

Curriculum Vitae

Todd M. Henke

Director
Longnecker & Associates

Executive Summary

Todd Henke joined the Longnecker & Associates team in 2007 and is a Director in L&A's future Denver, Colorado office, opening April 2017. Mr. Henke is a Certified Compensation Professional, Compensation Committee Certified and a member of WorldatWork. He holds a Bachelor's Degree in Marketing/Management from Texas Lutheran University. Prior to joining L&A, Mr. Henke was a mortgage banker for fifteen years and most recently, was the Executive Compensation Manager for Perrigo Company plc in the Grand Rapids, MI area. Mr. Henke is rejoining the L&A team with 10 years of executive compensation professional consulting and corporate management experience. Mr. Henke has provided compensation consulting for public, private and not-for-profit organizations with specific emphasis on the analysis and design of executive annual and long-term incentive compensation and non-executive director compensation programs. He has consulted with companies in the United States, Canada and Russia working with clients across a wide range of industries varying in size from \$1 million - \$25 billion.

Experience

- Design executive and employee total direct compensation packages including base salary, annual incentives, long-term incentives, perquisites, and all other compensation for public, private, and not-for-profit companies in the U.S. and Internationally;
- Board of Director compensation;
- Peer group analysis;
- Annual and long-term incentive plan design;
- CD&A drafting and review;
- Preparation and presentation of materials for compensation committee meetings;
- Conduct board of director boot camps;
- Conduct broad based compensation reviews that include job evaluation, job analysis, and job documentation (JR&C Process);
- Design market competitive compensation programs for companies involved in M&A activity and IPO's;
- Litigation support involving wrongful death, shareholder oppression, reasonable compensation, etc.;
- Provide guidance and research on ISS and Glass Lewis proxy voting guidelines and market trends in total direct compensation;
- Review and provide guidance on employment contracts, change-in-control scenarios, and death, disability and retirement provisions;
- Review and critique articles for publication in the WorldatWork WorkSpan Journal

Previous Experience

- Responsible for the preparation of meeting materials for the Remuneration Committee;
- Worked directly with the Committee Chair, outside compensation consultants, Finance, Legal, HR, IR, Operations and other areas to support all levels of executive and Board of Director compensation;
- Responsible for the development and management of the Company's executive leadership positions' total direct compensation and Board of Director compensation;
- Supported and managed the Company's CD&A process including drafting and ensuring proxy tables were accurate and compliant;

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- Assessed and monitored existing compensation programs to ensure a pay for performance philosophy while proposing new and innovative ideas to enhance executive compensation programs;
- Managed the global equity and long-term incentive compensation of all equity eligible employees while managing all necessary SEC Form Filings;
- Assessed and proposed total direct compensation packages for executive new hires, promotions, and domestic and foreign relocation's;
- Served as the subject matter expert on all executive compensation questions, practices, trends, and SEC compliance issues;
- Managed and supported the Company's M&A and divestiture projects and activity; and
- Managed tax related issues and compliance with outside vendors and consultants to ensure proper and effective tax treatment.

Awards & Honors

- Perrigo Company plc CEO Award for outstanding performance and dedication, December 2015
- Perrigo Company plc CEO Award for outstanding performance and dedication, January 2016
- Texas Monthly Magazine, Best Companies to Work for in Texas in small business division and finished within the top 3 for 2011 – 2015.
- Longnecker and Associates received in 2010, 2011 and 2012 "The Best Places to Work" award by *The Houston Business Journal* and ranked among the Top 10 in companies with less than 100 employees.

Education

Bachelor of Arts -Texas Lutheran University, Seguin, TX
Marketing/Management

Employment

Present

Director, Longnecker & Associates

Past

Executive Compensation Manager, Perrigo Company plc
Director, Longnecker & Associates
Senior Consultant, Longnecker & Associates
Transaction Management, New Century Capital Corporation
Transaction Management, Royal Bank of Canada Mortgage Corporation
Secondary Marketing Manager, Sterling Capital Mortgage Corporation
Financial Consultant, Mellon Mortgage Corporation

Professional Affiliations

Alleghen County United Way Board Member
Alleghen County United Way Personnel Committee Chairman
Alleghen County United Way Executive Committee Member
WorldatWork
National Association of Corporate Directors

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Certifications and Licenses

Certified Compensation Professional (CCP) through WorldatWork
Compensation Committee Certification (CCC) through ERI

Articles Authored

“Pay ‘em or Lose ‘em Ain’t a Myth”, by Todd M. Henke, Brent Longnecker, & Chris Crawford, Texas CEO Magazine, March 3, 2013.

“How do we Define Executive Pay”, by Todd M. Henke, Brent Longnecker, & Chris Crawford, The Corporate Board, January 31, 2013.

“How Full is Your Bucket, Discretion in Say on Pay: Yea or Nay”, by Todd M. Henke, Brent Longnecker, & Chris Crawford, Texas CEO Magazine, September 30, 2012.

“Motivating a Multigenerational Workforce in the 21st Century”, by Todd M. Henke, Business & Legal Reports – Compensation Ezine’s Featured Article, May 28, 2008.