Michael A. Wiseman

Skadden

Partner, New York

Executive Compensation and Benefits; Corporate Governance

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Education

J.D., Emory University School of Law

M.M., New England Conservatory of Music

B.M., San Francisco Conservatory of Music

Bar Admissions

New York

Michael Wiseman regularly represents both public and private companies in a range of industries and is frequently called upon to advise boards of directors, compensation committees, senior management teams and members of management on compensation matters arising both in the ordinary course of business and with respect to extraordinary events, including leadership transitions.

Mr. Wiseman is recognized as an up-and-coming leader and adviser in the financial services and fintech industries as a result of his extensive experience working on executive compensation and corporate governance matters. He frequently assists clients, including financial institutions, financial sponsors, founders and senior executives, in navigating complex and overlapping regulatory regimes and structuring sophisticated incentive arrangements.

Mr. Wiseman provides tax planning advice with respect to profits interests and other partnership compensatory instruments, as well as Sections 409A, 162(m) and 280G of the Internal Revenue Code. A significant portion of his practice focuses on advice related to various federal regulatory regimes, including banking regulatory requirements, SEC rules and disclosure requirements governing executive compensation, securities registration and exemption requirements, and compliance with NYSE and Nasdaq listing standards. Mr. Wiseman has authored or co-authored articles in various publications related to executive compensation in the context of mergers and acquisitions, SEC reporting and banking regulatory rules governing incentive compensation, in addition to regularly speaking at conferences and seminars on these topics.

Selected representative experience for Mr. Wiseman includes:

Fintech and Financial Services

- Augustus on its conditional approval from the Office of the Comptroller of the Currency (OCC) to establish Augustus Bank, N.A.
- Banc of California in its merger with PacWest Bancorp and its concurrent $400 million equity raise from Warburg Pincus and Cen-terbridge
- Bank of Hope in its acquisition of the Commercial Banking Unit of SMBC MANUBANK
- Brex in connection with Capital One Financial Corporation's definitive agreement to acquire the company in a stock and cash transaction valued at $5.15 billion
- Computershare Limited in the $720 million sale of its U.S. mortgage services business
- Dave, Inc. in various matters
- Erebor Bank in connection with the approval by the OCC to establish Erebor Bank, National Association and the approval for deposit insurance by the Federal Deposit Insurance Corporation
- eToro Group Ltd. in its planned merger with FinTech Acquisition Corp. V for an entity value of $10.4 billion. At the time of the deal's execution, this transaction would have been the fintech sector's largest-ever de-SPAC transaction
- First Carolina Financial Services in its initial public offering
- Flagstar Bancorp, Inc. in its $2.6 billion all-stock merger with New York Community Bancorp, Inc.

- Forbright, Inc. in its $150 million IPO of Class A common stock
- Global Indemnity in various matters, including its internal restructuring of its regulated and operational segments
- John Marshall Bancorp in its all-stock merger with Eagle Financial Services, the parent of Bank of Clarke
- Mercury in its application for and receipt of conditional approval from the OCC to establish Mercury Bank, N.A.
- The Middleby Corporation in its:
  - $885 million sale of a 51% stake in its residential kitchen business to affiliates of 26North Partners LP
  - separation into two independent, publicly traded companies through the tax-free spin-off of its food processing business, Midera Food Processing, Inc.
- Nasdaq in its:
  - sale of the Nasdaq Metrio platform to osapiens
  - acquisition of LeveL Markets, a leading off-exchange equity execution venue
- New York Community Bancorp in its recapitalization via a capital raise led by Liberty Strategic Capital, Hudson Bay and Reverence Capital
- OpenReserve in its application for and receipt of conditional approval from the OCC to establish OpenReserve Bank, N.A.
- Pagaya Technologies Ltd. in its business combination with EJF Acquisition Corp.
- Stonepeak in its acquisition of the transportation finance and vendor finance businesses of BMO Financial Group, which include a combined loan and lease portfolio of $10.57 billion (C$14.5 billion) in the U.S. and Canada, with BMO reinvesting for a 19.9% minority interest
- Sumitomo Mitsui Banking Corporation in its sale of SMBC Rail Services to ITE Management
- Visa in its $2.4 billion acquisition of fraud intelligence provider BioCatch
- Waldencast plc in the sale of its Obagi Medical dermatological skincare and aesthetics business to Bridgepoint Group plc
- Zurich Insurance Group in the $600 million sale of its personal travel insurance business to AIG

Public Company Matters

- Achillion in its sale to Alexion for up to $1.225 billion
- Altice International in the pending $1 billion sale of its global video advertising platform Teads SA to U.S.-based ad tech company Outbrain Inc.
- American Express Global Business Travel in its:
  - $6.3 billion acquisition by General Catalyst and Alpha Wave-backed Long Lake Management
  - $5.3 billion business combination with Apollo Strategic Growth Capital, pursuant to which American Express Global Business Travel became the world's largest publicly traded B2B travel platform
  - acquisition of CWT
  - acquisition of Egencia from Expedia Group
  - acquisition of Ovation Travel Group
- ArQule in its sale to Merck for $2.7 billion
- Aspirational Consumer Lifestyle Corp. in its $2.1 billion merger with Wheels Up Partners Holdings LLC
- Dover Corporation in various matters, including the $2 billion sale of its environmental solutions group to Terex
- DuPont in its $11 billion sale of the majority of DuPont's mobility and materials business to Celanese and its $2.3 billion acquisition of Laird Performance Materials
- Endo International plc and Endo Health Solutions in various matters, including the $540 million acquisition of BioSpecifics Technologies Corp.
- Exact Sciences in its acquisition by Abbott for a total equity value of approximately $23 billion
- Fortive in its tax-free spin-off of Vontier
- GE Vernova in its:
  - $9 billion acquisition of Trench Group from Triton Partners
  - $5.28 billion acquisition of the remaining 50% stake in the Prolec GE joint venture
- Granite Point Mortgage Trust Inc. (a REIT) in matters relating to its internalization of management
- Honeywell International Inc. in its $1.3 billion acquisition of Sparta Systems, Inc. from New Mountain Capital
- International Paper Company in its initially unsolicited, but subsequently agreed upon, $9.9 billion competitive takeover of DS Smith Plc

- Social Capital Hedosophia in various transactions, including its $4.8 billion merger with Opendoor Labs
- WABCO Holdings Inc. in its $7 billion acquisition by ZF Friedrichshafen AG
- Worldpay in its $43 billion merger with FIS
- WSP in its $3.3 billion acquisition of TRC Companies and its $1.8 billion acquisition of Power Engineers Inc.

Private Transactions and Financial Sponsors

- Acrisure, LLC in its $1.1 billion acquisition of Heartland Payroll Solutions, Global Payments' payroll business
- The AES Corporation in its $33.4 billion enterprise value going-private acquisition by a consortium led by Global Infrastructure Partners and the EQT Infrastructure VI Fund
- Astreya Partners, a leading platform-led AI-first global IT services provider, in its acquisition by Cognizant Technology Solutions
- Black Diamond Capital Management, L.L.C., along with InvestIndustrial, in their $425 million acquisition of the phenolic specialty resin, hexamine and European forest products resins businesses of Hexion Inc.
- Convera in its $910 million acquisition of Western Union Business Solutions
- Corient in various matters, including its:
  - $8.66 billion take-private acquisition of Corient (and CI Financial) by an affiliate of Mubadala Capital
  - acquisitions of Stonehage Fleming and Stanhope Capital Group to create a $430 billion independent ultra-high-net-worth wealth manager
- Dayco, LLC in connection with its sale to private equity firm Hidden Harbor Capital Partners
- Downtown Music Holdings LLC in its $775 million acquisition by Virgin Music Group
- Hanwha Life in its acquisition of a majority stake in Velocity Clearing
- JAB Holding Company-sponsored National Veterinary Associates in its $1.1 billion acquisition of SAGE Veterinary Centers from Chicago Pacific Founders and its $1.65 billion acquisition of Ethos Veterinary Health from BBH Capital Partners (including its subsequent hospital divestitures to Nordic Capital-sponsored United Veterinary Care and Percheron Capital-sponsored Veritas Veterinary Partners)
- Kraken Technologies Limited in connection with its spin-out from Octopus Energy at a $8.65 billion valuation
- L Squared Capital Partners in its acquisition of Kano Laboratories Inc., a manufacturer of premium industrial penetrants and synthetic greases, from Gryphon Investors LP
- Mubadala Capital in various matters, including its strategic investment from Apollo Global Management, Inc.
- SDC Capital Partners in its acquisition of a majority stake in Fatbeam Holdings, LLC

Blockchain and Digital Assets

- American Bitcoin in various matters
- Bitcoin Standard Treasury Company in connection with its business combination with Cantor Equity Partners I, Inc.
- Crypto.com in its $6.42 billion business combination with Yorkville Acquisition Corp. and Trump Media & Technology Group Corp. to establish Trump Media Group CRO Strategy, Inc.
- The Ether Reserve, LLC in the formation of The Ether Machine, Inc. through its $1.5 billion merger with Dynamix Corporation. As a result of the merger, the newly formed company, The Ether Machine, Inc., will become publicly traded
- Gemini Space Station in various matters, including its initial public offering
- Hut 8 Corp. in various matters, including its majority-owned subsidiary American Bitcoin's going-public transaction with Gryphon Digital Mining, Inc.

Management Representations and Transitions

Mr. Wiseman regularly represents founders, management teams and senior executives of venture capital and private equity-backed companies in the context of mergers and acquisitions and IPOs. Mr. Wiseman also represents public company boards of directors, special committees and senior management, including many in the *Fortune* 100 and *Fortune* 500, in transitions of chief executive officers and senior management. Most of his management representations are confidential. An illustrative list of recent representations includes:

- Howard Marks, co-founder and chairman of Oaktree Capital Management, in connection with the sale to Brookfield Corporation and Brookfield Asset Management of the more than 25% remaining stake of Oaktree which it had not previously acquired
- Lionel Messi in his agreement to play for Major League Soccer club Inter Miami CF
- the management team of Aptean, Inc., a global provider of mission-critical enterprise software solutions backed by TA Associates and Charlesbank Capital Partners, in the strategic investment in Aptean by Insight Partners and exit of Vista Equity Partners

- the founders and controlling stockholders of Asklepios BioPharmaceuticals, Inc. (AskBio) in the sale of AskBio to Bayer AG for $2 billion upfront and up to $2 billion in contingent consideration upon the achievement of certain milestones
- the management team of Pattern Energy Group Inc., led by CEO Michael Garland, in the $6.1 billion take-private of Pattern by Canada Pension Plan Investment Board and the concurrent combination with Pattern Energy Group Holdings 2 LP (Pattern Development)
- the founder of Sprout in its recapitalization and majority investment by Recognize
- a $100 billion retail company in the appointment of its chief executive officer
- a $90 billion fintech in the appointment of its chief executive officer
- a $50 billion retail company in the appointment of senior management
- a $35 billion fintech in the appointment of senior management
- a $20 billion financial data company in the appointment of its chief executive officer and other senior management

In recognition of his work, Mr. Wiseman has been named to *Chambers USA* in its Employee Benefits & Executive Compensation category, as well as honored as one of *Best Lawyers*' Ones To Watch in America and one of *Lawdragon*'s 500 Leading Corporate Employment Lawyers.

Mr. Wiseman is actively involved in Skadden's training, recruiting and mentoring programs and has provided *pro bono* legal services to a variety of clients, including with respect to immigration and bankruptcy matters. He also is the co-author of an ongoing series of articles on *Bloomberg Law* that explore executive compensation considerations arising in M&A transactions.

A cellist, Mr. Wiseman spent several years prior to practicing law playing in professional orchestras and conservatories.

Selected Publications

"2026 Compensation Committee Handbook," *Skadden Publication*, 2026

"IRS Issues Initial Guidance Regarding Trump Accounts, Including Employer Contributions Pursuant to a Trump Account Contribution Program," *Skadden Publication*, December 10, 2025

"ISS Announces Benchmark Policy Updates for the 2026 Proxy Season," *Skadden Publication*, December 3, 2025

"SEC Signals Coming Changes to Executive Compensation Disclosure," *Skadden Publication*, June 30, 2025

"IRS Announces Proposed 162(m) Regulations Defining the Scope of Expanded Covered Employees," *Skadden Publication*, January 17, 2025

"ISS Issues Updated FAQs on US Executive Compensation Policies for 2025," *Skadden Publication*, January 9, 2025