Job Description

Job Title: IP & Commercial Counsel

Department: Legal

Location: Ghlin, Belgium

Reports To: General Counsel EMEA & Asia Pac

Job Grade: [TBD]

Purpose and Scope of the role

To ensure the provision of consistently high-quality, business appropriate legal solutions in two key areas:
- The exploitation and protection of the Group’s intellectual property portfolio, including the management of development relationships with third parties; and
- The commercial trading arrangements of the Group business in EMEA and AsiaPac (the “Region”).

The role will also provide support on the day to day legal issues arising in the Group Belgian operations.

Vesuvius business

Vesuvius is a global leader in molten metal flow engineering principally serving the steel and foundry industries. The Company develops innovative and customised solutions, often used in extremely demanding industrial environments, which enable our customers to improve their manufacturing processes, enhance product quality and reduce energy consumption. These include flow control solutions, advanced refractories and other consumable products and – increasingly – related technical services including data capture. The core competitive strengths of Vesuvius are its market and technology leadership, strong customer relationships, well established presence in developing markets and global reach.

The Company has a worldwide presence, serving customers through a network of low-cost manufacturing plants located close to their own facilities, and by embedding industry experts within customer operations.

The Vesuvius Group

Vesuvius plc became an independent company through the demerger of Alent plc from Cookson Group plc in December 2012. Vesuvius has a well-defined strategy for profitable growth (both organically and by targeted acquisition), with a focus on molten metal engineering. Vesuvius reported revenues of £1.68bn in 2017, with a trading profit of £165m. The Company is headquartered in London, and has 66 production sites in 26 countries, and 88 sales offices, having a presence in 37 countries around the world. The Vesuvius Group employees approximately 11,000 people. Vesuvius plc is a public limited company - and a constituent of the FTSE 250 - with its entire share capital admitted to trading on the Official List of the London Stock Exchange.

R&D and Intellectual Property management at Vesuvius

In 2017, Vesuvius spent £33m (representing approximately 2% of revenue) on Research & Development, and gained 14.5% of its revenue from sale of products launched within the previous 5 years. The reinforcement of Vesuvius’s technological leadership remains a key pillar of the Group’s strategy, keeping the business ahead of competition through technology breakthroughs. This is supported internally by R&D teams embedded in each of the business units, spread across the globe. Ghlin is the home of part of the Group’s Flow Control R&D team, with the business units head of marketing and technology based in Ghlin.

Vesuvius employs an Intellectual property team independent from the legal department, reporting to the Chief Technology Officer. Within the Steel division, this team is based in Ghlin, Belgium and in Pittsburgh, USA, and is
responsible for the registration, protection and exploitation of the Group’s intellectual property, as well as setting strategy for its management. The team in Ghlin comprises [ ] individuals, with a focus on the Steel Division, similar to the team of [4] individuals based in Pittsburgh. The Group’s Foundry Division IP protection is managed in house, with the legal aspects outsourced to patent counsel. However, the role of the IP & Commercial Counsel could be expected to cover legal work pertaining to both Steel and Foundry Division IP.

At year-end 2017, overall Vesuvius has a portfolio of 156 patent families, 1,569 granted patents with 518 applications pending, and maintained a portfolio of more than 4,500 trademarks globally.

Job Description

The IP & Commercial Counsel shall first serve and support the Ghlin-based Steel Division IP team in joint development, collaboration and other arrangements pertaining the Group’s intellectual property. In this role, the IP & Commercial Counsel with be the primary interface between the legal team and the IP team in respect of Steel Division IP. However, he will also be responsible for drafting and negotiating commercial contracts necessary to support the trading of the Vesuvius business in EMEA & Asia Pac. The role will also encompass advising on other corporate matters across the broad range of general legal advisory work customary in an in-house role as they pertain to the Group’s Belgian business, and from time to time will also involve assisting on specific projects detailed by the Group General Counsel.

The IP & Commercial Counsel’s key internal clients will be the intellectual Property Manager, based in Ghlin and the members of her team, as well as members of the wider IP team across the Steel and Foundry divisions. In trading and commercial matters, the key relationships will be with the European commercial teams and the European business vice presidents. The post will require interaction with the in-house legal team, external legal counsel and other advisers, and will require the willingness to travel across the Region to deliver the role.

Legal Team Background

The legal team in Vesuvius is well established, and since September 2013 has been led by a combined General Counsel/Company Secretary based in London. It comprises 7 lawyers, situated across the business in the US, China, UK, France and Brazil, together with 2 further staff, based in London, assisting with the team’s corporate compliance responsibilities. The Head office also contains a Secretariat comprising a Deputy Company Secretary, Assistant Company Secretary and Company Secretarial Assistant. The work of the legal team is broadly separated into three geographical areas: the Americas, China and Europe/RoW – and lawyers in each of these geographies cover the work generated by both of the Group’s divisions – Steel (Vesuvius) and Foundry (Foseco).

Reporting

The IP & Commercial Counsel will report to the General Counsel EMEA & Asia Pac, based in France.

Key Capabilities

The in-house legal team in Vesuvius acts as a trusted advisor, facilitating business development whilst managing legal and regulatory risk.

The candidate needs to be able to make strong and effective business relationships both with peers and senior management. He/she should have superior analytical skills, keen organisational skills and be quick to grasp new concepts and apply them to business situations. He/she will need to manage strategic issues without losing sight of the detail, and be able to exercise fine judgement in the balance of legal risk and commercial benefit. The candidate will have a strong grasp of relevant intellectual property legal issues and practice, the willingness to ‘keep current’ and the ability to communicate complex and unfamiliar concepts to business leaders. The candidate should take responsibility for projects, setting targets and delivering them, moving matters forward with minimal supervision and communicating effectively to stakeholders. He/she should be able to think laterally in a business
context to get practical and legally compliant results – understanding the commercial agenda and analysing the legal and regulatory issues that pertain to it.

Direct reports
The role has no direct reports.

Financial responsibility (budget, revenue, assets)
The Legal budget for the role will be set in coordination with GC EMEA & AsiaPac, though is expected to predominantly cover the instruction of external legal counsel as appropriate.

Dimensions of Position
Responsibility for the delivery of legal services and management of legal risk, with a focus on intellectual property within the Region – advising, protecting and supporting the business in the execution of its commercial ends. Ensuring compliance with legal management policies and reporting of activities, management of external counsel and other advisers, liaison with senior management, and supervision and direction of direct reports.

Key result Areas
IP: Ensure full review and approval of legal documentation with third parties to exploit, generate and protect the rights of the Group
Commercial contracts: Ensure full review and approval of all relevant legal documentation entered into by entities in the Region as they pertain to the execution of the commercial ends of the legal entities. Support the business in negotiations
Disputes and contentious issues: Give support to the business units in the Region regarding commercial disputes and dispute resolution procedures, particularly as they pertain to intellectual property
Other legal issues: Act as the first point of reference for Employment, real estate, environmental and other corporate issues in respect of the Belgian business
Corporate/Other: Assist the General Counsel EMEA & Asia Pac in the discharge of his duties in special projects, as identified
External support: Recommend, manage and coordinate the appointment of external legal counsel where necessary within the scope of his/her remit, agree their remuneration, monitor work output and communicate it clearly to the business
Compliance: Ensure the implementation and operation of corporate and legal function policies and procedures, for the review, approval, execution and storage of relevant legal records
Legal Team: Support the development of the legal team in the continuing improvement of service delivery

Main Interactions – Internal

<table>
<thead>
<tr>
<th>Contact</th>
<th>Frequency</th>
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</thead>
<tbody>
<tr>
<td>General Counsel EMEA &amp; Asia Pac</td>
<td>Daily, Weekly</td>
</tr>
<tr>
<td>Intellectual Property Manager, Ghlin</td>
<td>Daily, weekly</td>
</tr>
<tr>
<td>Commercial managers</td>
<td>Daily, weekly</td>
</tr>
<tr>
<td>Vesuvius regional Legal Team members</td>
<td>Daily</td>
</tr>
</tbody>
</table>

Main interactions – External Contacts

<table>
<thead>
<tr>
<th>Contact</th>
<th>Frequency</th>
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</thead>
<tbody>
<tr>
<td>External Counsel</td>
<td>As necessary</td>
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<tr>
<td>Other service providers</td>
<td>As necessary</td>
</tr>
<tr>
<td>Regulators &amp; Government officials</td>
<td>As necessary</td>
</tr>
</tbody>
</table>
Qualifications
- Master’s degree or equivalent
- Language skills: High level fluency in English is essential. Other languages beneficial

Experience
- At least 3 years’ experience in legal practice, with experience from a top tier law firm. In-house experience gained in a multinational organisation will be considered favourably.

Skills and Behaviour
- Clear attention to detail and personal drive to produce consistently accurate work
- Ability to express complex issues in both oral and written form
- Strong interpersonal and negotiation skills
- Ability to develop productive working relationships at all levels of the business
- Understanding the commercial challenges of the business and developing solutions that add value
- Recognising and promulgating exemplary ethical behaviour and business practices, supporting the business’ ethos and aims and values, including the ability to be sensitive with confidential information
- Controlling expenditure against budgets
- Ability to deal flexibly with the unexpected and ambiguous situations, finding clear and straightforward solutions
- Ability to manage conflicting time demands and work under pressure.
- Communicate the role and value of the in-house legal team, manage and meet the requirements of internal clients and increasing the quality of service delivery
- Determined, team player, supporting other team members, and providing constructive feedback on performance

Problem Solving and complexity
- Defining strategies to improve problem identification and resolution processes in area of expertise.
- Interacting with other disciplines when developing and proposing solutions, often managing competing requirements
- Managing issue identification and problem resolution processes.

Date
June 2018