

John S. Sawyer 3209 Lyon Court Lexington, Kentucky 40513

Founder and Principal of Merrion Law Group, headquartered in Lexington, Kentucky, and currently serving as General Counsel for Growers Edge Financial, Inc., an agriculture technology and financial firm (Growers Edge).

John was a founder and principal of the law firm Sawyer & Glancy PLLC, headquartered in Lexington, from 1997 through early 2006. (Sawyer & Glancy merged with Frost Brown Todd in May 2006.) Before working with FSC, John:

- spent nine years with Cerberus Operations and Advisory Company, LLC (a New York private equity firm),
- spent 19 years with the law firm Greenebaum Doll & McDonald, PLLC (from 1978 to 1997) becoming a partner in 1988,
- spent five years as outside counsel and advisor to Toyota Motor Manufacturing North America handling legal and financial projects for Toyota in North America and Europe,
- spent two years as Managing Director with Atlas Mara, a bank holding company traded on the London Stock Exchange with operations in seven countries in Sub-Sahara Africa.
- spent three years as lead Outside Counsel for Atlas Merchant Capital, primarily serving to oversee European bank and financial services investments for the Firm in France, Greece, Italy and the UK, and
- spent two years serving as General Counsel for Financial Services Capital Partners LLP serving to oversee start-up of a sector-specific (digital fintech) private equity fund in London with investment focus on legacy financial institutions in Europe.

John has experience in corporate finance, debt and equity financing and structuring venture capital investments and 40 years' experience in corporate law as a transactional lawyer specializing in automotive manufacturing, bank financing, venture capital, bankruptcy and workouts.

As counsel, John has represented a variety of financial institutions in connection with asset-based lending in U.S. and has represented both buyers and sellers in a wide range of transactions, including divestitures and acquisitions, financing and private placement work. Industries include energy, health care, pharmaceuticals, manufacturing, consumer goods and telecommunications.

With Cerberus, John worked both as counsel and as an advisor on the restructuring and sale of Chrysler, the divestiture through Chapter 11 of a paper manufacturing portfolio company (including a Canadian CCAA process to facilitate the sale of a large mill), the restructuring and sale of our multi-national software company based in London, the restructuring of an interactive gaming company also based in London, and the due diligence efforts for a variety of potential auto industry investments in North America, Europe and China.

John has specific experience representing automotive manufacturers and automotive supply companies in purchasing, supplier activities, investment transactions and a variety of acquisitions and divestitures. For over 20 years, until mid-2008, John was involved as outside counsel and a financial consultant on behalf of a Toyota Motor Engineering & Manufacturing North America, Inc. ("TEMA"). His work included evaluating the operational and financial status and stability of the vendors who comprise the TEMA supply base for all North American manufacturing operations.

John worked extensively in Europe for 12 years, coordinating the legal work on a variety of projects for Cerberus including the acquisition through a receivership of an Irish waste company (involving extensive work with the Irish EPA), the divestment of a large London-based Point of Sale software company with business units throughout Western Europe, the negotiation of a detailed settlement for Cerberus following the sale of a Norway-based cruise line and the hive out of the interior plastics business of an international automotive supplier into a new standalone business with operations in 14 countries, the transaction centered in Paris, France.

At Atlas Mara, John was Managing Director of Special Projects and worked on US and European equity financing for the Atlas Mara banking system in nine sub-Sahara countries. John also led restructuring initiative for the Atlas Mara bank network generally, and the bank it owned in Zimbabwe, specifically.

At Atlas, John has led the transactional work on a capital raise for a challenger bank in Greece owned by Atlas; an investment for Atlas in an Italian SPAX that owned an extensive Italian bank NPL position; the investment by Atlas in the largest investment advisory services company in France (serving all of continental Europe), a take-private transaction for Atlas involving an investment management company in the UK, and a capital raise for a digital bank platform in England to be acquired by Atlas.

As General Counsel to FSC, a start-up private equity firm based in London focused on the European financial services industry, John was asked to lead the legal side of the start-up. FSC deploys operating experience and enabling technology tools as the thesis for its portfolio and investment platform. John led the legal work on the first four investment positions of FSC in Europe as well as the initial round of equity investment that seeded FSC. John stepped down as General Counsel once the fund raising was completed.

Currently, John is serving as investment advisor to the President for Space Tango, LLC ("Space Tango"). John and his partners are primary investors in Space Tango, and John served on the board for seven years, stepping down at the end of 2023. Space Tango is a primary supplier of flight services to NASA and others (working in part with Space X) as part of the ongoing resupply missions to the International Space Station. The company is pioneering commercial manufacturing in space utilizing the development of its proprietary microgravity research and manufacturing systems. Space Tango partners with companies that need proprietary payload services on the International Space Station for applications such as fiber optic cable, carbon nanotubes, stem cell research and retina implant proteins. These products will be manufactured in low earth orbit by Space Tango.

At Growers Edge, John works with the management team and investors to help frame and documents innovative agriculture solutions for the rural economy. He helped lead the 2025 capital raise for Growers Edge, and the completion new crop plan warranty, mortgage financing and input financing products for the company, as well as structuring joint ventures between Growers Edge and a number of agriculture partners.

John and Brenda were youth sponsors at Southland Christian Church, Lexington, Kentucky for over 20 years, and John also served as a trustee for Christ In Youth (CIY), a Joplin, Missouri based youth organization that provides conferences, service projects, and mission trips for young people in the United States and overseas. John and Brenda headed up faith-based mission trips to Northern Ireland for over a decade and are currently active with Musana Community Development Organization, a faith-based charity operating hospitals, primary and secondary schools and empowerment centers in multiple locations in Uganda. John serves on the board of Musana and works on social impact investing initiatives for capital projects at the three Musana campuses.

John and his partners have been business owners, beginning in 1991 with the acquisition of Sardinia Concrete Company, a redi-mix company based in Cincinnati, Ohio and shortly thereafter Superior Coatings, LLC, a coatings and metal finishing business located in Elizabethtown, Kentucky. In addition, John and his partners formed Atera Partners, a limited liability company offering business consulting and private capital funding. Atera projects have included Kentucky Aeromedical Transportation, LLC, a medical helicopter ambulance business based in Lexington; Source Technologies LLC, a Lexington-based company that specializes in environmental remediation and municipal wastewater treatment, industrial pre-treatment activities and environmental restoration; Vaughn Steel, LLC, a company with operations in Phoenix, Arizona that provides sourcing and delivery of raw steel to the concrete reinforcement industry; and Monessen Hearth Systems Company, Inc., a Paris, Kentucky company that designs and manufactures high-quality vented and vent-free fireplaces systems and ancillary items. All of these investments have been sold, with the exception of Source Technologies.

John holds a bachelor's degree in marketing and advertising from Indiana University (1975) and a J.D. (*Juris Doctor*) from the University of Kentucky law school (1978), and is a member of the Order of the Coif society.