

JESSICA L. CUMBEE

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EXECUTIVE SUMMARY

Chief Legal Officer, General Counsel, and Corporate Secretary with 14+ years of executive legal, governance, regulatory, and enterprise leadership experience across consumer finance, automotive lending, FinTech, capital markets, and publicly traded companies. Trusted strategic advisor to CEOs, executive leadership teams, and Boards of Directors on enterprise legal strategy, corporate governance, regulatory affairs, risk management, M&A, financing transactions, and business transformation. Proven record leading legal and compliance functions across complex, highly regulated environments, including nationwide consumer finance operations, public-company governance, SEC reporting, capital markets, strategic transactions, and enterprise compliance transformation. Recognized for translating complex legal and regulatory requirements into commercially focused strategies that enable growth, protect enterprise value, and strengthen organizational resilience.

EXECUTIVE LEADERSHIP POSITIONING

Chief Legal Officer | General Counsel | Corporate Secretary | CEO & Board Advisor | Public Company Governance | Financial Services Legal Strategy | Regulatory Transformation | M&A & Capital Markets

AREAS OF EXPERTISE

- | | | |
|------------------------|-------------------------|------------------------|
| •Corporate Governance | •Corporate Transactions | •SEC Compliance |
| •Regulatory Compliance | •Contract Negotiation | •Consumer Finance |
| •Legal Strategy | •Enterprise Leadership | •Human Resources |
| •Risk Management | •Capital Markets | •Litigation Management |
| •Board Advisory | •Mergers Acquisitions | •Licensing Strategy |

PROFESSIONAL EXPERIENCE

AMERITRUST AUTO LLC

Fort Worth, TX

SVP of Compliance and General Counsel, CHR Officer

Publicly Traded Automotive FinTech | Toronto Stock Exchange (TSX) 08/2025 to Present

Serve as the senior legal, compliance, and human resources executive, advising the CEO and leadership team on enterprise legal strategy, regulatory compliance, governance, and operational growth initiatives.

- Lead enterprise legal and compliance strategy across finance, dealership, and servicing operations, overseeing nationwide licensing, regulatory requirements, and consumer finance compliance across all 50 states.
- Designed and implemented the company's Compliance Management System (CMS), establishing policies, controls, monitoring processes, and governance frameworks to support regulatory compliance and operational scalability.
- Directed legal support for the relaunch of the company's national leasing platform, including development of 50-state lease agreements, closing documentation, corporate policies, financing activities, and the approximately \$40M LIFE Offering.
- Advise the CEO and executive leadership on enterprise legal risk, regulatory strategy, governance, financing initiatives, and business growth, translating complex legal and regulatory considerations into commercially focused decisions.

OCTANE LENDING, INC.

Irving, TX

Senior Compliance Counsel

06/2024 to 07/2025

Served as Senior Compliance Counsel for a high-growth FinTech lending platform, providing legal and regulatory guidance to executive leadership and supporting enterprise compliance, governance, and risk management initiatives.

- Served as primary legal and compliance advisor for the company's headquarters, partnering with executive leadership and the C-Suite Oversight Committee on regulatory strategy, governance, and enterprise risk matters.
- Built and managed the Compliance Management System (CMS) for Octane Lending and 24 subsidiaries, including securitization trusts, strengthening compliance oversight, policies, controls, and regulatory readiness.
- Directed compliance support for whole loan sales, forward flow transactions, and licensing requirements across 25 legal entities operating in all 50 states, Washington D.C., and Puerto Rico.

SKY AUTO FINANCE LLC,

Boca Raton, FL

Fractional Compliance Counsel

04/2024 to 06/2025

Provided legal and regulatory support for title lending operations, advising business teams on consumer finance compliance, licensing, risk management, and operational requirements.

- Drafted and implemented title loan agreements for Florida and Texas, ensuring compliance with applicable state lending regulations and consumer finance requirements.
- Managed state licensing activities across Florida and Texas, supporting regulatory compliance and operational readiness.
- Developed compliance policies and procedures while advising servicing, collections, and customer support teams on regulatory obligations and consumer protection requirements.

CAR CAPITAL TECHNOLOGIES, INC.

Grapevine, TX

General Counsel, Corporate Secretary, Chief Human Resources Officer and Compliance Officer

09/2021 to 04/2024

Served as a key member of the executive leadership team, providing legal, compliance, governance, human resources, and risk leadership while advising the CEO and Board of Directors on strategic growth, regulatory matters, and corporate initiatives.

- Served as the senior legal and compliance executive, overseeing enterprise legal strategy, corporate governance, licensing, regulatory matters, employment issues, and compliance operations while reporting directly to the CEO and Board of Directors.
- Directed nationwide legal and regulatory operations, including 50-state licensing, consumer finance compliance, portfolio audits, e-OSCAR reporting, litigation oversight, and adherence to TILA, FCRA, UDAAP, and other federal and state regulations.
- Led strategic transactions and financing activities, including acquisition of a lead generation company, four preferred equity financings exceeding \$50M, \$10M in convertible notes, and three funding facilities exceeding \$200M.
- Served as a strategic advisor to the CEO and Board on enterprise risk, corporate governance, capital strategy, regulatory matters, and organizational growth, integrating legal, compliance, human resources, and business priorities at the executive level.

PHOENIX BUSINESS CONSULTING, LLC

Dallas, TX

Founder & Principal Consultant

01/2020 to 09/2021

Founded and led an executive consulting firm providing legal, compliance, operational, human resources, and regulatory advisory services to financial institutions and automotive finance organizations.

- Established Phoenix Business Consulting following senior in-house legal and compliance leadership roles, providing interim and advisory executive support to financial services and automotive finance organizations.
- Advised executive leadership teams, banks, finance companies, dealerships, title lenders, and ancillary service providers on regulatory compliance, operational strategy, risk management, and business improvement initiatives.
- Served as Interim Chief Operating Officer for two finance companies, providing executive oversight of operations, process optimization, organizational effectiveness, and strategic initiatives during leadership transitions.

GANAS HOLDINGS, LLC (DBA TRICOLOR, GANAS & GANAS YA! DEALERSHIPS)

Dallas, TX

General Counsel, Chief Compliance Officer, and Human Resources Officer

04/2018 to 12/2019

Served as a senior executive leader for a diversified holding company operating 30+ automotive dealerships and affiliated financial services businesses, overseeing legal, compliance, governance, human resources, transactions, and enterprise risk functions.

- Directed enterprise legal strategy, regulatory compliance, corporate governance, commercial agreements, consumer finance matters, and legal operations while advising executive leadership on strategic business initiatives.
- Led mergers and acquisitions, financing transactions, warehouse facilities, corporate debt arrangements, portfolio acquisitions, leases, and licensing initiatives supporting business expansion and operational growth.
- Built and implemented a CFPB-aligned Compliance Management System (CMS), overseeing compliance testing, state audits, remediation efforts, dealership reviews, PCI/Information Security compliance, and company-wide compliance training.

AMERICAN CREDIT ACCEPTANCE, LLC

Spartanburg, SC

Counsel and Compliance Officer, Spartan Financial Partners

06/2016 to 04/2018

Served as legal and compliance advisor for Spartan Financial Partners, a division of American Credit Acceptance, supporting commercial lending operations, consumer finance compliance, regulatory oversight, and risk management initiatives.

- Managed legal operations as the primary advisor to the division, overseeing consumer finance matters, commercial agreements, contract negotiations, regulatory compliance, litigation, and legal risk management.

- Drafted and negotiated complex lending documentation, including credit agreements, amendments, waivers, forbearance agreements, workout documents, and purchase agreements supporting bulk retail installment contract transactions.
- Developed and implemented compliance programs addressing TILA, FCRA, UDAP, servicing, collections, and consumer protection requirements while supporting state regulatory examinations, including a CFPB examination, and 50-state contract reviews.

GLACIER OIL AND GAS CORP. (F/K/A MILLER ENERGY RESOURCES, INC. (NYSE: MER)

Knoxville, TN

Associate General Counsel, Director of Human Resources,

05/2012 to 06/2016 **Corporate Secretary**

Supported the General Counsel as a senior legal executive, overseeing corporate transactions, securities matters, financing activities, governance, human resources, and enterprise risk management for a publicly traded energy company.

- Managed complex corporate legal matters, including mergers and acquisitions, dispositions, joint ventures, commercial agreements, restructuring initiatives, due diligence, and strategic business transactions.
- Led SEC and public company compliance activities, including preparation of Forms 3, 4, 8-K, 10-Q, and 10-K filings, proxy matters, NYSE delisting proceedings, OTC transition, and regulatory matters.
- Negotiated and documented significant equity and financing transactions, including public preferred stock offerings, equity issuances, capital lease financing, and credit facilities exceeding \$700M.
- Supported Board and corporate governance activities as Corporate Secretary, coordinating governance matters, public-company compliance, executive-level legal support, and corporate records.

EDUCATION

JURIS DOCTOR (J.D.): LAW

05/2012

University of Tennessee School of Law, Knoxville, TN

BACHELOR OF ARTS: SPANISH; LATIN AMERICAN AND CARIBBEAN STUDIES

05/2009

College of Charleston, Charleston, SC

Academic Honors & Leadership:

- Graduated **summa cum laude**
- Captain, Women's Track & Field Team
- President, Student Athlete Board

BAR ADMISSIONS & LICENSES

- Tennessee State Bar Admission
- South Carolina State Bar Admission
- Texas Bar Admission (Application Pending)
- Notary Public, State of Texas

CERTIFICATIONS & PROFESSIONAL DEVELOPMENT

- Certified Consumer Credit Compliance Professional (National Automotive Finance Association)
- SHRM-CP Certification Completed (Exam Pending)
- Certified Regulatory Compliance Manager Program Completed (ABA Fundamental and Intermediate Schools, Exam Pending)

SELECTED EXECUTIVE TRANSACTIONS & ACHIEVEMENTS

- Negotiated and executed more than **\$185M in debt financing facilities**, including \$20M, \$150M, and \$15M senior secured credit facilities, amendments, covenant waivers, and restructuring initiatives supporting company growth and financial stability.
- Led complex capital markets and equity transactions, including SAFE financings, preferred stock issuances, convertible notes totaling **\$7.25M**, warrant issuances, treasury stock transactions, and a **\$40M Listed Issuer Financing Exemption (LIFE) Offering**.
- Managed strategic corporate transactions, including formation of three special purpose vehicles (SPVs), portfolio servicing transfers, multiple debt sale agreements, portfolio sale transactions, and acquisition of lead generation technology through equity consideration.
- Built and implemented a CFPB-aligned Compliance Management System from the ground up, establishing policies, procedures, employee training programs, complaint management processes, and audit frameworks to support enterprise regulatory compliance.
- Led major organizational initiatives, including recruiting and hiring more than **200 employees**, establishing diversity and inclusion initiatives, creating employee option pools totaling more than **100M shares**, and restructuring workforce operations resulting in significant cost savings.