

GEOFFREY L. MASTER

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Areas of Concentration/Practice Areas

Corporate law (focus on managed services transactions, information technology, business process transactions, supply chain management, licensing and intellectual property)

Employment

Montagu Partners LLC (and predecessor firms); Washington, D.C.; partner; September 2015–present

Mayer Brown LLP/Mayer Brown JSM; Washington, D.C., and Hong Kong; partner; 2001–2015

The Capital Markets Company; New York; partner and general counsel; 2000–2001

Electronic Data Systems Corporation; Texas and England; legal department; 1989–2000

McGinnis, Lochridge & Kilgore; Austin, Texas; partner; 1983–1989

Dewey, Ballantine, Bushby, Palmer & Wood; New York; associate; 1979–1983

Bar Admissions

New York, Texas, and Washington, D.C.

Admitted as a solicitor in Hong Kong

Education

New York University; LL.M. (Taxation); 1983

The University of Texas School of Law; J.D.; 1979

Graduated with honors

Order of the Coif

Texas Law Review

The University of Texas, LBJ School of Public Affairs; M.P.A.; 1979

The University of Texas, B.A. (High Honors); 1975

Ratings and Honors

Rated AV by Martindale-Hubbell

Chambers Global; 2015: “Good, practical advice and industry expertise.”

Chambers Asia Pacific; 2011, 2012, 2013; Leading Lawyer in TMT: Information Technology

Chambers USA

2018: “He is a very competent deal lawyer.”

2016: “He is probably my favorite lawyer of all time.”

2008: “In tune with commercial realities on the ground.”

2007: “Excellent business sense—his business judgment is as valuable on points as his legal judgment.”

2007: “Very quick to realize what the issues are, so when it comes to negotiations, he always meets the other side’s arguments head-on.”

2006: “Can so instantly and confidently win clients’ trust while at the same time driving totally hard bargains by charming the other side.”

PLC Which Lawyer (Outsourcing: China and Hong Kong); 2011

Languages

English (native), Spanish (basic)

Community Service

Frequent speaker and panelist at international and industry conferences, including:

- American Chamber of Commerce (Hong Kong, Ho Chi Minh City)
- American Computer Law Association (Washington, D.C.)
- American Corporate Counsel Association (New York)
- American Management Association International (Berlin)
- China International Software and Information Service Outsourcing Summit (Beijing)
- China Sourcing Summit (Hangzhou)
- CIO Executive Summit (Hong Kong)
- European Banking and Insurance Fair (Frankfurt)
- Hong Kong Corporate Counsel Association (Hong Kong)
- Indirect Spend China Summit (Shanghai)
- InfoSecurity Executive Summit (Hong Kong)
- International Association of Outsourcing Professionals (Shanghai)

- University of Hong Kong (Hong Kong)
- Privacy Laws & Business (London and Cambridge)
- Sourcing Interests Group (SIG)

Member, Hong Kong Office of Chief Information Officer, Working Group on Cloud Computing, Working Group on Provision and Use of Cloud Services (2012)

Member, European Commission Working Group Study Committee on Open Access to Electronic Commerce for European Small and Medium Enterprises (1997)

Adjunct Professor of Law (Business Planning), The University of Texas (1985–1987, 1989)

Significant Representations and Experience

Broad transactional experience, including matters involving technology and outsourcing of information technology and business processes and supply chain, as well as systems development and implementation and other consulting services.

Major Outsourcing / Managed Services Transactions

Global metals and mining conglomerate: Represented client in negotiation of a series of global outsourcing arrangements, including master service agreements with multiple suppliers supporting extensive services scope spanning IT (ITO), finance and accounting (FAO), human resources (HRO), procurement and site operations, as well as global projects involving business consulting, systems implementation, and data center migration and consolidation.

American chemical company: Represented client in negotiations and contracting for multisupplier/cross-geographies-managed services engagements covering ITO, HRO, and procurement and finance and accounting.

Global pharmaceutical company: Represented client in multigeography procurement outsourcing.

State of Texas: Represented the state in one of the then-largest state government ITO transactions, including data center consolidation, migration, and operation for 27 state agencies and commissions.

International financial institution: Represented client in contracting for its provision of transitional services (IT infrastructure and ancillary support) to purchaser of its private wealth business in Asia, involving significant contractual arrangements to accommodate guidelines and requirements of Hong Kong Monetary Authority (HKMA) and Monetary Authority of Singapore (MAS) associated with outsourcing transactions.

Major Hong Kong property developer: Represented client in negotiation of an agreement for its provision of IT, human resources, and finance and accounting services on a transitional basis to the purchaser of one of its major Hong Kong commercial properties to a Singapore-based buyer in the

then-largest real estate sale to date in Asia.

Global financial institution: Represented client in Asia regional HRO, including payroll and allied systems, encompassing 11 countries across Asia.

Hong Kong Hospital Authority: Represented client in support of its e-Health Record system development and implementation project to create a centralized system for holding patient health records for use by public and private health care providers.

Global telecommunication and wireless equipment company: Represented North American-based client in contracting with major Indian telecommunications services company for strategic high-availability and secure data transmission lines and services.

International fashion apparel and product company: Represented client in software-as-a-service (SaaS) transaction to obtain software services supporting marketing and event planning for its Hong Kong and Macau operations.

Hong Kong Office of Chief Information Officer: As an appointed member of the Hong Kong Office of CIO Working Group on Provision and Use of Cloud Services, chaired subgroup developing Hong Kong Practice Guide to Cloud Computing for small- to medium-sized enterprises, as part of the Hong Kong government's effort to develop and promote cloud-computing capabilities in Hong Kong.

Specialized Finance

Global apparel and footwear manufacturer and retailer: Represented client in negotiation of a full range of FAO under a master services agreement, with initial scope involving Indian operations and subsequent extension to the cross-Asia operations of a major acquisition.

Ho Chi Minh City Stock Exchange: Represented state entity client in negotiation of license and implementation agreement for turnkey build-out of a comprehensive financial market system, representing a major developmental milestone in the financial infrastructure of Vietnam.

Asia-based global securities and financial services institution: Represented client in extensive modification, renewal, and extension of its core system trading platform (license and services) used throughout Asia.

Telecommunications, Software, Media, Privacy/Data Protection

International financial information and research firm: Supported client in connection with its Philippine-based multiyear knowledge process outsourcing (KPO) for legal, research, and business services, providing for establishment of a client-dedicated delivery center with build-operate-transfer rights in order to accelerate client's global expansion through rapid deployment of a Manila-based organization.

Asia-based international airline: Supported client in connection with its negotiation of development and maintenance (ADM) agreements with multiple (including Chinese) suppliers.

Global trading/consumer goods group: Represented client in connection with contracting for

sector and channel exclusive marketing rights in China from major Japanese design and product (and character) company.

Global Data Protection Policy: As EDS international general counsel at the effective date of the EU Data Protection Directive (Directive 95/46/EC), personally wrote and drove adoption of EDS's original Global Data Protection Policy, an early comprehensive policy based on an intercompany agreement structure, which has become a well-accepted compliance strategy for global organizations.

Publications and Speeches

Publications and News

Co-author, "Practical Aspects of Licensing in the Cloud." In A.S.Y. Cheung & R.H. Weber (Eds.), *Privacy and Legal Issues in Cloud Computing* (pps. 261-290) (United Kingdom: Elgar Law, Technology and Society).

"Mayer Brown Strengthens Business & Technology Sourcing Group in DC With Return of Partner Geoffrey Master From Hong Kong office," 11 January 2013.

"Asian Suppliers Alert: Conflict Minerals Disclosure Requirements," *Mayer Brown JSM Legal Update*, 27 November 2012.

"CIOs Cannot Ignore Governance in Cloud," ZDNet, 24 May 2012.

"Unprotected Tooling: High-Risk Practices in Chinese Manufacturing," *Outsourcing Center*, 20 March 2012 and 5 March 2012.

"The Evolving Value Chain in China," *Mayer Brown* article, 28 September 2011.

"Effective Enforcement of Sourcing Contracts in China," *Mayer Brown* article, 28 September 2011.

"Managing Key Supplier Deliverables in Manufacturing and Product Development Outsourcing Contracts," *Mayer Brown* article, 28 September 2011.

"Tooling Around: Unprotected Sourcing Practices in China," *Mayer Brown* article, 28 September 2011.

"Business & Technology Sourcing Review, Issue 15," *Mayer Brown* newsletter, 30 September 2010.

"Human Resources and Personnel Issues in Chinese Sourcing Transactions," *Business & Technology Sourcing Review*, Issue 14, 12 February 2010.

"Going to China," *Business & Technology Sourcing Review*, Issue 14, 12 February 2010.

"Effective Enforcement of Contract Rights in Chinese Sourcing Contracts," *Business & Technology Sourcing Review*, Issue 14, 12 February 2010.

"Business & Technology Sourcing Review, Issue 14," *Mayer Brown* newsletter, 12 February 2010.

“Mayer Brown Business & Technology Sourcing Partner Geof Master Relocates to Asia to Lead Expansion of Practice Area in Region,” 9 October 2009.

“JSM Expands Business & Technology Sourcing Practice in Asia With Relocation of Geoffrey L Master,” *Mayer Brown* article, 9 October 2009.

“Human Resources and Personnel Issues in Chinese Sourcing Transactions,” *Business & Technology Sourcing Review*, Issue 13, 28 July 2009.

“Compliance With Law in Hedge Fund Outsourcings,” *Mayer Brown* newsletter, May 2007.

Speeches

“Contracting Cloud Services From a Legal Practitioner’s Standpoint,” Hong Kong University’s Cloud Computing Conference, 5–6 July 2013.

Outsourcing Success in 2013: Best Practices, Market Trends and Sourcing Strategies for Corporate Counsel (Hong Kong), 6 March 2013.

Next-Generation Facilities Management Outsourcing Strategies in the Asia Pacific Region, 7 November 2012.

“Universal Terms and Conditions—International,” Seminar for Sears and Kmart, 9 August 2012.

Supply Chain Webinar—Asia Supply Chain Insights, 16 July 2012.

Supply Chain Roundtable: Hong Kong Friday Breakfast Series 2012, Round V: Effective Enforcement of Contract Rights, 15 June 2012.

Supply Chain Roundtable: Hong Kong Friday Breakfast Series 2012, Round IV: Effective Product Development Contracting, 18 May 2012.

Outsourcing Success in 2012: Sourcing Strategies & Priorities for Corporate Counsel, 24 April 2012.

Supply Chain Roundtable: Hong Kong Friday Breakfast Series 2012, Round III: Key Sourcing Contract Considerations, 20 April 2012.

“IP in Sourcing: Protecting Your Most Important Assets,” Seminar for the American Chambers of Commerce, 30 March 2012.

Supply Chain Roundtable: Hong Kong Friday Breakfast Series 2012, Round II: Intellectual Property (IP) and Sourcing in China, 16 March 2012.

Supply Chain Roundtable: Hong Kong Friday Breakfast Series 2012, Round I: Maximizing Value in Your Sourcing Relationships, 17 February 2012.

Manufacturing and Development Services Outsourcing in China, 20 October 2011.

Sourcing Interest Group—Outsourcing Manufacturing and Development Services in China: Managing the Challenges in the Evolving Value Chain, 11 October 2011.

Outsourcing Critical Functions, Fall 2010: Trends, Market Knowledge, and Tactics to Keep You Ahead of the Game, 28 September 2010.

China Sourcing Summit 2010, 15 June 2010–17 June 2010.