partnership with our clients, offering a broad array of specialized solutions for mature companies, whether publicly traded or privately held.

Here's how we do it.

One Team

We operate as one partnership worldwide. Our internal metrics and incentive system are based as a whole—not individual profit centers or alliances. We achieve scale without bloat: Our size is sleek enough that our partners know each other and we can maintain rigorous quality expectations, while substantial enough to offer economies of scale from both expertise and cost-management insights derived from transactional and case volume.

All law firms have a history. Having started in San Francisco in 1863, we intentionally expanded both our technology practice and our non-U.S. offices in the past two decades to be able to service mature technology companies. Today, we are truly unique: As one unified law firm, we offer deep Silicon Valley technology roots on one hand, and on the other hand we are a broad, cross-continent platform that tackles increasingly globalized matters. Our partners’ collective commitment to a unified team approach has never been stronger.

Our international platform includes top-rated, dual-educated teams:

EUROPE

Leading practices in Belgium, France, Germany, Italy, Russia, Switzerland and the U.K. that handle both domestic market and cross-border matters

ASIA

Local language-fluent lawyers in Beijing, Hong Kong, Shanghai, Taipei and Tokyo

AFRICA

The only *AmLaw* 100 firm with a direct affiliate office in West Africa—Orrick RCI (Republique de Côte d’Ivoire) in Abidjan—with leading Africa specialists in Paris and London covering Francophone and Anglophone countries

LATIN AMERICA

A dedicated team of Spanish-fluent, dedicated LatAm lawyers based in our Houston office that advises on transactions and matters across South America, Central America and Mexico

1,000

Lawyers

25

Offices

12

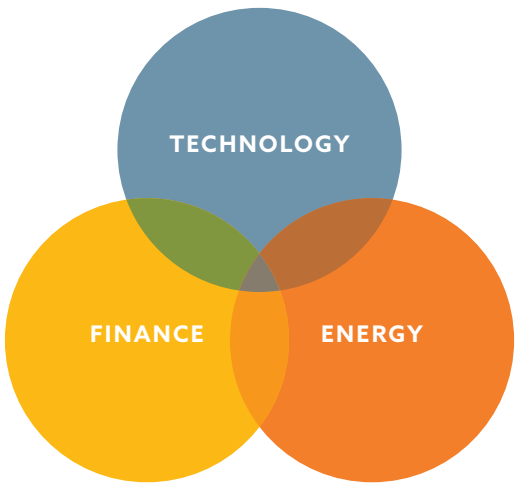
Countries

4

Continents

Sector Focus

We focus on three sectors globally—so we can deliver commercial advice that aligns with your strategy and the market.



We advise tech companies at all stages:

8 of the Top 10 SF Bay Area Public Companies by Market Capitalization

≈ 20% of the \$1 Billion+ Unicorns in the Market

6 of the Fortune 10 TMT Companies

The Leading Investment Banks, Venture Capital and Private Equity Firms, and Incubators Serving the Tech Sector

World-Class Quality

We are recognized for delivering consistently high-quality advice worldwide.

Chambers Global

38 Practices
89 Individuals

Chambers USA

36 Practices
87 Individuals

Chambers Europe

27 Practices
44 Individuals

Chambers Asia

15 Practices
19 Individuals

2016 IP Department of
the Year

—The American Lawyer

2016 Litigation Power
List Top 10

—The American Lawyer

Tech Group of the Year
2 Years in a Row

—Law360

CHAMBERS QUOTES:

"They are by far the most dedicated, responsive and hardworking team I have worked with so far."

"Their work has been exemplary—they've protected us well."

"The lawyers are very skilled in complex cross-jurisdictional issues, are technically very proficient and have a really good skill set internationally."

"They fully understand our goals. They understand the way we work very well."

"I find their advice invaluable when it comes to high-level strategies and implementation."

Our people are our law firm. Our culture and diversity drive their creativity and passion.

Inspired Teams

Our overarching competitive advantage is our people and our culture. Entrepreneurial. Valuing people—both our own and yours. Quality without stuffiness. Listening as much as talking.

You told us how disruptive it can be when associates leave. You also told us how much you value diverse perspectives.

So we are innovating to ensure we attract, retain and inspire the best talent. We were the first law firm to move to a talent model that is merit-driven, not lockstep. Our associates are promoted when they have the skills to do so—not merely for completing another year of seniority. We offer the most generous parental leave program in the profession. Women comprise 33% of our Board and Management Committee and lead two of our five global business units. We co-founded the nation's only Veterans' Legal Career Fair. And we give every one of our associates access to plentiful business skills training and feedback.

The results?

We are the only law firm to garner places on each of the three most-recognized rankings for empowering gender diversity:



4-Time Top 10
Yale Law
Women
Family-Friendly
Firm



7-Time Best Law
Firms for
Women
—*Working Mother
Magazine and
Flex-Time Lawyers*



3-Time Women
in Law
Empowerment
Forum Gold-
Standard
Certified



Named One of
the 100 Best
Companies to
Work For
—*Fortune*

We are a business partner to our clients.

Client Service Innovation

We recognize the rapidly evolving marketplace for legal services, and we are innovating in optimizing for both quality and efficiency.

In-house departments have grown, both in scope and in their role as a business partner to internal business unit clients. Our clients have built comprehensive, sophisticated in-house legal and compliance teams, particularly in the past decade. Our goal is to earn your trust as an extension of your team—supplementing your department on an as-needed basis with additional skills, resources and market perspective. This begins with listening—and then responding to your needs. We seek

to be business partners: to understand your business fundamentals, to be available for consultation—and always to deliver our advice in cooperation with your in-house legal and business teams.

Outside law firms increasingly are called upon for two sides of a “barbell”—either for specialized tasks that require deep expertise—or to quickly add muscle mass at scale with project management efficiency. We are built to deliver solutions for both paradigms. Our role is to partner with our in-house departments, acting in a way that seamlessly and cost-effectively delivers the right solution for your business unit client.

We are proud to work with the Corporate Legal Operations Consortium and the Association of Corporate Counsel on how law firms adapt to the changing needs of the in-house legal function.

Harnessing Data Analytics for Project Management Discipline

A senior Orrick executive heads our Pricing and Project Management team, which works with our partners and you to plan and monitor your engagement, including schedule and budget, consistent with your objectives. Some legal projects can be prone to wide variability on time and expense—and our budgets thus may be imperfect at times, but we strive for maximum transparency and communication. We are acutely aware of the need to continually improve our approach to engagement management—and that in-house departments must, like never before, remain disciplined to meet business expectations for budget and forecast accuracy.

The Right Talent for Each Task

Having the right talent assigned to each task is one key to efficiency. More than a decade ago, we became the first law firm to establish an onshore legal services center. Today, our Global Operations Center (GOC) in Wheeling, West Virginia, is the base for a team of dozens of high-quality, lower-cost lawyers.

Innovative Services

We develop services that leverage a single-point-of-service model—a network of proven local law experts in countries worldwide using state-of-the-art knowledge and technology resources, GOC staffing, and price certainty to deliver optimal quality and value.

They are U.S.-admitted for U.S.-based projects, which avoids exporting your proprietary information to third-party contractors in overseas locations.

Our non-U.S. offices also are focused on alternative track lawyer resources, using lower-cost solutions while ensuring that we maintain quality and brand service standards. Our Wheeling, West Virginia, lawyers are complemented by other professionals at our GOC who specialize in tasks such as corporate formations, global employment management, due diligence, research and litigation support. As a result, we can use our most experienced and senior lawyers for critical matter strategy and negotiation.

2015 & 2016 Client Service A-Lists

—BTI

Voted Top 4 Most Tech-Savvy Firm

—In-House Counsel



ORRICK ANALYTICS

Orrick Analytics is our data-driven project management legal outsourcing service. We provide Orrick lawyers and paralegals who have dedicated their careers to supporting large legal projects, creating synergies from repetition and project management evolution. We have deployed efficient, scalable solutions for complex due diligence and document reviews and regularly support your in-house teams with special projects.



GLOBAL SUBSIDIARY MANAGEMENT

Through our wholly owned subsidiary Verbatim Global Compliance, companies can outsource the global secretary function. Verbatim manages global corporate subsidiaries for some of the largest technology companies, delivering fixed fees in over 130 countries. Verbatim enhances existing governance programs, executes statutory compliance activities, and delivers budget visibility and predictability.



GLOBAL EMPLOYMENT SOLUTIONS

Our Global Employment & Equity Compensation team operates as an extension of a company's global HR, compensation and benefits, and in-house employment law teams, with experience in over 90 countries. We assist in compliance with employment regimes—whether expanding or rightsizing in a given country or globally—managing transfer of undertakings and works councils obligations, and implementing a wide range of global HR policies and compensation schemes, with a single-point-of-contact partnering model. We also manage global equity compensation plans, from China (SAFE) to Europe and Japan.

Client Results

TRANSACTIONS

"Pinterest Taps Orrick for Kosei Acquisition"

—*The Recorder* (counsel to Pinterest)

"JD.com Gets Orrick on \$1.55 Billion Bitauto Deal"

—*The Asset* (counsel to JD.com)

"Microsoft Buys 3D Physics Developer Havok to Boost Gaming Efforts"

—*Engadget* (counsel to Microsoft)

"Sealing the Deal: Orrick Aids Google's \$3.2 Billion Nest Labs Buy"

—*Law360* (counsel to Nest)

"As Money Pours Into Fintech, SoFi Leads the Way With \$1 Billion Funding Round"

—*Forbes* (counsel to SoFi)

"French Technology Giant Buys San Jose Data Security Company for \$400 Million"

—*Silicon Valley Business Journal* (counsel to Thales)

"Telenor Jumps Into Ad Tech, Acquires Tapad for \$360 Million"

—*TechCrunch* (counsel to Telenor)

"General Motors to Buy Cruise Automation in Push for Self-Driving Cars"

—*The New York Times* (counsel to Cruise)

LITIGATION

"Judge Sides With Dish in Fox Copyright Ruling, Says Aereo No 'Game-Changer'"

—*The AmLaw Litigation Daily* (counsel to Dish Network)

"Oracle Gains Win Over Google at Supreme Court"

—*The Wall Street Journal* (counsel to Oracle)

"Ellen Pao Case: Another Win for Lynne Hermle"

—*SJ Mercury News* (counsel to Kleiner Perkins)

"Federal Circuit Holds Firm on Reversal of VeriFone Patent Verdict"

—*Reuters*

"Apple Wins, Posner Loses in Smartphone Patent Appeal"

—*The Recorder*

"Supreme Court Won't Hear Investor Suit Over NVIDIA Chips"

—*Law360*

"Microsoft Argues for Data Security in Landmark Court Appeal"

—*Bloomberg*

"Ruckus Wins Netgear Patent Infringement Case"

—*The Street* (counsel to Ruckus Wireless)



Transactional Services

Our Corporate team offers a comprehensive platform for companies—from the most exciting high-growth players to the largest public companies—at each stage of the corporate life cycle. While we excel in M&A and transactional work, we also know that success is realized critically both in post-deal integration—and as you go about your day-to-day operations. This is why we offer a holistic approach based on ongoing business needs.

Our experience and business savvy are lauded for meeting the highest industry standards. Worldwide, our lawyers and teams are *Chambers*-recognized—throughout the U.S., U.K., France, Germany, Italy, Russia, Africa, China, Japan and Latin America.

“Their commercial awareness is spot-on—they work with some of the other top companies in the market on both sides of the table, so their perspective is priceless.”

—Told by a client to *Chambers USA* 2015

Sell-Side M&A

With 1,600 startup clients across our practices, including approximately 20% of the \$1 billion+ valued unicorn technology companies, we have unique insight into transactional deal flow, terms and negotiations. We have advised on some of the tech industry’s largest, most recognizable exits in recent years, such as Nest Labs in its sale to Google, Instagram in its sale to Facebook, Yammer in its sale to Microsoft and Cruise Automation in its sale to General Motors.

Buy-Side M&A

In recent years, we have substantially expanded our buy-side M&A practice. We act for some of the largest tech companies (who also can be publicity shy) in M&A and corporate venture investments. We scale from complex going-private tender offers that leverage our team with SEC staff experience to smaller, quick and nimble tuck-in deals where intellectual property issues often are central. We represent serial acquirers, such as Microsoft, and tackle transactions that often have long-ranging influence, such as the purchase of Siri. We also have advised on some of the most interesting recent international and cross-border transactions, such

as Thales’ acquisition of cybersecurity firm Vormetric, the take-private of Chinese game company Perfect World, and several JV investments by China’s JD.com.

Corporate Governance & Activism

The confluence of stockholder activism, institutional investor engagement and board matters has never been more important to publicly traded technology companies. Our team is experienced in executing on customary balance sheet examination—from spin-offs, such as JDSU’s split into Viavi Solutions and Lumentum Holdings, to accelerated share repurchases and convertible note offerings. More importantly, we help strategically formulate governance strategies, including nuances in proxy advisory firm and institutional investor voting practices. We routinely interact with the country’s top investment banking, PR, proxy solicitation and Delaware law specialists. We handle short- and full-slate director nomination contests, proxy access formulations, and stockholder proposals, whether from the usual “gadflies” to social and governance activists. We are proud of our long-running affiliation with and sponsorship of Stanford’s Rock Center for Corporate Governance.

Corporate Treasury Services

We have long been one of the market-leading law firms in the structured finance and derivatives market, helping major commercial and investment banks such as Goldman Sachs, JPMorgan Chase, Wells Fargo, Citigroup and Barclays create and bring to market innovative structured finance and derivatives products. In tandem, we counsel corporate treasury departments on derivatives, including General Electric, The Gap, The Irvine Company and Calpine, as a sample cross section. We also are advisors to numerous platforms, investors and others on securitizations and other structured financings for FinTech companies in the marketplace lending space.

Employment & Executive Compensation

We partner with our tech clients' in-house teams to tailor executive compensation agreements that attract top C-suite talent. We address issues from CD&A to Say-on-Pay. And to help our clients navigate the currents of proxy advisory firms and stockholder governance activists, we collaborate with leading compensation consultants in designing and implementing integrated compensation solutions. For years we have partnered with Cisco, serving as designated Compensation & Benefits counsel for all of the company's M&A activity. Other clients include Facebook and VMware. We also have repeatedly served as counsel to management teams of publicly traded acquired companies in their change-of-control arrangements, from Palm and PeopleSoft in years past to PMC-Sierra and SanDisk more recently.

Antitrust

Our Antitrust team, based in Washington and Brussels, and with additional offices, draws on significant government experience. Our services range from cost-effective filing of HSR and competition review notices to substantive analysis and complex antitrust and competition strategies, whether transaction-based or originating from business practices. For years, we have been antitrust counsel for Microsoft and Sony. We are among a small group that has tried and won a U.S. merger enforcement case. We are at the forefront of the intersection of intellectual property and antitrust, with experience both inside the government relating to FRAND-encumbered standards-essential patents (e.g., Google and Bosch), as well as in private practice defending (and pursuing) claims relating to alleged anticompetitive use of IP and policy issues relating to patent assertion entities.

IP & Commercial Contracts

We advise clients on the full range of issues related to IP rights and commercial contracts. Our focus is on ensuring that commercial agreements neither give away too much nor lock a company into a position that could be problematic down the road. Our work includes joint ventures, licensing agreements and IP due diligence in mergers and acquisitions. Our lawyers know what terms are market in these areas and focus on delivering practical advice.

Trade Compliance & Government Contracts

We are a leader in areas such as Committee on Foreign Investment in the United States (CFIUS) transaction screening, OFAC and EU economic sanctions, export controls, and anticorruption laws. Our team's federal contracting expertise extends broadly to, for example, cost accounting standards, domestic preference regulations and industrial security rules about foreign ownership, control and influence (FOCI). We advise clients in a number of security-sensitive industries, such as electronics and high technology, satellites, energy, aerospace and defense, and semiconductors. We also are outside general counsel to the Semiconductor Industry Association. The team is based in Washington, D.C., and has members and capabilities extending globally to Asia, Europe and beyond.

Debt & Equity Capital Markets

We represent companies from a variety of industries in all aspects of their debt and equity capital markets needs. We have represented issuers in a wide range of debt offerings, including convertible, investment-grade and high-yield bonds, private placements, and acquisition financings. We also advise clients on ongoing compliance and liability management transactions, including exchange offers, tender offers and consent solicitations, as well as general equity or convertible debt needs.

Tax

Our Tax practitioners are experienced technicians who are fully embedded in our client teams. Our Tax team helps clients craft creative yet careful and practical strategies in connection with M&A transactions, structured finance, derivatives and other financial products, as well as international tax matters, including cost-sharing agreements and intellectual property structuring. As one indication of our market standing, members of our Tax team serve in leadership positions for organizations like the ABA Tax Section, the American College of Tax Counsel, the International Fiscal Association and the New York State Bar Association Tax Section, and are ranked by *Chambers* and *The Legal 500*.



Litigation & Regulatory Practices

In courts in all 50 states and around the world—across many different subject matters—and against the toughest opponents, our trial teams have scored victories when it mattered most. Our teams often break the mold, reframing cases in ways that are as compelling as they are easy for juries to understand.

Our reputation at trial often provides leverage in negotiating favorable settlements. And we're ready to stand up in court and try cases—something we have done 18 times in the past two years for clients like Kleiner Perkins, DISH Network, Nintendo, Brocade and Applied Materials.

The American Lawyer chose us as one of six finalists nationwide for 2016 Litigation Department of the Year, noting: "High-intensity headline cases didn't faze Orrick's litigators." Results like these over the years put us in the top 10 on *AmLaw's* 2016 Litigation Power Rankings.

Intellectual Property

We are litigating the most important IP cases before the courts today. We have market-leading practices in all areas of IP, and regularly handle patent, copyright, trade secrets and trademark disputes in federal district courts and the International Trade Commission. This year, our IP group was recognized as the IP Litigation Department of the Year by *The American Lawyer* magazine. In bestowing that honor, *The American Lawyer* wrote: "Orrick's lawyers don't just want to beat trolls in court—they want to vanquish them." The publication also cited our wins "across an impressive range of venues, using novel strategies."

In addition to litigating and winning numerous bet-the-company patent cases every year, we have won some of the most influential copyright cases of recent years, and we are one of the few firms with a dedicated Trade Secrets team. We've prevailed in the toughest forums: Eastern Texas, Eastern Virginia and Northern California, and the Federal Circuit, the U.S. Supreme Court and the International Trade Commission.

Cybersecurity and Data Protection

Clients such as Microsoft, eBay and Sony rely on our team for practical legal solutions to address global data privacy compliance and proactively manage cybersecurity risk. We have cybersecurity and data protection advisors on the ground in nine countries, including a former state Attorney General, a former DOJ Computer Hacking Intellectual Property Section lawyer, two former U.S. Attorneys, an FTC trial lawyer and a former member of France's Commission Nationale de l'Informatique et des Libertés.

"An aggressive yet practical approach to solving cyber issues."

—*The Legal 500*

"Time and again, we heard stories lauding their ability to jump into a case and successfully dig its clients out of a hole, even with little time to prepare."

—*The American Lawyer*

Securities Litigation, Investigations and Criminal Defense

We have a long record of successfully resolving securities litigation matters for tech sector companies like NVIDIA and Electronic Arts. We can bring integrated solutions to the most complex and challenging situations your company may face—from class actions to derivative litigation and M&A litigation. Our roster of former U.S. Attorneys and Assistant U.S. Attorneys offers deep expertise and practical approaches for internal investigations and enforcement actions, and we have a leading whistleblower defense practice, having literally “written the book” on the subject. We serve as designated global investigations counsel for a Fortune 50 company and advise many other leading companies. And we were recently selected by the Department of Justice for two monitorships. We focus on practical but authoritative investigations and defenses.

Employment

Our employment litigators have a proven record in some of the highest-exposure cases the tech sector has seen. We have prevailed on summary judgment to snuff out claims against Microsoft, Genentech and Apple. And we have repeatedly defeated class certification in hotly contested wage and hour battles. Our team has also prevailed in arbitrations challenging determinations about change-of-control packages in ERISA litigation. To help our clients avoid litigation in the first place, we draft employment policies, conduct audits and investigations, and provide strategic advice to mitigate risk. We recently added a senior U.S. Department of Labor lawyer to advise on enforcement changes in pay equity, overtime, joint employment, misclassification, government investigations and federal contacting.

Our resounding victory for Kleiner Perkins against Ellen Pao’s discrimination claims, as well as wins like it, has earned us recognition as:

Employment Department of the Year for Three Years in a Row

—The Recorder

Employment Group of the Year

—Law360

Appeals

Our Appellate & Supreme Court group is a destination for technology companies facing bet-the-company appeals. Our wins include an appellate reversal for our client Oracle against Google in the “World Series of IP cases,” securing a definitive win for Facebook in its long-running battle against the Winklevoss twins, multiple major victories for Apple in the ongoing high-profile “smartphone wars,” and prevailing for DISH Network in contract and IP appeals that threatened to shut down the company’s streaming technology products. Recent clients include Apple, DIRECTV, DISH Network, Facebook, JPMorgan Chase, Kleiner Perkins, NVIDIA, Morgan Stanley, Microsoft, Oracle, Synopsys and Verifone.

We have cultivated a talent bench that includes former U.S. Supreme Court and court of appeals clerks, former appellate counsel at the U.S. Department of Justice, leaders in the legal nonprofit sector, and law school faculty. We offer expertise in a wide range of subject areas: patents, copyright, trademark, securities, class actions, antitrust, employment, products liability, bankruptcy, constitutional law and many more.

They “mastermind” unlikely victories in cases involving “the most complicated legal or technological issues.”

—Chambers USA

Government Affairs

Even as congressional gridlock periodically paralyzes our federal government, state governments are increasingly active, hitting businesses with more and more investigations, regulations and legislation. From anticompetitive taxes to legislation and investigations that put a company’s very existence at stake, these issues and many more are being debated in the halls of state legislatures and investigated by state AGs and regulators. Our Public Policy team focuses on state government-level matters, providing national coverage from Sacramento to Albany. The team is led by a former president of the National Association of Attorneys General.

Our Blogs



Total Access

blogs.orrick.com/totalaccess

Trade Secrets Watch

blogs.orrick.com/trade-secrets-watch

NorCal IP

blogs.orrick.com/norcal-ip

Trust Anchor – Cybersecurity and Data Privacy

blogs.orrick.com/trustanchor

Accrued Knowledge

accruedknowledge.com



Financial Industry Review

blogs.orrick.com/financial

Distressed Download

blogs.orrick.com/distressed-download

Derivatives in Review

blogs.orrick.com/derivatives



Employment Law and Litigation

blogs.orrick.com/employment

Policyholder Insider

blogs.orrick.com/insurance

Securities Litigation, Investigations and Enforcement

blogs.orrick.com/securities-litigation

Antitrust Watch Blog

blogs.orrick.com/antitrust

orrick.com

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