



Todd Rahn

Senior Managing Director, SEC & Accounting Advisory/ESG & Sustainability Co-Leader
Forensic & Litigation Consulting

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Education

B.B.A., Accounting,
University of Georgia

Certifications

Certified Public Accountant,
California, Georgia and New
York

Professional Affiliations

American Institute of
Certified Public Accountants
California Society of Certified
Public Accountants

Todd Rahn co-leads FTI's SEC & Accounting Advisory and ESG & Sustainability practices, leveraging more than 25 years of audit, accounting and advisory experience to deliver first-hand, deep technical knowledge to assist public and private companies. Todd and his diverse team of professionals bring decades of experience to management teams to address US GAAP, IFRS, and auditing standards, operational challenges including developing the structure and strategy of the finance organization, obtaining financing and providing best-level reporting, including in an initial public offering (IPO), environmental, social, and governance (ESG) strategy, developments, and disclosure, the application and response to Securities and Exchange Commission (SEC) matters, financial restatements, and accounting litigation and disputes.

These projects have been both in the U.S. and abroad covering all major reporting topics across industries and types of complexity with a watchful eye towards audit readiness and addressing ESG disclosure readiness. Todd is also engaged by counsel representing companies and boards of directors as an expert in such matters, purchase price disputes, internal investigations, government inquiries, accountant liability allegations, and whistleblower allegations concerning accounting and financial reporting fraud and misappropriation of assets.

Prior to joining FTI Consulting, Todd was a lead client service and signing partner at Deloitte providing consulting, accounting and auditing services to companies ranging from start-ups to large multinational businesses. He has extensive experience evaluating SEC reporting matters and the standards of the PCAOB. Todd has focused his time in the technology, media and advertising, semiconductor & telecommunications industries, including related sectors in energy, life sciences and consumer business. Further, Todd pioneered the structure and delivery of attest engagements on sustainability disclosure and reports.

Todd was a Clearing Partner in Deloitte's National Office where he focused his time on attest risk management, including potential fraud, investigative, or enforcement matters impacting clients. He developed policies governing cross border governance and controls, litigation, and contract compliance, often addressing the most difficult issues faced by Deloitte's corporate clients. He also spent seven years, based out of New York and London, advising large corporations on the application of the SEC's rules and regulations, US GAAP, IFRS, and local accounting standards in a multi-jurisdictional setting where more than one set of rules and regulations apply.

Todd is passionate about and has held leadership roles driving inclusion and change in today's corporate cultures, in particular the development of sustainable environmental, social and governance practices, each an area that guide his work and path within his profession.

Experience

SENIOR MANAGING DIRECTOR | FTI CONSULTING | 2019-PRESENT

- Regularly provide accounting advisory services, leveraging experience as a lead client service, audit, and engagement quality control review partner for public and private companies, in each capacity having served venture backed startups to global, complex organizations.
- Led evaluation of a mid-size public company's ESG strategy, with a particular focus on the evaluation and gathering of the nonfinancial information on behalf of management, determining what will be disclosed in the Client's first corporate sustainability report; also leveraged this engagement to design internal processes and controls to gather such nonfinancial information on a recurring basis
- Served as an expert witness engaged by counsel of a Big 4 accounting firm accused of fraud by a former audit Client. The SEC's Division of Enforcement previously obtained final judgement in U.S. District Court against the former audit Client for disclosure violations related to a separate governmental investigation and the Client asserted in arbitration that the Big 4 accounting firm had committed fraud in its execution of audit procedures and disclosures to the SEC. Mr. Rahn testified that the Big 4 accounting firm complied with professional standards and that he saw no indicia of fraud in the firm's conduct.
- Regularly provide IPO readiness services, including in preparation for de-SPAC transactions and traditional S-1s, with a focus on financial statement preparation, technical accounting matters, registration preparation and project management, Article 11 pro formas, and management discussion & analysis.
- Represented Seller in determining the appropriate accounting treatment for disputed asset and liability balances, including identifying and interpreting technical accounting literature under U.S. GAAP and the equity purchase agreement as well as calculating the impact on the purchase price and earn-out calculation, and worked with Seller's attorney in successfully agreeing adjustments to the Buyer's original calculation; involvement included one-on-one technical discussions with the Buyer's accounting expert.
- Led time-sensitive investigation with counsel on behalf of the Special Committee of the Board of Directors of a venture-backed pre-IPO stage financial services technology ("FinTech") company in response to whistleblower allegations of fraud, related to revenue, revenue-related financial metrics, and other operational areas, against senior management; Todd also analyzed the Company's internal controls and revenue recognition policies and provided the correct accounting for material contracts and recommendations for improvements to the Company's internal controls over financial reporting
- Designed and provided an accounting and disclosure review of a large multi-national energy company based outside the U.S. in connection with their evaluation of a potential initial public offering on the New York Stock Exchange; this included evaluating the existing financial reporting obligations of the Company, whose equity was traded actively on other exchanges including in London and Singapore, their current internal controls over financial reporting, and whether they would qualify as a foreign private issuer and the additional reporting the SEC will therefore require.
- Member of FTI Consulting's National Office, consulting with engagement teams and clients on complex accounting issues.
- Co-Leader of the China Services Desk established to help Chinese entities engage in business globally, including navigating the IPO process in the United States, and for international companies to conduct business in China

PARTNER | DELOITTE & TOUCHE LLP | 2012 - 2019

- Engagement partner with overall responsibility for audits of consolidated financial statements and management's assessment of its internal controls, leading on average 10 account teams
- Engagement quality control reviewer for both public and private companies
- San Francisco leader for accounting and reporting services, targeting attest and non-attest Clients
- Focus on and responsible for development of Deloitte's audit and advisory services in technology, media, and telecommunications and related sectors within in energy, consumer business, life sciences, and retail
- Expert in complex accounting matters including revenue (ASC 605 & 606), promotional arrangements, acquisitions, inventory, website development costs, internal-use software, stock-based compensation, employee benefits, debt and

equity arrangements, restructuring, leases (ASC 840 & 842), application of the SEC's rules and regulations, initial and secondary public and private offerings, and cross-border transactions

- Expert in the current responsibilities and requirements of boards, audit committees, and management teams related to internal controls over financial reporting

NATIONAL OFFICE CLEARING PARTNER | DELOITTE & TOUCHE LLP | 2010-2012

- Created, designed and developed a robust risk management department within the audit practice during the economic downturn and recovery
- Provided clearance on risk management and related technical matters including emerging practice areas, client and engagement acceptance, overseas listings, alternative markets, group audits, and cross-border activities
- Analyzed and developed solutions to matters raised by the PCAOB
- Performed internal inspections as part of Deloitte's quality controls

MANAGER THROUGH SENIOR MANAGER | DELOITTE & TOUCHE LLP | 2001 – 2010

- Lead technical member of account teams which served large and complex SEC-registered clients, primarily based outside the United States, active in the capital markets
- Integral in the development of a group of professionals – from approximately 8 based in New York to 200 professionals worldwide – focused on cross-border accounting matters, particularly related to the accounting and regulatory requirements associated with capital market and M&A activity in the United States; an immersive experience in service line development, brand creation, and team-building
- A US GAAP expert serving audit Clients in the European Union that adopted IFRS, reconciled to US GAAP, in their filings with the SEC; rotated in an expatriate assignment in London for three years.
- Spoke publicly on technical and practice matters; led position development in new technical areas
- Began rotation in National Office in 2007, admitted to partnership in 2010

Professional & Community Affiliations

- Certified Public Accountant (Georgia, New York, California)
- Member of the American Institute of Public Accountants
- Member of the California Society of Certified Public Accountants
- Board Member – Bay Area Sports Hall of Fame – “Helping Kids Play Sports!”
- Finance Committee Member – Grid Alternatives
- Finance Committee Member – St. Vincent de Paul School, San Francisco