

Remunerate  
Collaborate  
Integrate  
Create  
Revitalize  
Motivate  
Communicate  
Migrate  
Innovate  
Illuminate



**MOVE**

**Incentives in an M&A context**

# Welcome

**01** Plan lifecycle

**02** What we consider

**03** Examples

**04** Key takeaways

“

You cannot live without the  
lawyers, and certainly you  
cannot die without them.

—**Joseph H. Choate**

”

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# 01

## Design

1. What are we trying to incentivise? Who should benefit? What form will awards take?
2. Tax implications for employees and the group?
3. How will awards be funded? Do we need a warehousing vehicle?
4. Legal, regulatory, compliance issues?
5. **What provision, if any, needs to be made for M&A transactions?**

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# 02

## Drafting

1. Plan rules and award documents
2. Funding agreements
3. Warehousing vehicle registration documents
4. Regulatory and compliance applications
5. Plan communications

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# 03

## Implementation

1. Communication
2. Awards
3. Forfeitures
4. Vesting
5. More awards...

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# 04

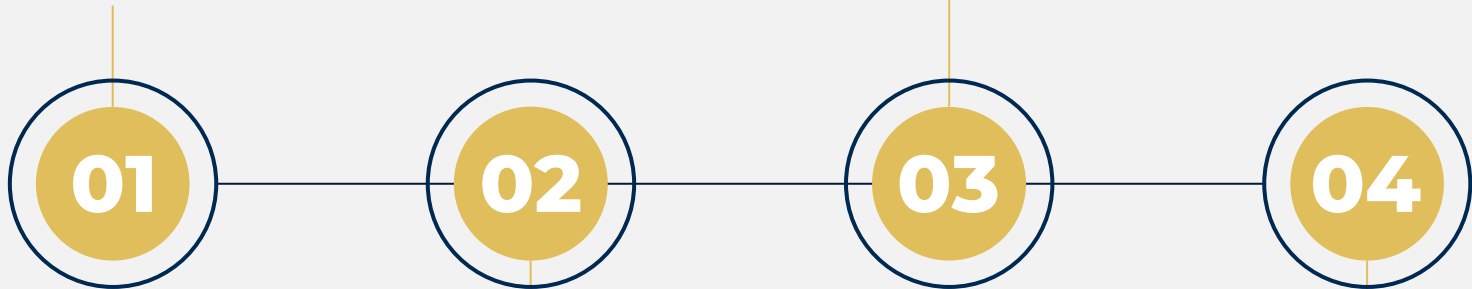
## M&A Transaction

**Surprise!**

# What we consider

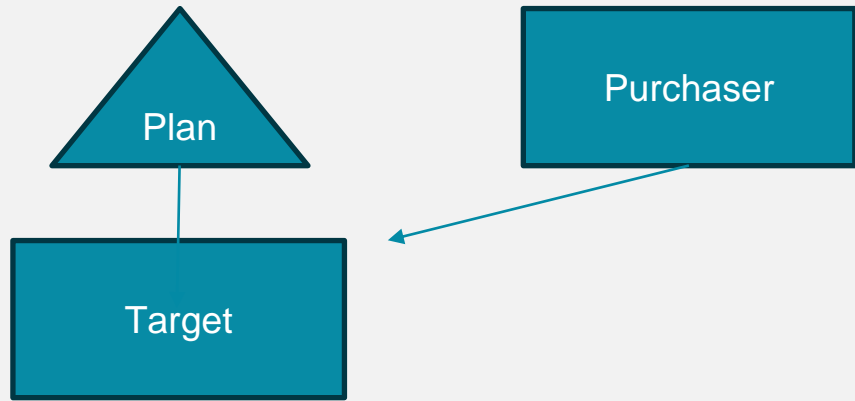
Due diligence questions around the historic legal and tax treatment of plans

Plan extensions / amendments



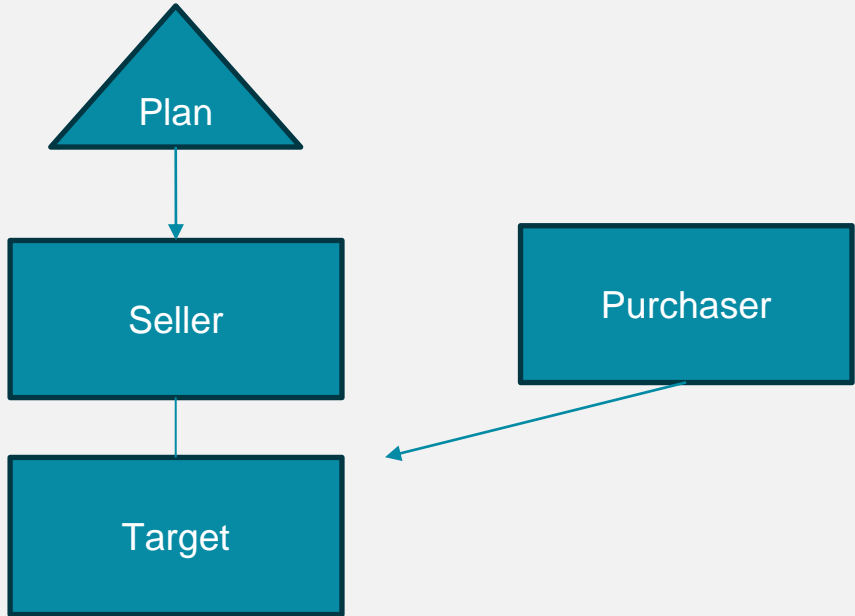
Impact of a transaction on awards

Award rollovers /  
reinvestments of proceeds



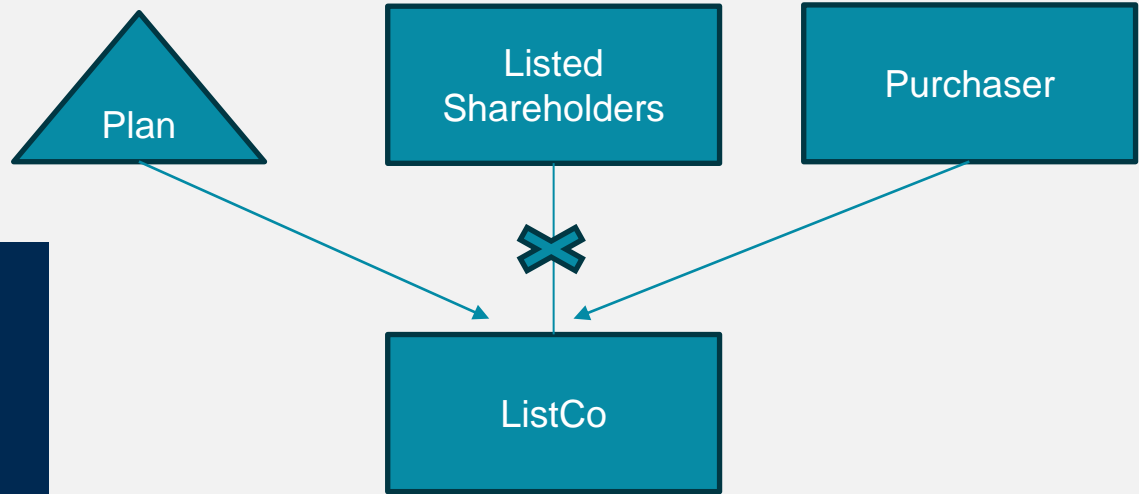
# Example

## Sale of company



# Example

## Sale of subsidiary



3

# Example

## Delisting



# Key takeaways

## 01

Consider the possibility of M&A transactions as early-on as possible in your incentive plan lifecycle

## 02

Try to maintain as much flexibility as possible in plan documentation and communication (expect the unexpected!)

## 03

If a deal does arise, consider the potential impact on incentive plans as early as possible and give yourself enough time to communicate with participants

**Thank you!**