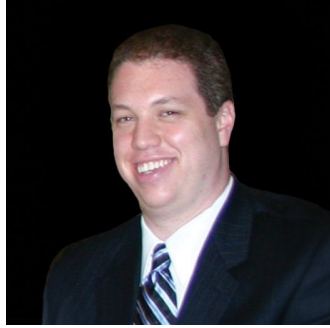


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Brandon S. Gold

Special Counsel

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Advises on shareholder activism, environmental and social activism, proxy contests, M&A, corporate governance and other activist engagements.

Brandon has experience providing strategic guidance to hedge funds and other institutional investors of all types, companies and directors on matters including proxy contests, shareholder proposals, hostile takeovers, campaign settlement negotiations, securities filings, SEC rulemaking and ESG activism.

He has worked on many significant activist campaigns, including the largest proxy fight in history, representing:

- Triam Partners' in its successful campaign to obtain board representation at Procter & Gamble Company
- JANA Partners in campaigns at Whole Foods, Bloomin' Brands, Bristol-Myers Squibb and Tiffany

- E. Shaw in Emerson Electric
- Elliott Management in Marathon Petroleum, Akamai Technologies and at PulteGroup
- Altimeter Capital Management LP in its successful campaign at United Continental Holdings Inc.
- Saba Capital at numerous closed-end-fund campaigns.

Brandon has also advised The Children's Investment Fund on its "Say on Climate" campaigns at US companies, helping shareholders utilize their influence to hold companies accountable for their greenhouse gas emissions.

He has been recognized by *Chambers USA* for his work in shareholder activism.

Brandon has contributed to several publications relating to shareholder activism and corporate governance. He co-authored "Lessons for Directors Considering Partnerships with Activists," published by *NYSE Governance Services*, and has contributed to publications including *The Activist Investing Annual Review* (published by Activist Insight in association with Schulte), *The Harvard Law School Forum on Corporate Governance and Financial Regulation*, *The Columbia Law School Blue Sky Blog* and the *Harvard Business Law Review*.

Before joining Schulte, Brandon was a fellow at Harvard Law School's Program on Corporate Governance and was an inaugural member of the Shareholder Rights Project under Professor Lucian Bebchuk, where he was part of a team that successfully engaged 121 companies (representing two-thirds of the S&P 500 with classified boards) to move to annual director elections.

Practices

MERGERS AND ACQUISITIONS

SHAREHOLDER ACTIVISM

Bar Admissions

New Jersey

New York

Washington, DC

Education

Harvard Law School, J.D., *cum laude*

- John M. Olin Prize in Law & Economics
- Managing Editor, *Harvard Business Law Review*
- Editor, *Harvard Journal of Law and Public Policy*

Lafayette College, B.A., *summa cum laude*

- Phi Beta Kappa

Publications

- “Icahn-Illumina Contest: Board Accountability and the UPC,” *Harvard Law School Forum on Corporate Governance*, June 7, 2023
- “Shareholder Activism in 2022,” *Harvard Law School Forum on Corporate Governance*, Oct. 25, 2022
- “USA: Trends and Developments,” *Chambers Global Practice Guide: Shareholders’ Rights & Shareholder Activism 2022*, Sept. 2022
- “D. E. Shaw Group’s Agreement with FedEx,” *Global Legal Chronicle*, June 22, 2022 (featured)
- *The Activist Investing Annual Review 2022*, March 2022
- “Trends and Developments,” *Shareholders’ Rights & Shareholder Activism 2021*, Oct. 2021
- “Shareholder Activism in US Regulated Industries,” *Ethical Boardroom*, March 2021
- “COVID-19 Updates,” *Schulte Alert*, March 9, 2021
- “Trends and Developments,” *Shareholders’ Rights & Shareholder Activism 2020*, Oct. 2020; republished in the *Harvard Law School Forum on Corporate Governance*, Nov. 15 2020
- “Contested Elections,” *Wolters Kluwer SmartTask*, July 2020
- “Delaware Court Upholds Record Holder Requirement in Advance Notice Bylaw Provisions,” *Schulte Alert*, Sept. 9, 2019 (co-author)
- “Lessons Learned From Trian’s Campaign at Procter & Gamble,” *Harvard Law School Forum on Corporate Governance and Financial Regulation*, March 2018 (co-author)
- “ISS and Glass Lewis 2018 Proxy Guidelines Continue to Expand Shareholder Influence,” *Schulte Client Alert*, Dec. 6, 2017 (co-author)

- “Lessons for Directors Considering Partnerships with Activists,” *NYSE Governance Services*, March 27, 2015 (co-author)
 - “Corporate Governance Guide 2014 — USA,” *The International Comparative Legal Guide to: Corporate Governance 2014* (Global Legal Group) (contributor)
 - “Shareholder Activism: 2013 and Beyond,” *The Harvard Law School Forum on Corporate Governance and Financial Regulation*, Feb. 13, 2014 (contributor)
 - “UPDATE: Broadridge Reverses Change in Vote Tally Reporting Policy,” *Schulte Client Alert*, Feb. 11, 2014 (co-author)
 - Contributor, *The Activist Investing Annual Review 2014* (Activist Insight in association with Schulte)
 - “Director Compensation Bylaws Under *Blasius*,” *The Columbia Law School Blue Sky Blog*, May 31, 2013
 - *Schulte Roth & Zabel Middle Market PE Buyer/Public Target M&A Deal Study – Fall 2012* (contributor)
 - “An Overview of the Durbin Amendment and Its Potential Adverse Impact on Consumers,” *Harvard Business Law Review Online*, Vol. 1, 2011
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Speaking Engagements

- “Shareholder Activism Insight Report,” Schulte 7th Annual Shareholder Activism Conference, New York, Nov. 2016
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Distinctions

- *Chambers USA*