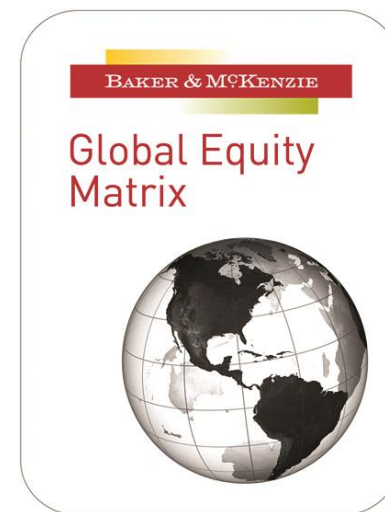


# Cash Awards, Employee Stock Options, Stock Purchase Rights, Restricted Stock and Restricted Stock Units

<a href="#">Argentina</a>	<a href="#">Denmark</a>	<a href="#">Israel</a>	<a href="#">Peru</a>	<a href="#">Sweden</a>
<a href="#">Australia</a>	<a href="#">Egypt</a>	<a href="#">Italy</a>	<a href="#">Philippines</a>	<a href="#">Switzerland</a>
<a href="#">Austria</a>	<a href="#">Finland</a>	<a href="#">Japan</a>	<a href="#">Poland</a>	<a href="#">Taiwan</a>
<a href="#">Belgium</a>	<a href="#">France</a>	<a href="#">Korea</a>	<a href="#">Portugal</a>	<a href="#">Thailand</a>
<a href="#">Brazil</a>	<a href="#">Germany</a>	<a href="#">Malaysia</a>	<a href="#">Russia</a>	<a href="#">Turkey</a>
<a href="#">Canada</a>	<a href="#">Hong Kong</a>	<a href="#">Mexico</a>	<a href="#">Saudi Arabia</a>	<a href="#">Ukraine</a>
<a href="#">Chile</a>	<a href="#">Hungary</a>	<a href="#">Morocco</a>	<a href="#">Singapore</a>	<a href="#">United Arab Emirates</a>
<a href="#">China</a>	<a href="#">India</a>	<a href="#">Netherlands</a>	<a href="#">Slovak Republic</a>	<a href="#">United Kingdom</a>
<a href="#">Colombia</a>	<a href="#">Indonesia</a>	<a href="#">New Zealand</a>	<a href="#">South Africa</a>	<a href="#">United States</a>
<a href="#">Czech Republic</a>	<a href="#">Ireland</a>	<a href="#">Norway</a>	<a href="#">Spain</a>	<a href="#">Vietnam</a>



## At Your Fingertips – Global Equity Services Resources

### The Global Equity Matrix App

Information on the key compliance issues for equity awards, covering tax and securities, exchange control, labor and data privacy issues in 50 countries. Available for download on your iPhone, iPad or Android smartphone. [Click here for details.](#)

### The Global Equity Equation Blog

Visit our blog today for the latest developments in global equity-based compensation. [www.globalequityequation.com](http://www.globalequityequation.com)

April 2016

**Global Equity Services**  
Two Embarcadero Center, 11th Floor  
San Francisco, California 94111  
+1 415 576 3000  
[ges@bakermckenzie.com](mailto:ges@bakermckenzie.com)

The information in this matrix should not be relied upon for tax/legal advice and is not a substitute for obtaining such advice. Although every effort has been made to provide an accurate and up to-date summary based on grants to employees under a public company's plan, laws applicable to stock plans change frequently and are often unclear in their application to awards offered by a company in another country. Also, specific plan features, structure of legal entities, industry of issuer, types of shares used, specific tax rulings obtained, etc. may affect legal and tax results. Specifically, depending on the terms of the plan/grant, the tax/legal consequences can vary greatly (e.g., dividend equivalent payments may accelerate the taxable event for RSUs). Accordingly, reliance on this information for answering specific tax/legal questions is not advised. Instead, the information in this matrix should be used only as a guide to potential tax/legal issues/consequences, and you should seek legal advice from Baker & McKenzie's Global Equity Services group legal issues/consequences, and you should seek legal advice from Baker & McKenzie's Global Equity Services group ([ges@bakermckenzie.com](mailto:ges@bakermckenzie.com)) before making grants.

©2016 Baker & McKenzie

This document is protected by U.S. copyright laws and international copyright treaties. Except for fair use, 17 USC § 107 or other applicable local mandatory legal exceptions, no part of this document may be copied without the prior written permission of Baker & McKenzie. Unauthorized copying will be prosecuted to the maximum extent permitted under applicable laws. No copyright is claimed in the text of statutes, regulations or court opinions quoted in this document.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Argentina</b>  <b>OPTION</b>	<p>Tax on spread at exercise.</p> <p>Tax on sale.</p> <p>A bank tax may apply to transfer of funds made in connection with employee stock plans.</p> <p>A personal assets tax may apply to shares acquired under an employee stock plan.</p> <p>A stamp tax may apply to equity award agreements.</p>	<p>Allowed if subsidiary reimburses parent under a written agreement. Cash-netting to effect the reimbursement may not be permissible.</p>	<p><b>Income Tax:</b></p> <p>Yes, employers required to withhold and report the taxable amount at the time of exercise.</p> <p><b>Social Insurance Contributions:</b></p> <p>Employee and employer social insurance contributions are required. Employee social insurance contributions are subject to a monthly income ceiling. Employer social insurance contributions are not subject to income ceilings. Employer has to withhold employee's contributions.</p>	<p>No, if private placement procedures are followed.</p>	<p>Restrictions on the ability to purchase foreign currency and remit funds abroad for the purchase of shares have been lifted pursuant to a Central Bank communication issued in December 2015. Any outward remittances are subject to a monthly limit of USD2 million per individual/local entity, and in order to effect the foreign fund transfer from Argentina, certain steps must be taken.</p> <p>For transfers into Argentina, no prior approval is necessary; however, certain exchange control requirements may apply. The transferor of the funds is responsible for compliance with exchange control restrictions.</p>	<p>Significant entitlement issues, especially if grants made regularly/frequently.</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>
<b>Argentina</b>  <b>ESPP</b>	<p>Tax on discount at purchase.</p> <p>Tax on sale.</p> <p>A bank tax may apply to transfer of funds made in connection with employee stock plans.</p> <p>A personal assets tax may apply to shares acquired under an employee stock plan.</p> <p>A stamp tax may apply to equity award agreements.</p>	<p>Allowed if subsidiary reimburses parent under a written agreement. Cash-netting to effect the reimbursement may not be permissible.</p>	<p><b>Income Tax:</b></p> <p>Yes, employers required to withhold and report the taxable amount at purchase.</p> <p><b>Social Insurance Contributions:</b></p> <p>Employee and employer social insurance contributions are required. Employee social insurance contributions are subject to a monthly income ceiling. Employer social</p>	<p>No, if private placement procedures are followed.</p>	<p>Restrictions on the ability to purchase foreign currency and remit funds abroad for the purchase of shares have been lifted pursuant to a Central Bank communication issued in December 2015. Any outward remittances are subject to a monthly limit of USD2 million per individual/local entity, and in order to effect the foreign fund transfer from Argentina, certain steps must be taken.</p>	<p>Significant entitlement issues, especially if grants made regularly/frequently.</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			insurance contributions are not subject to income ceilings. Employer has to withhold employee's contributions.		For transfers into Argentina, no prior approval is necessary; however, certain exchange control requirements may apply. The transferor of the funds is responsible for compliance with exchange control restrictions.  * Payroll deductions are technically not permitted in connection with an ESPP.		
<b>Argentina</b> <b>RS/RSU</b>	Tax at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.  Tax on sale.  A bank tax may apply to transfer of funds made in connection with employee stock plans.  A personal assets tax may apply to shares acquired under an employee stock plan.  A stamp tax may apply to equity award agreements.	Allowed if subsidiary reimburses parent under a written agreement. Cash-netting to effect the reimbursement may not be permissible.	<b>Income Tax:</b>  Yes, employers required to withhold and report the taxable amount at the time of the taxable event.  <b>Social Insurance Contributions:</b>  Employee and employer social insurance contributions are required. Employee social insurance contributions are subject to a monthly income ceiling. Employer social insurance contributions are not subject to income ceilings. Employer has to withhold employee's contributions.	No, if private placement procedures are followed.	For transfers into Argentina, no prior approval is necessary; however, certain exchange control requirements may apply. The transferor of the funds is responsible for compliance with exchange control restrictions.	Significant entitlement issues, especially if grants made regularly/frequently.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Argentina</b> <b>Cash Award</b>	Likely taxed at payment. Taxable amount is amount of	Generally yes, because the subsidiary bears	<b>Income Tax:</b>  Yes, employers	No.	No.	Significant entitlement issues, especially if grants made	Written consent from employees for the transfer of data

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>the cash payment.</p> <p>A bank tax may apply to transfer of funds made in connection with employee stock plans.</p> <p>A personal assets tax may apply to shares acquired under an employee stock plan.</p> <p>A stamp tax may apply to equity award agreements.</p>	<p>the cost of awards. Written agreement recommended. Cash-netting to effect the reimbursement may not be permissible.</p>	<p>required to withhold and report the taxable amount at the time of payment.</p> <p><b>Social Insurance Contributions:</b></p> <p>Employee and employer social insurance contributions are required. Employee social insurance contributions are subject to a monthly income ceiling. Employer social insurance contributions are not subject to income ceilings. Employer has to withhold employee's contributions.</p>			regularly/frequently.	<p>abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>
<b>Australia</b>  <b>OPTION</b>	<p><u>Options granted on or after July 1, 2015:</u></p> <p>Tax will generally be at exercise unless the shares issued at exercise are subject to genuine restrictions on disposal, in which case tax is deferred until the restrictions lapse. An earlier tax event can occur at termination of employment, provided the employee does not forfeit the option upon termination. If taxed at exercise, the taxable amount will be the difference between the market value of the shares at exercise (as determined under Australian tax law) and the exercise price.</p>	<p>Allowed if the subsidiary reimburses the parent under a written reimbursement agreement.</p>	<p><b>Income Tax:</b></p> <p>Employers required to report taxable events to the tax authorities and the employee after the end of the tax year (June 30). Withholding required only if employee tax ID not provided.</p> <p><b>Social Insurance Contribution:</b></p> <p>Yes, Medicare Levy (including possibly a Medicare Levy surcharge) and Temporary Budget Repair Levy (employee only). No withholding obligation for levies/surcharge.</p> <p>Payroll tax (employer</p>	<p>Prospectus generally required unless exempted under Class Order 14/1000 (public companies), Class Order 14/1001 (private companies), statutory exemption or specific relief obtained. If Class Order relied on, notice filing must be completed. <a href="#">Contact Baker &amp; McKenzie for more details.</a></p> <p>Shareholders of Australian entity may have to approve special termination benefits offered to directors of the Australian entity.</p>	<p>Reporting required for cash transactions in excess of A\$10,000 and international fund transfers of any amount. Usually handled by the bank.</p>	<p>Generally not, if right to terminate plan is reserved in writing.</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p><u>Options granted between July 1, 2009 and June 30, 2015:</u></p> <p>Awards are subject to tax at grant, unless they are subject to a “real risk of forfeiture.” Awards that are subject to vesting conditions should be considered subject to a “real risk of forfeiture.” Provided the award is considered to be subject to a real risk of forfeiture at grant, tax will generally be at the earliest of vesting, termination of employment, or 7-year anniversary of date of grant. The taxable amount will be the market value of the options on the relevant date (as determined under Australian tax law).</p> <p>There is a risk that time-based awards that do not have a minimum initial vesting period of six months (where overall vesting period is three years or less) or twelve months (where overall vesting period exceeds three years) will not be considered subject to a real risk of forfeiture at grant.</p> <p><u>Options granted prior to July 1, 2009:</u></p> <p>If the option is a qualifying right (which generally is the case), the employee may</p>		<p>only) applies to option income in all Australian states and territories. Generally, payroll tax due at grant, although in all states and territories, employer may elect to pay tax at exercise of options.</p>				

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>elect to be taxed on the market value of the option (as determined under Australian tax law) on the date of grant. Otherwise, options that are qualifying rights are generally taxed on the spread at exercise (as determined under Australian tax law).</p> <p>Non-qualifying rights are taxed at grant.</p> <p>Tax on sale. If shares are held for at least 12 months, 50% of capital gain excluded from tax.</p> <p>NOTE: Generally, if sale occurs within 30 days of taxable event, sale will be considered relevant taxable event and sale price will be used in determining the taxable amount, with no additional gain/loss on the sale.</p>						
<b>Australia</b> <b>ESPP</b>	<p>Generally, tax at purchase on the difference between the purchase price and market value of the shares at purchase (as determined under Australian tax law).</p> <p>Tax on sale. If shares are held for at least 12 months, 50% of capital gain excluded from tax.</p> <p>NOTE: Generally, if sale occurs within 30 days of the taxable event, sale will be considered relevant taxable event and sale price will be used in</p>	Allowed if the subsidiary reimburses the parent under a written reimbursement agreement.	<p><b>Income Tax:</b></p> <p>Employers required to report taxable events to the tax authorities and the employee after the end of the tax year (June 30). Withholding required only if employee tax ID not provided.</p> <p><b>Social Insurance Contribution:</b></p> <p>Yes, Medicare Levy (including possibly a Medicare Levy surcharge) and</p>	<p>Prospectus generally required unless exempted under Class Order 14/1000 (public companies), Class Order 14/1001 (private companies), statutory exemption or specific relief obtained. If Class Order exemption relied on, notice filing must be completed and payroll deductions must be held in separate bank account. <a href="#">Contact Baker &amp; McKenzie for more details.</a></p> <p>Shareholders of Australian entity may have to approve special termination benefits offered to directors of the Australian entity.</p>	Reporting required for cash transactions in excess of A\$10,000 and international fund transfers of any amount. Usually handled by the bank.	Generally not, if right to terminate plan is reserved in writing.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	determining the taxable amount, with no additional gain/loss on the sale.		<p>Temporary Budget Repair Levy (employee only). No withholding obligation for levies/surcharge.</p> <p>Payroll tax (employer only) applies to ESPP benefits in all Australian states and territories. Generally, payroll tax due at grant, although in all states and territories, employer may elect to pay tax at purchase of shares under ESPP.</p>				
<b>Australia</b> <b>RS/RSU</b>	<p><u>Awards granted on or after July 1, 2009:</u></p> <p>Awards are subject to tax at grant, unless they are subject to a “real risk of forfeiture” and certain other conditions are met. Awards that are subject to vesting conditions should be considered subject to a “real risk of forfeiture.” Provided the award is considered to be subject to a real risk of forfeiture at grant and the other conditions are met, tax will generally be at the earliest of vesting, termination of employment, or 7-year anniversary of date of grant (for awards granted on or after July 1, 2015, tax will be at earliest of vesting, termination of employment or 15-year anniversary of date of grant). The taxable</p>	Allowed if the subsidiary reimburses the parent under a written reimbursement agreement.	<p><b>Income Tax:</b></p> <p>Employers required to report taxable events to the tax authorities and the employee after the end of the tax year (June 30). Withholding required only if employee tax ID not provided.</p> <p><b>Social Insurance Contribution:</b></p> <p>Yes, Medicare Levy (including possibly a Medicare Levy surcharge) and Temporary Budget Repair Levy (employee only). No withholding obligation for levies/surcharge.</p> <p>Payroll tax (employer only) applies to RS/RSU benefits in all Australian states and territories. Generally, payroll tax due grant, although in all states and</p>	<p>Prospectus generally required unless exempted under Class Order 14/1000 (public companies), Class Order 14/1001 (private companies), statutory exemption or specific relief obtained. If Class Order relied on, notice filing must be completed.</p> <p><a href="#">Contact Baker &amp; McKenzie for more details.</a></p> <p>Shareholders of Australian entity may have to approve special termination benefits offered to directors of the Australian entity.</p>	Reporting required for cash transactions in excess of A\$10,000 and international fund transfers of any amount. Usually handled by the bank.	Generally not, if right to terminate plan is reserved in writing.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>amount will be the market value of the shares on the relevant date (as determined under Australian tax law).</p> <p>There is a risk that time-based awards that do not have a minimum initial vesting period of six months (where overall vesting period is three years or less) or twelve months (where overall vesting period exceeds three years) will not be considered subject to a real risk of forfeiture at grant.</p> <p>Tax on sale. If shares are held for at least 12 months, 50% of capital gain excluded from tax.</p> <p>NOTE: Generally, if sale occurs within 30 days of taxable event for RS/RSU, sale will be considered relevant taxable event and sale price will be used in determining the taxable amount, with no additional gain/loss on the sale.</p>		territories, employer may elect to pay tax at vesting of RS/RSUs.				
<b>Australia</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	<p>Generally yes, because subsidiary bears the cost of award.</p> <p>Written agreement recommended.</p>	<p><b>Income Tax:</b></p> <p>Withholding required including Medicare Levy, (and, if applicable, Surcharge and the Temporary Budget Repair Levy.</p> <p>Subsidiary must also report all taxable events to the</p>	Although cash-settled awards are considered as derivatives subject to disclosure, licensing and prospectus requirements, relief is likely available under the Australian Securities and Investment Commission Class Order 14/1000 or Class Order 14/1001.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			<p>Australian Tax Office on an annual basis on a prescribed form.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, the employer must make quarterly superannuation contributions.</p>				registration obligations).
<b>Austria</b> <b>OPTION</b>	<p>Generally, tax on spread at exercise.</p> <p>Favorable tax regimes may apply provided certain requirements are met.</p> <p>No tax on sale if shares are acquired before January 1, 2011 and certain other conditions are met. Shares acquired on or after January 1, 2011 will be subject to tax at sale.</p>	Allowed if subsidiary reimburses parent under a written reimbursement agreement.	<p><b>Income Tax:</b></p> <p>Generally yes.</p> <p><b>Social Insurance Contribution:</b></p> <p>Yes, for both the employee and the employer unless employee's contribution ceiling is met. Employer has to withhold employee's contributions.</p>	<p>None. The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to rely on this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in Austria. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.</p>	Minor reporting requirements may apply.	<p>Generally not, if notice is provided for each grant that plan is discretionary and voluntary. Discrimination against part-time employees is generally prohibited. Works council (if any) may need to be advised before implementation of the plan.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Austria</b> <b>ESPP</b>	<p>Generally, tax on discount at purchase.</p> <p>Favorable tax regimes may apply provided certain requirements are met.</p> <p>No tax on sale if shares are acquired before</p>	Allowed if subsidiary reimburses parent under a written reimbursement agreement.	<p><b>Income Tax:</b></p> <p>Generally yes.</p> <p><b>Social Insurance Contribution:</b></p> <p>Yes, for both the</p>	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required	<p>Minor reporting requirements may apply.</p> <p>*Payroll deductions under an ESPP have to be held in an interest-bearing account unless the employee waives his/her right to be paid</p>	Generally not, if notice is provided for each grant that plan is discretionary and voluntary. Discrimination against part-time employees is generally prohibited. Works council (if any) may need to be advised before implementation of the	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	January 1, 2011 and certain other conditions are met. Shares acquired on or after January 1, 2011 will be subject to tax at sale.		employee and the employer unless employee's contribution ceiling is met. Employer has to withhold employee's contributions.	for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to rely on this prospectus in the other EU or EEA member states. Changes are proposed which may eventually eliminate the need to file a prospectus for employee share plans.  The EU Prospectus Directive has been fully implemented in Austria. ESPP is subject to the EU Prospectus Directive. Therefore, a prospectus must be filed unless an exemption or exclusion applies.	interest.	plan.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	requirements (such as notification or registration obligations).
<b>Austria</b> <b>RS/RSU</b>	Generally, tax at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.  Favorable tax regimes may apply provided certain requirements are met.  No tax on sale if shares are acquired before January 1, 2011 and certain other conditions are met. Shares acquired on or after January 1, 2011 will be subject to tax at sale.	Allowed if subsidiary reimburses parent under a written reimbursement agreement.	<b>Income Tax:</b>  Generally yes.  <b>Social Insurance Contribution:</b>  Yes, for both the employee and the employer unless employee's contribution ceiling is met. Employer has to withhold employee's contributions.	Generally, none. The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to rely on this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Austria. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive.	Minor reporting requirements may apply.	Generally not, if notice is provided for each grant that plan is discretionary and voluntary. Discrimination against part-time employees is generally prohibited. Works council (if any) may need to be advised before implementation of the plan.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Austria</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Generally yes, because subsidiary bears the cost of award.  Written agreement strongly recommended.	<b>Income Tax:</b>  Generally yes.  <b>Social Insurance Contribution:</b>  Yes, for both the employee and the employer unless employee's contribution ceiling is met. Employer has to withhold employee's contributions.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Belgium</b>  <b>OPTION</b>	Options affirmatively accepted within 60 days of offer will be taxed on 60th day after offer. Options affirmatively accepted after 60 days from offer will be taxed on spread at exercise. Under Belgium law, "offer" is deemed to occur once the employee is informed of the essential terms of the grant (typically when grant documents are distributed). The offer date may differ from the actual grant date.  For options	May be allowed if subsidiary reimburses parent; however, will likely trigger social insurance contribution requirement and may increase risk of withholding and reporting obligation. Based on recent case law, a substantial risk exists that reimbursement would be considered a capital loss on shares, which is not deductible.	<b>Income Tax:</b>  No withholding required unless Belgian entity is a branch of the issuer or is involved in the grant of the awards or the delivery of the shares. Not certain if reimbursement would be considered involvement sufficient to trigger withholding obligation.  Reporting obligation exists for options accepted within 60 days of offer. For options accepted after 60 days of offer,	None. The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to rely on this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Belgium. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.	None.	Generally no, if employees sign certain disclaimer language.  Discrimination against union or part-time employees is prohibited.  The EU Council Directive 2000/78/EC prohibits age discrimination. Belgium has adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>affirmatively accepted within 60 days of offer, favorable tax treatment may be available if employees undertake not to exercise option for three full calendar years from grant.</p> <p>No tax on sale of shares.</p>		<p>reporting is required only to the extent a withholding obligation exists</p> <p><b>Social Insurance Contribution:</b></p> <p>For options accepted within 60 days of offer, social insurance contributions may be due if (1) the option is "in the money" at the time of the offer; or (2) the option provides a certain or stated benefit to the optionee. Otherwise, generally no social insurance contributions are due unless Belgian entity is a branch of the issuer or reimburses parent, or parent has granted award to fulfill obligation of Belgian entity.</p>			vesting) for those meeting the criteria.	
<b>Belgium</b> <b>ESPP</b>	<p>Tax on discount at purchase.</p> <p>Favorable tax treatment may be available if employees undertake not to sell shares for two years from acquisition (likely also necessary to impose a block on the sale of the shares during such period).</p> <p>No tax on sale of shares.</p>	Generally allowed if subsidiary reimburses parent; however, will likely trigger social insurance contribution requirement and may increase risk of withholding and reporting obligation. Based on recent case law for options, a risk exists that reimbursement would be considered a capital loss on shares, which is not deductible.	<p><b>Income Tax:</b></p> <p>No withholding required unless Belgian entity is a branch of the issuer or is involved in the grant of the awards or the delivery of the shares. Not certain if reimbursement would be considered involvement sufficient to trigger withholding obligation.</p> <p>Currently, reporting is required only to the extent a withholding obligation exists.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to rely on this prospectus in the other EU or EEA member states. Changes are proposed which may eventually eliminate the need to file a prospectus for employee share plans.</p> <p>The EU Prospectus Directive has been fully implemented in Belgium. ESPP is</p>	<p>None.</p> <p>*Accumulated payroll deductions should be held by a financial institution in an account in the name of the participants with the funds attributable to each employee.</p>	<p>Generally no, if employees sign certain disclaimer language.</p> <p>Discrimination against union or part-time employees is prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Belgium has adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g.,</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			<b>Social Insurance Contribution:</b>  Generally no social insurance contributions are due unless the Belgian entity is a branch of the issuer or reimburses parent, or parent has granted award to fulfill obligation of Belgian entity.	subject to the EU Prospectus Directive. Therefore, a prospectus must be filed unless an exemption or exclusion applies.  For companies that file a prospectus in or passport a prospectus to Belgium, additional reporting requirements apply.		accelerated or continued vesting) for those meeting the criteria.	
<b>Belgium</b>  <b>RS/RSU</b>	Tax at grant for RS (though argument can be made for vesting as taxable event); tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.  Favorable tax treatment may be available if employees undertake not to sell shares for two years from acquisition (likely also necessary to impose a block on the sale of the shares during such period).  No tax on sale of shares.	Generally allowed if subsidiary reimburses parent; however, will likely trigger social insurance contribution requirement and may increase risk of withholding and reporting obligation. Based on recent case law for options, a risk exists that reimbursement would be considered a capital loss on shares, which is not deductible.	<b>Income Tax:</b>  No withholding required unless Belgian entity is a branch of the issuer or is involved in the grant of the awards or the delivery of the shares. Not certain if reimbursement would be considered involvement sufficient to trigger withholding obligation.  Currently, reporting is required only to the extent a withholding obligation exists.  <b>Social Insurance Contribution:</b>  Generally no social insurance contributions are due unless the Belgian entity is a branch of the issuer or reimburses parent, or parent has granted award to fulfill obligation of Belgian entity.	Generally, none. The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to rely on this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Belgium. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive.	None.	Generally no, if employees sign certain disclaimer language.  Discrimination against union or part-time employees is prohibited.  The EU Council Directive 2000/78/EC prohibits age discrimination. Belgium has adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Belgium</b>  <b>Cash Award</b>	Tax at payment. Taxable amount is fair market value of the award on the tax event.	Generally, yes, because subsidiary bears the costs of award.  Written agreement recommended.	<b>Income Tax:</b>  Withholding required if the Belgian entity is involved in the grant of the awards, delivery of the cash or reimburses the issuer.  Reporting required if the Belgian entity is involved in the grant of the awards, delivery of the cash or reimburses the issuer.  <b>Social Insurance Contributions:</b>  Social insurance contributions required if the Belgian entity is involved in the grant of the awards, delivery of the cash or reimburses the issuer.	None.	None.	Awards paid in cash through local payroll will have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.  Discrimination against union or part-time employees is prohibited.  The EU Council Directive 2000/78/EC prohibits age discrimination. Belgium has adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Brazil</b>  <b>OPTION</b>	Likely no tax at exercise, unless the subsidiary reimburses the parent for the cost of the plan or the awards are otherwise treated as part of local compensation.  Tax on sale, subject to a significant monthly exclusion.	Generally allowed if subsidiary reimburses parent under a written reimbursement agreement and plan is offered to all Brazilian employees without distinction. As of 2015 (or 2014, if the local subsidiary chooses), a deduction is available for the spread only if the amount is treated as compensation to the employee and is subject to	<b>Income Tax:</b>  Likely no, unless the subsidiary reimburses the parent for the cost of the plan or the awards are otherwise treated as part of local compensation.  With requirement to expense awards in local entity's statutory books (under local IFRS 2 rules), possible that withholding/reporting may be required.	None.	Reimbursement of costs by Brazilian subsidiary may be problematic because commercial bank chosen to handle the remittance may question the transaction and/or request that Central Bank approval be obtained. Cash-netting to remit reimbursement of option costs prohibited.  Reporting of shares or other assets held abroad may be	Significant likelihood of vested rights/entitlement claims for options. Options with performance vesting conditions are problematic from a severance and employment law standpoint. Employees should sign specific labor disclaimer and compliance language.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
		withholding and social security contributions. As of calendar year 2015, amounts reimbursed relating to administrators, directors or members of the board of directors of Brazilian subsidiary are deductible. In addition, the commercial bank chosen to effect the transaction may require prior exchange control approval for reimbursement, which may be difficult to obtain. (Cash-netting to effect the reimbursement is prohibited.)	<b>Social Insurance Contribution:</b>  Likely due if local subsidiary reimburses parent or award income considered to be part of local compensation. If due, employer must pay employer social insurance contributions and withhold employee portion of social insurance contributions (subject to monthly contribution ceiling for employee portion only).  If no reimbursement and income not considered part of local compensation, uncertain due to recent tax court rulings which reached different conclusions.		required but are employee's obligation.		
<b>Brazil</b> <b>ESPP</b>	Likely no tax on discount at purchase, unless the subsidiary reimburses the parent for the cost of the plan or the awards are otherwise treated as part of local compensation.  Tax on sale, subject to a significant monthly exclusion.	Generally allowed if subsidiary reimburses parent under a written reimbursement agreement and plan is offered to all Brazilian employees without distinction. As of 2015 (or 2014, if the local subsidiary chooses), a deduction is available for the discount only if the amount is treated as compensation to the employee and is subject to	<b>Income Tax:</b>  Likely no, unless the subsidiary reimburses the parent for the cost of the plan or the awards are otherwise treated as part of local compensation.  With requirement to expense awards in local entity's statutory books (under local IFRS 2 rules), possible that withholding/reporting may be required.	None.	Employees may be required to provide local entity with separate authorization form regarding payroll deductions made under an ESPP to enable local entity to remit payroll deductions out of Brazil.  Reimbursement of costs by Brazilian subsidiary may be problematic because commercial bank chosen to handle the remittance may question the	Significant likelihood of vested rights/entitlement claims for ESPP. Employees should sign specific labor disclaimer and compliance language.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
		withholding and social security contributions. As of calendar year 2015, amounts reimbursed relating to administrators, directors or members of the board of directors of Brazilian subsidiary are deductible. In addition, the commercial bank chosen to effect the transaction may require prior exchange control approval for reimbursement, which may be difficult to obtain. (Cash-netting to effect the reimbursement is prohibited.)	<b>Social Insurance Contribution:</b>  Likely due if local subsidiary reimburses parent or award income considered to be part of local compensation. If due, employer must pay employer social insurance contributions and withhold employee portion of social insurance contributions (subject to monthly contribution ceiling for employee portion only).  If no reimbursement and income not considered part of local compensation, uncertain due to recent tax court rulings which reached different conclusions.		transaction and/or request that Central Bank approval be obtained. Cash-netting to remit payroll deductions under ESPP or reimbursement of ESPP costs prohibited.  Reporting of shares or other assets held abroad may be required but are employee's obligation.		
<b>Brazil</b> <b>RS/RSU</b>	Tax at vesting. Taxable amount is fair market value of the shares at vesting.  Tax on sale, subject to a significant monthly exclusion.	Generally allowed if subsidiary reimburses parent under a written reimbursement agreement and plan is offered to all Brazilian employees without distinction. As of 2015 (or 2014, if the local subsidiary chooses), a deduction is available for the value of the shares at vesting only if the amount is treated as compensation to	<b>Income Tax:</b>  Likely no, unless the local subsidiary reimburses parent or RS/RSU income considered to be part of local compensation.  With requirement to expense awards in local entity's statutory books (under local IFRS 2 rules), possible that withholding/reporting may be required.  <b>Social Insurance</b>	None.	Reimbursement of costs by Brazilian subsidiary may be problematic because commercial bank chosen to handle the remittance may question the transaction and/or request that Central Bank approval be obtained. Cash-netting to remit reimbursement of RS/RSU costs prohibited.  Reporting of shares or other assets held abroad may be	Significant likelihood of vested rights/entitlement claims for RS/RSU.  RS/RSU with performance vesting conditions are problematic from a severance and employment law standpoint. Employees should sign specific labor disclaimer and compliance language.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
		the employee and is subject to withholding and social security contributions. As of calendar year 2015, amounts reimbursed relating to administrators, directors or members of the board of directors of Brazilian subsidiary are deductible. In addition, the commercial bank chosen to effect the transaction may require prior exchange control approval for reimbursement, which may be difficult to obtain. (Cash-netting to effect the reimbursement is prohibited.)	<p><b>Contribution:</b></p> <p>Likely due if local subsidiary reimburses parent or award income considered to be part of local compensation. If due, employer must pay employer social insurance contributions and withhold employee portion of social insurance contributions (subject to monthly contribution ceiling for employee portion only).</p> <p>If no reimbursement and income not considered part of local compensation, uncertain due to recent tax court rulings which reached different conclusions.</p>		required but are employee's obligation.		
<b>Brazil</b> <b>Cash Award</b>	Tax on cash amount at payment.	<p>Yes, because the subsidiary bears the cost of awards.</p> <p>Written agreement recommended.</p>	<p><b>Income Tax:</b></p> <p>Yes, employer is required to withhold and report income tax assuming the award is paid through local payroll.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, subject to contribution ceilings. The employer must withhold the employee portion, if applicable.</p>	None.	None.	Significant likelihood of vested rights/entitlement claims with cash awards. Employees should sign specific labor disclaimer and compliance language.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Canada</b> <b>OPTION</b>	<p>Tax on spread at exercise. A special regime provides for a deduction of 50% of the spread at exercise (or 25% for Quebec provincial tax purposes), provided certain requirements are met. The 2010 budget eliminated the regime that previously allowed deferral of tax on the first C\$100,000 worth of options that vest in a given year until sale of shares, death of employee or employee becoming non-resident.</p> <p>Tax on sale. Taxable amount is one half of any capital gain.</p>	Not available for stock-settled awards.	<p><b>Income Tax:</b></p> <p>Generally, yes.</p> <p><b>Social Insurance Contribution:</b></p> <p>Yes, but subject to annual contribution ceiling. If applicable, employer has to pay employer contributions and withhold employee's contributions. Provincial payroll taxes levied on employers may be payable on award income.</p>	<p>Provincial laws apply. In all provinces, most plans will be exempt from prospectus/dealer registration requirements. Discretionary relief may be required in certain instances depending on specific plan terms.</p> <p>Lodgment of any offer materials is required in Quebec. <a href="#">Contact Baker &amp; McKenzie for more details.</a></p>	None.	Generally not if right to terminate plan is reserved in writing and termination date for purposes of award is clearly defined.	Federal law requires written consent from employees for collection, use or disclosure of data abroad. Special consent recommended for Quebec.
<b>Canada</b> <b>ESPP</b>	<p>Tax on discount at purchase; no deduction or deferral available.</p> <p>Tax on sale. Taxable amount is one half of any capital gain.</p>	Not available for stock-settled awards.	<p><b>Income Tax:</b></p> <p>Generally, yes.</p> <p><b>Social Insurance Contribution:</b></p> <p>Yes, but subject to annual contribution ceiling. If applicable, employer has to pay employer contributions and withhold employee's contributions. Provincial payroll taxes levied on employers may be payable on award income.</p>	<p>Provincial laws apply. In all provinces, most plans will be exempt from prospectus/dealer registration requirements. Discretionary relief may be required in certain instances depending on specific plan terms.</p> <p>Lodgment of any offer materials is required in Quebec. <a href="#">Contact Baker &amp; McKenzie for more details.</a></p>	None.	Generally not if right to terminate plan is reserved in writing and termination date for purposes of award is clearly defined.	Federal law requires written consent from employees for collection, use or disclosure of data abroad. Special consent recommended for Quebec.
<b>Canada</b> <b>RS/RSU</b>	<p>Tax at grant for RS. Generally, tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax</p>	Not available for stock-settled awards.	<p><b>Income Tax:</b></p> <p>Generally, yes.</p> <p><b>Social Insurance Contribution:</b></p>	<p>Provincial laws apply. In all provinces, most plans will be exempt from prospectus/dealer registration requirements. Discretionary relief may be required in certain instances depending on specific plan terms.</p>	None.	Generally not if right to terminate plan is reserved in writing and termination date for purposes of award is clearly defined.	Federal law requires written consent from employees for collection, use or disclosure of data abroad. Special

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	event; no deduction or deferral available.  Tax on sale. Taxable amount is one half of any capital gain.		Yes, but subject to annual contribution ceiling. If applicable, employer has to pay employer contributions and withhold employee's contributions. Provincial payroll taxes levied on employers may be payable on award income.	Lodgment of any offer materials is required in Quebec. <a href="#">Contact Baker &amp; McKenzie for more details.</a>			consent recommended for Quebec.
<b>Canada</b>  <b>Cash Award</b>	Generally, tax at payment. Taxable amount is the amount of the cash payment. However, if a portion of the award does not vest within 3 years after the end of the calendar year in which the awards were granted, the awards may be taxed at grant. Taxable amount would be the amount of cash payment as of grant.	Generally yes, because subsidiary bears the cost of award.  Written agreement recommended.	<b>Income Tax:</b>  Generally, yes.  <b>Social Insurance Contributions:</b>  Yes, but subject to annual contribution ceiling. If applicable, employer has to withhold employee's contributions. Provincial payroll taxes levied on employers may be payable on award income.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.  There is also a risk employees could gain a right to continued cash-settled awards during employment if awards are granted regularly, giving rise to breach of contract claims or constructive dismissal claims if the awards are a significant part (10% or more) of the employee's overall compensation.	Federal law requires written consent from employees for collection, use or disclosure of data abroad. Special consent recommended for Quebec.
<b>Chile</b>  <b>OPTION</b>	Although not clear, our current view is no tax on spread at exercise unless subsidiary reimburses parent for spread and/or takes a local deduction. If reimbursement is made, tax on the spread at exercise.	Possible with subsidiary reimbursement but will cause employee tax on exercise and may cause subsidiary to be taxed on the reimbursement payment to parent.  In addition, grant	<b>Income Tax:</b>  No, unless subsidiary reimburses the parent and seeks a local deduction.  <b>Social Insurance Contribution:</b>  Likely no, unless	Offer of options to more than 50 individuals in Chile generally will be viewed as public offer of securities triggering a registration requirement. An exemption for employee share plan offerings may apply provided certain requirements are met and a notification is filed with the Chilean securities regulation. In addition, special securities disclaimer language required for offers to fewer than	To purchase shares in excess of USD10,000, employees must comply with certain reporting obligations, even if cashless exercise is used. Additional reporting required for foreign assets including investments, deposits	Yes, especially if subsidiary reimburses parent. May be mitigated with employee's acknowledgement and waiver.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>Tax on sale; taxable amount may depend on whether investment registered with the Chilean IRS and whether tax applied when shares were acquired.</p> <p>As of January 1, 2017, tax likely on the spread at exercise and no additional tax at sale.</p>	<p>may have to be included in individual employee contracts (which will increase plan entitlement issues).</p> <p>A written reimbursement agreement is recommended if a local tax deduction is sought.</p>	<p>subsidiary reimburses the parent and seeks a local tax deduction.</p>	<p>50 individuals in Chile. <a href="#">Contact Baker &amp; McKenzie for more information.</a></p>	<p>or credits, and/or foreign securities greater than USD5 million.</p>		<p>as notification or registration obligations).</p>
<b>Chile</b> <b>ESPP</b>	<p>Although not clear, our view is no tax on discount at purchase unless subsidiary reimburses parent for discount and/or takes a local deduction. If reimbursement is made, tax on the discount at purchase.</p> <p>Tax on sale; taxable amount may depend on whether investment registered with the Chilean IRS and whether tax applied when shares were acquired.</p> <p>As of January 1, 2017 tax likely on the discount at purchase and no additional tax at sale.</p>	<p>Possible with subsidiary reimbursement but will cause employee tax on purchase and may cause subsidiary to be taxed on the reimbursement payment to parent.</p> <p>In addition, offer may need to be included in individual employee contracts (which will increase plan entitlement issues).</p> <p>A written reimbursement agreement is recommended if a local tax deduction is sought.</p>	<p><b>Income Tax:</b></p> <p>No, unless subsidiary reimburses the parent and seeks a local deduction.</p> <p><b>Social Insurance Contribution:</b></p> <p>Likely no, unless subsidiary reimburses the parent and seeks a local tax deduction.</p>	<p>Offer of ESPP to more than 50 individuals in Chile generally will be viewed as public offer of securities triggering a registration requirement. An exemption for employee share plan offerings may apply provided certain requirements are met and a notification is filed with the Chilean securities regulation. In addition, special securities disclaimer language required for offers to fewer than 50 individuals in Chile. <a href="#">Contact Baker &amp; McKenzie for more information.</a></p>	<p>To remit funds in excess of USD10,000 for purchase of shares, employer (on behalf of employees) must comply with certain reporting obligations. Additional reporting required for foreign assets including investments, deposits or credits, and/or foreign securities greater than USD5 million.</p>	<p>Yes, especially if subsidiary reimburses parent. May be mitigated with employee's acknowledgement and waiver.</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>
<b>Chile</b> <b>RS/RSU</b>	<p>Tax at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.</p> <p>Tax on sale; taxable amount may depend</p>	<p>Possible with subsidiary reimbursement but may cause subsidiary to be taxed on the reimbursement payment to parent.</p>	<p><b>Income Tax:</b></p> <p>No, unless subsidiary reimburses the parent and seeks a local deduction.</p> <p><b>Social Insurance Contribution:</b></p>	<p>Offer of RS/RSUs to more than 50 individuals in Chile generally will be viewed as public offer of securities triggering a registration requirement. An exemption for employee share plan offerings may apply provided certain requirements are met and a notification is filed with the Chilean securities regulation. In addition,</p>	<p>Additional reporting required for foreign assets including investments, deposits or credits, and/or foreign securities greater than USD5 million.</p>	<p>Yes, especially if subsidiary reimburses parent. May be mitigated with employee's acknowledgement and waiver.</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	on whether investment registered with the Chilean IRS.	In addition, grant may need to be included in individual employee contracts (which will increase plan entitlement issues).  A written reimbursement agreement is recommended if a local tax deduction is sought.	Likely yes, regardless of reimbursement. Employer has to withhold employee's contributions. No employer contributions.	special securities disclaimer language required for offers to fewer than 50 individuals in Chile. <a href="#">Contact Baker &amp; McKenzie for more information.</a>			determine any other requirements (such as notification or registration obligations).
<b>Chile</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of cash payment.	Generally, yes, because subsidiary bears the cost of award.  A written agreement is recommended.	<b>Income Tax:</b>  Yes.  <b>Social Insurance Contributions:</b>  Employer has to withhold employee's contributions. No employer contributions.	None.	None.	May be mitigated with employee's acknowledgement and waiver.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>China</b>  <b>OPTION</b>	Tax on spread at exercise.  *If Notice 35 filing completed (see Withholding & Reporting section) and certain other requirements met, tax may be calculated under a favorable formula which generally results in reduction of taxation.  Tax on sale.	May be possible with subsidiary reimbursement, especially if under a written reimbursement agreement between subsidiary and parent; however, if the cost of the plan is categorized as an administration / management fee by the foreign parent, the cost probably will not be eligible for a tax deduction.	<b>Income Tax:</b>  Withholding and reporting required at the taxable event.  Notice 35 filing required with local tax bureau prior to implementation of the plan. Specific requirements vary by bureau.  <b>Social Insurance Contribution:</b>  Although uncertain, social insurance contributions are	Approval from China Securities Regulatory Commission ("CSRC") is required as a technical matter, but compliance is not feasible due to current lack of procedures. CSRC is aware of unapproved employee stock plans implemented by foreign companies in China and has informally expressed no current intention to take action against such companies.  Practical risk is low if cashless sell-all exercise method is mandated, because no employee funds put at risk and shares held for only a moment in time.	Under Circular 7 issued by the Central Bank and State Administration of Foreign Exchange ("SAFE"), non-PRC public companies granting equity awards to PRC employees must register plan with local SAFE offices where PRC entities located.  As part of the registration, non-PRC companies are required to establish a special onshore bank account approved by	Generally not if the right to modify or terminate is stated in the plan and employees agree to such terms in writing.  Regulations require that part-time employees be given benefits based on the number of hours they work. This could be interpreted to apply to participation in an equity plan.  There is risk that equity awards could be deemed a payment of wages "in-kind" or in "negotiable securities," thereby	PRC regulations require that employers keep confidential an employee's personal data/information, and not publicize such data without the employee's consent. Because data collected for equity plan participation would likely be considered personal data, and data transfer to a third party would likely be considered publicizing such data, obtaining

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
		However, reimbursement likely requires exchange control approval (which is unlikely to be given as the regulations do not specifically allow for recharge payments) and/or may be subject to additional requirements imposed by the bank handling the reimbursement. (Cash-netting to effect the reimbursement is prohibited.)	likely not required.		<p>SAFE through which all funds towards the purchase and from the sale of shares under the plan must be funneled. Companies are required to repatriate all equity plan proceeds realized by PRC employees through the approved onshore bank account.</p> <p>Once registration is completed, quarterly reporting requirements apply. Annual re-registration may also be required in certain provinces. In addition, companies must request approval for an annual quota which establishes the maximum amount that can be sent out of China through the special SAFE-approved account per year to purchase shares (for options exercisable using a cash exercise method).</p> <p>Finally, an amendment registration is required within 3 months of any material change (e.g., new/amended plan).</p> <p>Interpretations of Circular 7 by local SAFE offices are inconsistent and change frequently. <a href="#">Contact Baker &amp; McKenzie for latest requirements or for assistance to complete SAFE registration.</a></p> <p>NOTE: Non-PRC</p>	constituting an illegal payment of wages in China. However, it is unlikely that local labor authorities would object to the issuance of equity awards or stock under an employee stock plan, which are in the form of bonuses and are in addition to regular wages.	<p>employee's written consent for the collection, use and transfer of data recommended.</p> <p>In addition, transmitting data from the PRC to the issuer's home country may be subject to regulation in the PRC.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
					private companies cannot register their equity plans pursuant to Circular 7. <a href="#">If you would like further information on the exchange control issues for private companies, please contact Baker &amp; McKenzie.</a>		
<b>China</b> <b>ESPP</b>	<p>Tax on discount at purchase.</p> <p>*If Notice 9 tax treatment is applied to the taxable amount as annual bonus (limited to once every year), tax may be calculated under a favorable formula which generally results in reduction of taxation. However, not all tax bureaus allow favorable treatment under Notice 9 for ESPP.</p> <p>Tax on sale.</p>	<p>May be possible with subsidiary reimbursement, especially if under a written reimbursement agreement between subsidiary and parent; however, if the cost of the plan is categorized as an administration / management fee by the foreign parent, the cost probably will not be eligible for a tax deduction.</p> <p>However, reimbursement likely requires exchange control approval (which is unlikely to be given as the regulations do not specifically allow for recharge payments) and/or may be subject to additional requirements imposed by the bank handling the reimbursement. (Cash-netting to effect the reimbursement is prohibited.)</p>	<p><b>Income Tax:</b></p> <p>Withholding and reporting required at the taxable event.</p> <p><b>Social Insurance Contribution:</b></p> <p>Although uncertain, social insurance contributions are likely not required.</p>	<p>Approval from China Securities Regulatory Commission ("CSRC") is required as a technical matter, but compliance is not feasible due to current lack of procedures. CSRC is aware of unapproved employee stock plans implemented by foreign companies in China and has informally expressed no current intention to take action against such companies.</p> <p>Regulatory risk is greater for ESPP because employees remit funds for purchase and then hold securities. Risk can be mitigated if employees are required to immediately sell shares when acquired.</p>	<p>Under Circular 7 issued by the Central Bank and State Administration of Foreign Exchange ("SAFE"), non-PRC public companies granting equity awards to PRC employees must register plan with local SAFE offices where PRC entities located.</p> <p>As part of the registration, foreign companies are required to establish a special onshore bank account approved by SAFE through which all funds towards the purchase and from the sale of shares under the plan must be funneled. Companies are required to repatriate all equity plan proceeds realized by PRC employees through the approved onshore bank account.</p> <p>Once registration is completed, quarterly reporting requirements apply. Annual re-registration may also be required in certain provinces. In addition,</p>	<p>Generally not if the right to modify or terminate is stated in the plan and employees agree to such terms in writing.</p> <p>Regulations require that part-time employees be given benefits based on the number of hours they work. This could be interpreted to apply to participation in an equity plan.</p> <p>There is a risk that equity awards could be deemed a payment of wages "in-kind" or in "negotiable securities," thereby constituting an illegal payment of wages in China. However, it is unlikely that local labor authorities would object to the issuance of equity awards or stock under an employee stock plan, which are in the form of bonuses and are in addition to regular wages.</p>	<p>PRC regulations require that employers keep confidential an employee's personal data/information, and not publicize such data without the employee's consent. Because data collected for equity plan participation would likely be considered personal data, and data transfer to a third party would likely be considered publicizing such data, obtaining employee's written consent for the collection, use and transfer of data recommended.</p> <p>In addition, transmitting data from the PRC to the issuer's home country may be subject to regulation in the PRC.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
					<p>companies must request approval for an annual quota which establishes the maximum amount that can be sent out of China through the special SAFE-approved account per year to purchase shares.</p> <p>Finally, an amendment registration is required within 3 months of any material change (e.g., new/amended plan).</p> <p>Interpretations of Circular 7 by local SAFE offices are inconsistent and change frequently. <a href="#">Contact Baker &amp; McKenzie for latest requirements or for assistance to complete SAFE registration.</a></p> <p>NOTE: Non-PRC private companies cannot register their equity plans pursuant to Circular 7. <a href="#">If you would like further information on the exchange control issues for private companies, please contact Baker &amp; McKenzie.</a></p> <p>Labor law regulations prohibit PRC employers from making deductions from employees' salaries unless authorized under law; therefore, payroll deductions are technically problematic. However, these restrictions are</p>		



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
					unlikely to be enforced in the context of an ESPP. The risk may be reduced if employees expressly consent to payroll deductions, and it is made clear that the ESPP contributions do not reduce overall remuneration.		
<b>China</b>  <b>RS/RSU</b>	<p>Tax likely at vesting for RS/RSU. Taxable amount is fair market value of the shares on the tax event.</p> <p>*If Notice 35 completed (see Withholding &amp; Reporting section) and certain other requirements met, tax may be calculated under a favorable formula which generally results in reduction of taxation.</p> <p>Tax on sale.</p>	<p>May be possible with sub reimbursement, especially if under a written reimbursement agreement between sub and parent; however, if the cost of the plan is categorized as an administration / management fee by the foreign parent, the cost probably will not be eligible for a tax deduction.</p> <p>However, reimbursement likely requires exchange control approval (which is unlikely to be given as the regulations do not specifically allow for recharge payments) and/or may be subject to additional requirements imposed by the bank handling the reimbursement. (Cash-netting to effect the reimbursement is prohibited.)</p>	<p><b>Income Tax:</b></p> <p>Withholding and reporting required at the taxable event.</p> <p>Notice 35 filing required with local tax bureau prior to implementation of the plan. Specific requirements vary by bureau.</p> <p><b>Social Insurance Contribution:</b></p> <p>Although uncertain, social insurance contributions are likely not required.</p>	<p>Approval from China Securities Regulatory Commission ("CSRC") is required as a technical matter, but compliance is not feasible due to current lack of procedures. CSRC is aware of unapproved employee stock plans implemented by foreign companies in China and has informally expressed no current intention to take action against such companies.</p> <p>Risk is reduced because RS/RSUs are offered for no consideration (thus no funds are remitted). Risk is further mitigated if employees are required to immediately sell shares when acquired.</p>	<p>Under Circular 7 issued by the Central Bank and State Administration of Foreign Exchange ("SAFE"), non-PRC public companies granting equity awards to PRC employees must register plan with local SAFE offices where PRC entities located.</p> <p>As part of the registration, foreign companies are required to establish a special onshore bank account approved by SAFE through which all funds from the sale of shares under the plan must be funneled.</p> <p>Companies are required to repatriate all equity plan proceeds realized by PRC employees through the approved onshore bank account.</p> <p>Once registration is completed, quarterly reporting requirements apply. Annual re-registration may also be required in certain provinces.</p>	<p>Generally not if the right to modify or terminate is stated in the plan and employees agree to such terms in writing.</p> <p>Regulations require that part-time employees be given benefits based on the number of hours they work. This could be interpreted to apply to participation in an equity plan.</p> <p>There is risk that equity awards could be deemed a payment of wages "in-kind" or in "negotiable securities," thereby constituting an illegal payment of wages in China. However, it is unlikely that local labor authorities would object to the issuance of equity awards or stock under an employee stock plan, which are in the form of bonuses and are in addition to regular wages.</p>	<p>PRC regulations require that employers keep confidential an employee's personal data/information, and not publicize such data without the employee's consent. Because data collected for equity plan participation would likely be considered personal data, and data transfer to a third party would likely be considered publicizing such data, obtaining employee's written consent for the collection, use and transfer of data recommended.</p> <p>In addition, transmitting data from the PRC to the issuer's country may be subject to regulation in the PRC.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
					<p>Finally, an amendment registration is required within 3 months of any material change (e.g., new/amended plan).</p> <p>Interpretations of Circular 7 by local SAFE offices are inconsistent and change frequently. <a href="#">Contact Baker &amp; McKenzie for latest requirements or for assistance to complete SAFE registration.</a></p> <p>NOTE: Non-PRC private companies cannot register their equity plans pursuant to Circular 7. <a href="#">If you would like further information on the exchange control issues for private companies, please contact Baker &amp; McKenzie for latest requirements or for assistance to complete SAFE registration.</a></p>		
<b>China</b>  <b>Cash Award</b>	<p>Tax at payment. Taxable amount is amount of the cash payment.</p> <p>* If Notice 9 tax treatment is applied to the cash award as annual bonus (limited to once every year), tax may be calculated under a favorable formula which generally results in reduction of taxation.</p>	<p>Likely yes, if subsidiary bears the cost of award.</p> <p>Written agreement recommended.</p>	<p><b>Income Tax:</b></p> <p>Withholding and reporting required at the taxable event.</p> <p><b>Social Insurance Contributions:</b></p> <p>Although uncertain, social insurance contributions are likely not required.</p>	None.	<p>Likely are not subject to Circular 7.</p> <p>Note, however, that cash-settled awards paid by a non-PRC entity generally are subject to Circular 7.</p>	<p>Generally not if the right to modify or terminate is stated in the plan and employees agree to such terms in writing.</p> <p>Regulations require that part-time employees be given benefits based on the number of hours they work. This could be interpreted to apply to participation in an equity plan.</p>	<p>PRC regulations require that employers keep confidential an employee's personal data/information, and not publicize such data without the employee's consent. Because data collected for equity plan participation would likely be considered personal data, and data transfer to a third party would likely be considered publicizing such</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
							<p>data, obtaining employee's written consent for the collection, use and transfer of data recommended.</p> <p>In addition, transmitting data from the PRC to the United States may be subject to regulation in the PRC.</p>
<b>Colombia</b> <b>OPTION</b>	<p>Arguably, no tax at exercise, unless subsidiary reimburses parent for spread. If subsidiary reimburses parent, spread would be treated as labor income and tax would be due at exercise.</p> <p>Tax on sale.</p>	<p>Yes, if subsidiary reimburses parent and withholding and social insurance obligations are satisfied (see Withholding and Reporting section). To mitigate exchange control issues, wiring of funds (either from Colombia or from a Colombian subsidiary account overseas) to effect reimbursement are preferred.</p>	<p><b>Income Tax:</b></p> <p>No, unless the subsidiary reimburses parent and claims a local deduction or is otherwise involved in the grant.</p> <p><b>Social Insurance Contribution:</b></p> <p>No, unless reimbursement is made. Even if reimbursement, no social insurance if there is an agreement that the benefits are not part of salary.</p>	<p>Yes, onerous filing requirement if over 99 offerees, but separate and distinct offerings need not be aggregated.</p>	<p>If funds are remitted to purchase shares, an exchange declaration by the employee is required and investment is automatically registered with the Bank of the Republic. These obligations also apply in case of subsidiary reimbursement.</p> <p>If employee's aggregate investments abroad are \$500,000 or more, investments must be registered with the Bank of the Republic.</p>	<p>Yes, but may be mitigated with employee agreement that the grant is discretionary, the plan is subject to termination and the benefits are not salary.</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>
<b>Colombia</b> <b>ESPP</b>	<p>Arguably, no tax at purchase, unless subsidiary reimburses parent for discount. If subsidiary reimburses parent, discount would be treated as labor income and tax would be due at purchase.</p> <p>Tax on sale.</p>	<p>Yes, if subsidiary reimburses parent and withholding and social insurance obligations are satisfied (see Withholding and Reporting section). To mitigate exchange control issues, wiring of funds (either from Colombia or from a</p>	<p><b>Income Tax:</b></p> <p>No, unless the subsidiary reimburses parent and claims a local deduction or is otherwise involved in the grant.</p> <p><b>Social Insurance Contribution:</b></p> <p>No, unless</p>	<p>Yes, onerous filing requirement if over 99 offerees, but separate and distinct offerings need not be aggregated.</p>	<p>If funds are remitted to purchase shares, an exchange declaration by the employee is required and investment is automatically registered with the Bank of the Republic. These obligations also apply in case of subsidiary reimbursement.</p>	<p>Yes, but may be mitigated with employee agreement that the grant is discretionary, the plan is subject to termination and the benefits are not salary.</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
		Colombian subsidiary account overseas) to effect reimbursement are preferred.	reimbursement is made. Even if reimbursement, no social insurance if there is an agreement that the benefits are not part of salary.		If employee's aggregate investments abroad are \$500,000 or more, investments must be registered with the Bank of the Republic.		
<b>Colombia</b> <b>RS/RSU</b>	Tax at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.  Tax on sale.	Yes, if subsidiary reimburses parent and withholding and social insurance obligations are satisfied (see Withholding and Reporting section). To mitigate exchange control issues, wiring of funds (either from Colombia or from a Colombian subsidiary overseas) to effect reimbursement are preferred.	<b>Income Tax:</b>  No, unless the subsidiary reimburses parent and claims a local deduction or is otherwise involved in the grant.  <b>Social Insurance Contribution:</b>  No, unless reimbursement is made. Even if reimbursement, no social insurance if there is an agreement that the benefits are not part of salary.	Onerous filing requirements may apply if over 99 offerees, but separate and distinct offerings need not be aggregated.	If subsidiary reimburses parent, an exchange declaration by the employee is required and investment is automatically registered with the Bank of the Republic.  If employee's aggregate investments abroad are \$500,000 or more, investments must be registered with the Bank of the Republic.	Yes, but may be mitigated with employee agreement that the grant is discretionary, the plan is subject to termination and the benefits are not salary.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Colombia</b> <b>Cash Award</b>	Tax at payment. Taxable amount is the amount of the cash payment.	Generally yes, because subsidiary bears the cost of award and the award will be classified as "labor income."  Written agreement recommended.	<b>Income Tax:</b>  Yes.  <b>Social Insurance Contributions:</b>  Yes. Employer and employee contributions due and employer must withhold employee portion.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, payroll taxes, etc.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Czech Republic</b> <b>OPTION</b>	Tax on spread at exercise.  For shares acquired on or after January 1,	Generally allowed if (i) subsidiary reimburses parent pursuant to a written	<b>Income Tax:</b>  No, unless the local subsidiary reimburses the	None. The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA")	Reporting requirements apply to the acquisition of securities and related payments and receipts	Generally not, provided employee signs agreement acknowledging discretionary nature of	Written consent from employees for the transfer of data abroad is strongly recommended.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	2014, tax on gain at sale unless shares are held for more than three years or gross annual income of the shareholder is CZK100,000 or less.	<p>reimbursement agreement under which it is clear that the equity award cost was incurred to generate, maintain and assure taxable income; and (ii) subsidiary adequately documents the reimbursement internally, e.g., in employment contract (which may trigger labor issues). Company should not recharge costs of awards to executives or board members.</p> <p>Reimbursement triggers social insurance contributions and withholding/reporting obligations.</p>	<p>parent.</p> <p><b>Social Insurance Contribution:</b></p> <p>Generally, no, unless the local subsidiary reimburses the parent and is required to withhold income tax.</p>	<p>countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in the Czech Republic. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.</p>	between foreign exchange residents and foreign exchange non-residents.	<p>the plan.</p> <p>Works council notification/consultation obligations apply if sub bears the costs of awards.</p> <p>Also, if subsidiary bears the cost of the awards, prior approval of the subsidiary's supervisory board or board of directors is required to offer awards to executive officers or directors of the subsidiary. In addition, "performance of functions" agreement with executive officers or directors of subsidiary receiving equity should reference equity grant, be approved by shareholder of the subsidiary and be signed (in hard copy) by individual.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Czech Republic</b> <b>ESPP</b>	<p>Tax on discount at purchase.</p> <p>For shares acquired on or after January 1, 2014, tax on gain at</p>	Generally allowed if (i) subsidiary reimburses parent pursuant to a written reimbursement	<p><b>Income Tax:</b></p> <p>No, unless the local subsidiary reimburses the parent.</p>	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus	Reporting requirements apply to the acquisition of securities and related payments and receipts between foreign	Generally not, provided employee signs agreement acknowledging discretionary nature of the plan.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>sale unless shares are held for more than three years or gross annual income of the shareholder is CZK100,000 or less.</p>	<p>agreement under which it is clear that the equity award cost was incurred to generate, maintain and assure taxable income; and (ii) subsidiary adequately documents the reimbursement internally, e.g., in employment contract (which may trigger labor issues). Company should not recharge costs of awards to executives or board members.</p> <p>Reimbursement triggers social insurance contributions and withholding/reporting obligations.</p>	<p><b>Social Insurance Contribution:</b></p> <p>Generally, no, unless the local subsidiary reimburses the parent and is required to withhold income tax.</p>	<p>will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. Changes are proposed which may eventually eliminate the need to file a prospectus for employee share plans.</p> <p>The EU Prospectus Directive has been fully implemented in the Czech Republic. ESPP is subject to the EU Prospectus Directive. Therefore a prospectus must be filed unless an exemption or exclusion applies.</p>	<p>exchange residents and foreign exchange non-residents.</p>	<p>Employee participating in ESPP must provide a payroll deduction authorization form in Czech to the local employer, authorizing it to deduct contributions from the employee's salary.</p> <p>Works council notification/consultation obligations apply if subsidiary bears the costs of awards.</p> <p>Also, if subsidiary bears the cost of the awards, prior approval of the subsidiary's supervisory board or board of directors is required to offer awards to executive officers or directors of the subsidiary. In addition, "performance of functions" agreement with executive officers or directors of subsidiary receiving equity should reference equity grant, be approved by shareholder of the subsidiary and be signed (in hard copy) by individual.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Czech Republic</b>  <b>RS/RSU</b>	<p>Generally, tax at grant for RS; tax at vesting for RS/RSU. Taxable amount is fair market value of the shares.</p> <p>For shares acquired on or after January 1, 2014, tax on gain at sale unless shares are held for more than three years or gross annual income of the shareholder is CZK100,000 or less.</p>	<p>Generally allowed if (i) subsidiary reimburses parent pursuant to a written reimbursement agreement under which it is clear that the equity award cost was incurred to generate, maintain and assure taxable income; and (ii) subsidiary adequately documents the reimbursement internally, e.g., in employment contract (which may trigger labor issues). Company should not recharge costs of awards to executives or board members.</p> <p>Reimbursement triggers social insurance contributions and withholding/reporting obligations.</p>	<p><b>Income Tax:</b></p> <p>No, unless the local subsidiary reimburses the parent.</p> <p><b>Social Insurance Contribution:</b></p> <p>Generally, no, unless the local subsidiary reimburses the parent and is required to withhold income tax.</p>	<p>Generally, none. The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in the Czech Republic. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive.</p>	<p>Reporting requirements apply to the acquisition of securities and related payments and receipts between foreign exchange residents and foreign exchange non-residents.</p>	<p>Generally not, provided employee signs agreement acknowledging discretionary nature of the plan.</p> <p>Works council notification/consultation obligations apply if subsidiary bears the costs of awards.</p> <p>Also, if subsidiary bears the cost of the awards, prior approval of the subsidiary's supervisory board or board of directors is required to offer awards to executive officers or directors of the subsidiary. In addition, "performance of functions" agreement with executive officers or directors of subsidiary receiving equity should reference equity grant, be approved by shareholder of the subsidiary and be signed (in hard copy) by individual.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Czech Republic</b>  <b>Cash Award</b>	Tax at payment. Taxable amount is fair market value of the award at payment.	Generally, yes, because subsidiary bears the cost of the award.  Written agreement recommended.	<b>Income Tax:</b>  Withholding and reporting required at the taxable event.  <b>Social Insurance Contributions:</b>  Social insurance contributions withholding and reporting likely required if awards are paid through local payroll.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.  Although not entirely clear, it is likely that cash-settled awards paid through local payroll will need to be included in termination indemnities calculations.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Denmark</b>  <b>OPTION</b>	Tax on spread at exercise for options.  Previously, a tax-favorable regime was available (provided certain requirements were met) at the election of the employee and the employer which deferred tax until sale. This regime was abolished for all grants made after November 21, 2011. However, similar rules are expected to be adopted and become effective as of July 1, 2016. <a href="#">Contact Baker &amp; McKenzie for the latest update on the pending legislation.</a>  Tax on sale. In some cases, shares acquired before January 1, 2006 may qualify for special tax treatment.	Allowed if subsidiary reimburses parent under a written reimbursement agreement.  No deduction allowed for awards granted under the tax-favored regime.	<b>Income Tax:</b>  Reporting required at taxable event.  No employer withholding obligation.  <b>Social Insurance Contributions:</b>  Employee subject to social contributions.  No employer withholding required.	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Denmark. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.	None.	The Danish Stock Option Act, which applies to grants after June 30, 2004 (and seemingly covers grants by U.S. multinationals), permits forfeiture of unvested awards for voluntary terminations, but not for involuntary terminations (with limited exceptions). Thus, terminated employees may have a right to continue to vest in awards (and exercise options until the expiration date) and may be entitled to at least a pro-rated portion of any annual grant made in year of termination.  A Supreme Court decision applies to options (and arguably other awards) granted prior to July 1, 2004 and provides that any terminated employees (including voluntary terminations) have a right to retain vested and unvested	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
						<p>options for their full term.</p> <p>Pursuant to the Stock Option Act, equity awards will not be included when calculating holiday pay upon termination of employment.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	
<b>Denmark</b>  <b>ESPP</b>	<p>Tax on discount at purchase for ESPP.</p> <p>Previously, a tax-favorable regime was available (provided certain requirements were met) at the election of the employee and the employer which deferred tax until sale. This regime was abolished for all grants made after November 21, 2011. However, similar rules are expected to be adopted and become effective as of July 1, 2016. <a href="#">Contact Baker &amp; McKenzie for the latest update on the pending legislation.</a></p>	<p>Allowed if subsidiary reimburses parent under a written reimbursement agreement.</p> <p>No deduction allowed for awards granted under the tax-favored regime.</p>	<p><b>Income Tax:</b></p> <p>Reporting required at taxable event.</p> <p>No employer withholding obligation.</p> <p><b>Social Insurance Contributions:</b></p> <p>Employee subject to social contributions.</p> <p>No employer withholding required.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. In 2010, the EU Parliament approved changes to the EU Prospectus Directive which may eventually eliminate the need to file a prospectus for U.S. listed companies.</p> <p>The EU Prospectus Directive has been fully implemented in Denmark. ESPP is subject to the EU Prospectus Directive. Therefore, a prospectus</p>	None.	<p>The Danish Stock Option Act, which applies to grants after June 30, 2004 (and seemingly covers grants by U.S. multinationals), permits forfeiture of awards for voluntary terminations, but not for involuntary terminations (with limited exceptions). Thus, terminated employees may have a right to continue to participate in current ESPP offering period.</p> <p>Pursuant to the Stock Option Act, equity awards will not be included when calculating holiday pay upon termination of employment.</p> <p>The EU Council Directive</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	Tax on sale. In some cases, shares acquired before January 1, 2006 may qualify for special tax treatment.			must be filed unless an exception or exclusion applies.		2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	
<b>Denmark</b> <b>RS/RSU</b>	<p>Tax at grant for RS. Tax likely at vesting for RSU.</p> <p>Taxable amount is fair market value of the shares on the tax event.</p> <p>It is possible to request a tax ruling confirming timing of taxation of RSUs from Danish tax authorities.</p> <p>Previously, a tax-favorable regime was available (provided certain requirements were met) at the election of the employee and the employer which deferred tax until sale. This regime was abolished for all grants made after November 21, 2011. However, similar rules are expected to be adopted and become effective as of July 1, 2016. <a href="#">Contact Baker &amp; McKenzie for the latest update on the</a></p>	<p>Allowed if subsidiary reimburses parent under a written reimbursement agreement.</p> <p>No deduction allowed for awards granted under the tax-favored regime.</p>	<p><b>Income Tax:</b></p> <p>Reporting required at taxable event.</p> <p>No withholding obligation.</p> <p><b>Social Insurance Contributions:</b></p> <p>Employee subject to social contributions.</p> <p>No employer withholding required.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in Denmark. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive.</p>	None.	<p>The Danish Stock Option Act, which applies to grants after June 30, 2004 (and seemingly covers grants by U.S. multinationals), permits forfeiture of unvested awards for voluntary terminations, but not for involuntary terminations (with limited exceptions). Thus, terminated employees may have a right to retain unvested awards and may be entitled to at least pro-rated portion of any annual grant made in year of termination. Rules likely apply to RSUs, but not RS. RS likely subject to Danish Salaried Employees Act which does not permit forfeiture of unvested awards for voluntary or involuntary terminations.</p> <p>Pursuant to the Stock Option Act, equity awards will not be included when calculating holiday pay upon termination of employment.</p>	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<a href="#">pending legislation.</a>  Tax on sale. In some cases, shares acquired before January 1, 2006 may qualify for special tax treatment.					The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	
<b>Denmark</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Generally yes, because subsidiary bears the cost of award.  Written agreement recommended.	<b>Income Tax:</b>  Withholding required.  Reporting required at taxable event.  <b>Social Insurance Contributions:</b>  Yes. Both employer and employee contributions due and employer must withhold employee portion.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.  Cash awards are subject to Danish Salaried Employees Act which does not permit forfeiture of unvested awards for voluntary or involuntary termination.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g.,	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
						accelerated or continued vesting) for those meeting the criteria.	
<b>Egypt</b> <b>OPTION</b>	Likely tax on spread at exercise.  Likely tax on sale.	Likely yes, if subsidiary reimburses the parent.	<b>Income Tax:</b>  Withholding and reporting generally required.  <b>Social Insurance Contributions:</b>  Likely employee and employer social insurance contributions at exercise (unless contribution ceiling already met).	None, provided shares subject to the award are not registered on an Egyptian stock exchange.	Funds remitted abroad to acquire shares and sale proceeds remitted into Egypt must be transferred through a registered bank in Egypt.	Written disclaimer recommended to reduce risk of plan entitlement.	Prior written consent from employees to transfer of personal data abroad should be obtained.
<b>Egypt</b> <b>ESPP</b>	Likely tax on discount at purchase.  Likely tax on sale.	Likely yes, if subsidiary reimburses the parent.	<b>Income Tax:</b>  Withholding and reporting generally required.  <b>Social Insurance Contributions:</b>  Likely employee and employer social insurance contributions at exercise (unless contribution ceiling already met).	None, provided shares subject to the award are not registered on an Egyptian stock exchange.	Funds remitted abroad to acquire shares and sale proceeds remitted into Egypt must be transferred through a registered bank in Egypt.	Written disclaimer recommended to reduce risk of plan entitlement.	Prior written consent from employees to transfer of personal data abroad should be obtained.
<b>Egypt</b> <b>RS/RSU</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Likely yes, if subsidiary reimburses the parent.	<b>Income Tax:</b>  Withholding and reporting generally required.  <b>Social Insurance Contributions:</b>  Employee and employer social insurance contributions may be due, unless contribution ceiling already met.	None, provided shares subject to the award are not registered on an Egyptian stock exchange.	Sale proceeds remitted into Egypt must be transferred through a registered bank in Egypt.	Written disclaimer recommended to reduce risk of plan entitlement	Prior written consent from employees to transfer of personal data abroad should be obtained.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Egypt</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Generally yes, if subsidiary bears the cost of award.  Written agreement recommended.	<b>Income Tax:</b>  Withholding and reporting required.  <b>Social Insurance Contributions:</b>  Employee and employer social insurance contributions will be due, unless contribution ceiling already met.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount when calculating termination indemnities, obligation to consult works council, etc.	Prior written consent from employees to transfer of personal data abroad should be obtained.
<b>Finland</b>  <b>OPTION</b>	Tax on spread at exercise.  Tax on sale, subject to certain deductions.	Yes, if subsidiary reimburses parent pursuant to a written agreement and grants based on employment relationship.	<b>Income Tax:</b>  Withholding and reporting required at exercise.  <b>Social Insurance Contributions:</b>  Generally, only the employee-paid health insurance premium due on spread at exercise and included in general withholding rate.	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Finland. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.	None.	Employees should be required to acknowledge discretionary nature of awards. Even with acknowledgment, award income may be taken into account in determining the amount of compensation for unlawful termination of employment.  Discrimination against part-time employees is generally prohibited.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Finland</b> <b>ESPP</b>	<p>Tax on discount at purchase. For ESPP, may be able to exclude at least a portion of discount from tax if newly issued shares are used and a ruling is obtained.</p> <p>Tax on sale, subject to certain deductions.</p>	Yes, if subsidiary reimburses parent pursuant to a written agreement and grants based on employment relationship.	<p><b>Income Tax:</b></p> <p>Withholding and reporting required at purchase.</p> <p><b>Social Insurance Contributions:</b></p> <p>Generally, only the employee-paid health insurance premium due on discount at purchase and included in general withholding rate.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. In 2010, the EU Parliament approved changes to the EU Prospectus Directive which may eventually eliminate the need to file a prospectus for U.S. listed companies.</p> <p>The EU Prospectus Directive has been fully implemented in Finland. ESPP is subject to the EU Prospectus Directive. Therefore, a prospectus must be filed unless an exemption or exclusion applies.</p>	None.	<p>Employees should be required to acknowledge discretionary nature of awards. Even with acknowledgment, award income may be taken into account in determining the amount of compensation for unlawful termination of employment.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Finland</b> <b>RS/RSU</b>	<p>Tax likely at grant for RS subject to time-based vesting conditions only; tax likely at vesting for RS subject to other vesting conditions (e.g., performance goals). Tax at vesting for RSU.</p> <p>Taxable amount is fair market value of the shares on the tax event.</p> <p>Tax on sale, subject to certain deductions.</p>	Yes, if subsidiary reimburses parent pursuant to a written agreement and grants based on employment relationship.	<p><b>Income Tax:</b></p> <p>Withholding and reporting required at taxable event.</p> <p>Withholding in shares is problematic.</p> <p><b>Social Insurance Contributions:</b></p> <p>Generally, only the employee-paid health insurance premium due on income at taxable event and included in general withholding</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been</p>	None.	<p>Employees should be required to acknowledge discretionary nature of awards. Even with acknowledgment, award income may be taken into account as salary in determining the amount of compensation for unlawful termination of employment.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits</p>	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			rate.  There is a risk that additional social security contributions are due on RS and RSUs which vest within one year from grant.	fully implemented in Finland. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive.		age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	
<b>Finland</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash award.	Generally yes, because subsidiary bears the cost of award. Written agreement recommended.	<b>Income Tax:</b>  Withholding and reporting required at payment.  <b>Social Insurance Contributions:</b>  Employer and employee social insurance contributions are due (as on ordinary salary). Employee contributions have to withheld by employer.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount when calculating termination indemnities, obligation to consult works council, etc.  Discrimination against part-time employees is generally prohibited.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of cash awards and other incentives in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
France  OPTION	<p>Tax on spread at exercise.</p> <p>Tax qualification may be available for option grants, resulting in deferral of tax due at exercise until sale for employees as well as elimination of certain employee and employer social security contributions if requirements met. However, there is an employer-paid social tax due at grant of French-qualified options. A sub-plan should be in place at the time of grant, which imposes certain other restrictions such as special closed period which preclude public companies from granting French-qualified options during certain periods. In addition, special reporting requirements apply to French-qualified options.</p> <p>Tax on sale.</p>	Currently, a deduction is generally allowed only with respect to shares that the parent has repurchased, not newly issued shares, and only with respect to the actual loss sustained; a written reimbursement agreement is recommended.	<p><b>Income Tax:</b></p> <p>Generally no income tax withholding required for French tax residents.</p> <p>Withholding required for taxable events occurring on or after April 1, 2011 if employee is not a French tax resident but was employed and subject to tax in France over the period an award was earned (usually the vesting period). For French-qualified awards, the entity delivering the proceeds at sale to the employee is generally responsible for the withholding; depending on how the plan is administered, the entity responsible for withholding could therefore be the broker.</p> <p>Reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes (at rates up to approximately 46% for the employer and approximately 23% for the employee) for non-French-qualified options. Employer must withhold the employee contributions for non-French-qualified options.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in France. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.</p>	Minor reporting requirements may apply.	<p>Possibly. Disclaimer is strongly recommended.</p> <p>Increased entitlement risk if grants are regularly made under similar terms over several years.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			Employer social tax applies at grant of French-qualified options. Employee social tax on French-qualified options applies at sale, but employer is not required to withhold.				
<b>France</b> <b>ESPP</b>	Tax on discount at purchase.  Tax-favored stock purchase plan (P.E.E.) may be considered.  Tax on sale.	Currently, a deduction is generally allowed only with respect to shares that the parent has repurchased, not newly issued shares, and only with respect to the actual loss sustained; a written reimbursement agreement is recommended.	<b>Income Tax:</b>  Generally no income tax withholding required for French tax residents.  Withholding required for taxable events occurring on or after April 1, 2011 if employee is not a French tax resident but was employed and subject to tax in France over the purchase period.  Reporting required.  <b>Social Insurance Contributions:</b>  Yes (at rates up to approximately 46% for the employer and approximately 23% for the employee). Employer must withhold the employee contributions.	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. In 2010, the EU Parliament approved changes to the EU Prospectus Directive which may eventually eliminate the need to file a prospectus for U.S. listed companies.  The EU Prospectus Directive has been fully implemented in France. ESPP is subject to the EU Prospectus Directive. Therefore a prospectus must be filed unless an exemption or exclusion applies.	Minor reporting requirements may apply.	Possibly. Disclaimer is strongly recommended and employees should consent (in French) to payroll deductions.  Increased entitlement risk if grants are regularly made under similar terms over several years.  Discrimination against part-time employees is generally prohibited.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>France</b> <b>RS/RSU</b>	Tax at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.  Tax qualification is available for RSU, resulting in deferral of tax due at vesting until	Currently, a deduction is generally allowed only with respect to shares that the parent has repurchased, not newly issued shares, and only with respect to the actual loss	<b>Income Tax:</b>  Generally no income tax withholding required for French tax residents.  Withholding required for taxable events occurring on or after April 1, 2011 if	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU	Minor reporting requirements may apply.	Possibly. Disclaimer is strongly recommended. Discrimination against part-time employees is generally prohibited.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>sale as well as elimination of certain employer and employee social security contributions. However, an employer-paid social tax is due (either at grant or at vesting) and certain minimum vesting and/or holding periods apply. The specific requirements depend on whether the “new” (post-August 7, 2015) regime or the “old” (pre-August 7, 2015) regime applies. To rely on the new regime, the issuing company’s shareholders may need to approve the plan under which the French-qualified RSUs are granted after August 7, 2015. In any case, a sub-plan must be in place at the time of grant, which imposes certain other restrictions, such as special closed periods which restrict sale of shares of public companies during certain periods. In addition, special reporting requirements apply to French-qualified RSUs.</p> <p>Tax on sale.</p>	sustained; a written reimbursement agreement is recommended.	<p>employee is not a French tax resident but was employed and subject to tax in France over the period an award was earned (usually the vesting period). For French-qualified awards, the entity delivering the proceeds at sale to the employee is generally responsible for the withholding; depending on how the plan is administered, the entity responsible for withholding could therefore be the broker.</p> <p>Reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes (at rates up to approximately 46% for the employer and approximately 23% for the employee) for non-French-qualified RSUs. Employer must withhold the employee contributions for non-French-qualified RSUs.</p> <p>Employer social tax applies at grant or vesting of French-qualified RSUs depending on whether old or new French-qualified regime applies. Employee social tax on French-qualified RSUs applies at sale,</p>	<p>or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in France. However, non-transferable free offers of RS/RSUs are not considered “transferable securities” subject to the EU Prospectus Directive.</p>		implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			but employer is not required to withhold.				
<b>France</b>  <b>Cash Award</b>	<p>Taxable event likely will be at vesting.</p> <p>The taxable amount will be the fair market value of the shares at vesting.</p>	Generally yes, because subsidiary bears the cost of award. Written agreement strongly recommended.	<p><b>Income Tax:</b></p> <p>Generally no income tax withholding required for French tax residents.</p> <p>Reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes (at rates up to approximately 46% for the employer and approximately 23% for the employee). Employee must withhold the employee contributions.</p>	None.	None.	<p>Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount when calculating termination indemnities, obligation to consult works council, etc.</p> <p>Cash awards may be viewed as a remuneration item (and, as such, an addendum to the employment contract), which may require that the award agreement be translated into French and which may require consultation with works council (if applicable).</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly provisions with age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Germany</b>  <b>OPTION</b>	Tax on spread at exercise. Small deduction may apply. Taxable event may be	May be available only if costs are considered to relate to business	<p><b>Income Tax:</b></p> <p>Yes.</p>	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European	Minor reporting may be required.	Possibly. It is advisable to make U.S. law the governing law, minimize the involvement of the	Written consent from employees for the transfer of data abroad is strongly

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>delayed until shares are debited from company's books after exercise.</p> <p>No tax on sale if the stock was acquired before January 1, 2009 and is held for 12 or more months and certain other conditions are met. Shares acquired on or after January 1, 2009 will be subject to tax at sale.</p>	<p>of local subsidiary, which would require local subsidiary to be involved in planning, granting and administering SOP and this would significantly increase labor law risks (plan entitlement, works council consultation, etc.). In addition, some German tax authorities take position that costs are not deductible even if above condition is met.</p>	<p><b>Social Insurance Contributions:</b></p> <p>Yes, for both employee and employer, unless contribution ceiling already met. Employer has to withhold the employee's contribution.</p>	<p>Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been implemented in Germany. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.</p>		<p>local subsidiary and include a written disclaimer.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most countries, including Germany, have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>
Germany ESPP	<p>Tax on discount at purchase. Small deduction may apply. Taxable event may be delayed until shares are debited from company's books.</p> <p>No tax on sale if the stock was acquired before January 1, 2009 and is held for 12 or more months and certain other conditions are met. Shares acquired on or after January 1, 2009 will be subject to tax at sale.</p>	<p>May be available only if costs are considered to relate to business of local subsidiary, which would require local subsidiary to be involved in planning, granting and administering ESPP and this would significantly increase labor law risks (plan entitlement, works council consultation, etc.). In addition, some German tax authorities take position that costs are not deductible even if above condition is met.</p>	<p><b>Income Tax:</b></p> <p>Yes.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, for both employee and employer, unless contribution ceiling already met. Employer has to withhold the employee's contribution.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. In 2010, the EU Parliament approved changes to the EU Prospectus Directive which may eventually eliminate the need to file a prospectus for U.S. listed companies.</p> <p>The EU Prospectus Directive has been implemented in Germany. ESPP is subject to the EU Prospectus Directive. Therefore, a prospectus must be filed unless an exemption or exclusion applies.</p>	<p>Minor reporting may be required.</p>	<p>Possibly. It is advisable to make U.S. law the governing law, minimize the involvement of the local subsidiary and include a written disclaimer.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most countries, including Germany, have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
						vesting) for those meeting the criteria.	
<b>Germany</b>  <b>RS/RSU</b>	<p>Tax likely at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event. Small deduction may apply. Taxable event may be delayed until shares are debited from company's books after grant (RS) / vesting (RSU).</p> <p>Pursuant to a German Federal Tax Court case, in certain circumstances, it may be possible to take the position that RS is taxed on vesting. Companies should obtain a wage tax ruling before relying on this decision.</p> <p>No tax on sale if the stock was acquired before January 1, 2009 and is held for 12 or more months and certain other conditions are met. Shares acquired on or after January 1, 2009 will be subject to tax at sale.</p>	<p>May be available only if costs are considered to relate to business of local subsidiary, which would require local subsidiary to be involved in planning, granting and administering RS/RSU and this would significantly increase labor law risks (plan entitlement, works council consultation, etc.). In addition, some German tax authorities take position that costs are not deductible even if above condition is met.</p>	<p><b>Income Tax:</b></p> <p>Yes.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, for both employee and employer, unless employee's contribution ceiling already met. Employer has to withhold the employee's contribution.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been implemented in Germany. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive</p>	<p>Minor reporting may be required.</p>	<p>Possibly. It is advisable to make U.S. law the governing law, minimize the involvement of the local subsidiary and include a written disclaimer.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most countries, including Germany, have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>
<b>Germany</b>  <b>Cash Award</b>	<p>Taxed at payment. Taxable amount is amount of the cash payment.</p>	<p>Generally yes, because subsidiary bears the cost of award. Written agreement recommended.</p>	<p><b>Income Tax:</b></p> <p>Yes.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, for both employee and employer, unless employee's contribution ceiling</p>	<p>None.</p>	<p>None.</p>	<p>Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc. It is advisable to make U.S. law the</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			already met. Employer has to withhold the employee's contribution.			governing law, minimize the involvement of the local subsidiary and include a written disclaimer.  Discrimination against part-time employees is generally prohibited.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, countries, including Germany, have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	registration obligations).
<b>Hong Kong OPTION</b>	Tax on spread at exercise.  No tax on sale.	Generally allowed if subsidiary reimburses parent.	<b>Income Tax:</b>  No withholding required. Reporting required (for grant and exercise of options).  <b>Social Insurance Contributions:</b>  No.	No, provided certain requirements are met.	None.	No, if employee acknowledges discretionary nature of plan.  Discrimination against part-time employees is problematic if predominantly women.	Need to comply with Hong Kong's Personal Data (Privacy) Ordinance which includes providing notice to employees and obtaining employee consent to collection, use and transfer of data.
<b>Hong Kong ESPP</b>	Tax on discount at purchase.  No tax on sale.	Generally allowed if subsidiary reimburses parent.	<b>Income Tax:</b>  No withholding required. Reporting required.  <b>Social Insurance Contributions:</b>  No.	No, provided certain requirements are met.	None.  *Payroll deductions technically are not permitted.	No, if employee acknowledges discretionary nature of plan.  Discrimination against part-time employees is problematic if predominantly women.	Need to comply with Hong Kong's Personal Data (Privacy) Ordinance which includes providing notice to employees and obtaining employee consent to collection, use and transfer of data.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Hong Kong</b> <b>RS/RSU</b>	<p>Tax at vesting likely for RS/RSUs, but may depend on specific award terms.</p> <p>Taxable amount is fair market value of the shares on the tax event.</p> <p>No tax on sale.</p>	Generally allowed if subsidiary reimburses parent.	<p><b>Income Tax:</b></p> <p>No withholding required. Reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>No.</p>	No, provided certain requirements are met.	None.	<p>No, if employee acknowledges discretionary nature of plan.</p> <p>Discrimination against part-time employees is problematic if predominantly women.</p> <p>ORSO legislation may treat RSU plan as retirement scheme subject to registration/exemption process if RSUs are paid only in cash and if payment made upon termination of employment for certain reasons.</p>	Need to comply with Hong Kong's Personal Data (Privacy) Ordinance which includes providing notice to employees and obtaining employee consent to collection, use and transfer of data.
<b>Hong Kong</b> <b>Cash Award</b>	<p>Taxed at payment. Taxable amount is amount of the cash payment.</p>	Generally yes, if subsidiary bears the cost of award.	<p><b>Income Tax:</b></p> <p>No withholding required. Reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Employer and employee Mandatory Provident contributions apply, unless contribution ceiling already met. Employer has to withhold employee contributions.</p>	None.	None.	<p>Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount when calculating termination indemnities, obligation to consult works council, etc.</p> <p>Discrimination against part-time employees is problematic if predominantly women.</p> <p>ORSO legislation may treat cash awards as retirement scheme subject to registration/exemption process if payment made upon termination of employment for certain reasons.</p>	Need to comply with Hong Kong's Personal Data (Privacy) Ordinance which includes providing notice to employees and obtaining employee consent to collection, use and transfer of data.
<b>Hungary</b> <b>OPTION</b>	<p>Tax on spread at exercise.</p> <p>Note that the tax base</p>	May be possible, if reimbursement made. Written reimbursement	<p><b>Income Tax:</b></p> <p>No.</p>	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European	None.	Generally no, provided U.S. (or non-Hungarian) law is the governing law.	Written consent from employees for the transfer of data abroad is strongly

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>may be reduced if the employee is required to pay health tax contributions (which is likely the case).</p> <p>Tax on sale.</p>	agreement advisable.	<p><b>Social Insurance Contributions:</b></p> <p>Yes, employee-paid health tax likely due on award income, but employer is not required to withhold.</p>	<p>Economic Area (“EEA”) countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been implemented in Hungary. However, non-transferable stock options are not considered “transferable securities” subject to the EU Prospectus Directive.</p> <p>Notwithstanding the above, a notification to the Hungarian securities regulator may be required within 15 days of the end of the offering period. <a href="#">Contact Baker &amp; McKenzie for further details.</a></p>		<p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>
Hungary ESPP	<p>Tax on discount at purchase.</p> <p>Note that the tax base may be reduced if the employee is required to pay health tax contributions (which is likely the case).</p> <p>Tax on sale.</p>	May be possible, if reimbursement made. Written reimbursement agreement advisable.	<p><b>Income Tax:</b></p> <p>No.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee-paid health tax likely due on award income, but employer is not required to withhold.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area (“EEA”) countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. In 2010, the EU Parliament approved changes to the EU Prospectus Directive which may eventually eliminate the need to file a prospectus for U.S. listed companies.</p> <p>The EU Prospectus Directive has been implemented in Hungary. The offer of the ESPP is subject to the EU Prospectus Directive. Therefore, a</p>	None.	<p>Generally no, provided U.S. (or non-Hungarian) law is the governing law.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
				<p>prospectus must be filed unless an exception or exclusion applies.</p> <p>In addition, a notification to the Hungarian securities regulator may be required within 15 days of the end of the offering period. <a href="#">Contact Baker &amp; McKenzie for further details.</a></p>		Employees must give special form of written consent to employer for payroll deductions.	
<b>Hungary</b> <b>RS/RSU</b>	<p>Tax likely at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the taxable event.</p> <p>Note that the tax base may be reduced if the employee is required to pay health tax contributions (which is likely the case).</p> <p>Tax on sale.</p>	May be possible, if reimbursement made. Written reimbursement agreement advisable.	<p><b>Income Tax:</b></p> <p>No.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee-paid health tax likely due on award income, but employer is not required to withhold.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been implemented in Hungary. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive</p> <p>Notwithstanding the above, a notification to the Hungarian securities regulator may be required within 15 days of the end of the offering period. <a href="#">Contact Baker &amp; McKenzie for further details.</a></p>	None.	<p>Generally no, provided U.S. (or non-Hungarian) law is the governing law.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Hungary</b> <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Generally yes, because subsidiary bears the cost of award. Written agreement recommended.	<p><b>Income Tax:</b></p> <p>Withholding and reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes. Employer and employee contributions due and employer must</p>	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount when calculating termination indemnities, obligation to consult works council, etc.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			withhold employee portion.			<p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of awards in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	registration obligations).
<b>India</b> <b>OPTION</b>	<p>Tax on spread at exercise (fair market value of the shares must be determined by an Indian merchant bank, unless shares are listed in India).</p> <p>Tax on sale.</p>	Allowed if subsidiary reimburses parent. Reimbursement payment may be subject to exchange control restrictions. Cash-netting to effect the reimbursement is not permitted.	<p><b>Income Tax:</b></p> <p>Yes.</p> <p><b>Social Insurance Contributions:</b></p> <p>No.</p>	Likely none, but application of Indian securities laws to non-Indian companies issuing equity awards is unclear.	<p>Reserve Bank of India ("RBI") approval required, unless (1) conditions of general permission are met, (2) no cash is remitted out of India (e.g., options are restricted to cashless-sell all method of exercise) or (3) employee's remittances out of India are within annual limit.</p> <p>If relying on the general permission, employees must use an authorized dealer when funds are remitted to purchase shares and the local entity must submit an annual return to the RBI reporting on the remitted amounts.</p> <p>Repatriation of sale proceeds/dividends is required.</p>	Not generally, provided awards are not part of employment contract.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>India</b> <b>ESPP</b>	Tax on discount at purchase (fair market value of the shares must be determined by an Indian merchant bank, unless shares are listed in India).  Tax on sale.	Allowed if subsidiary reimburses parent. Reimbursement payment may be subject to exchange control restrictions. Cash-netting to effect the reimbursement is not permitted.	<b>Income Tax:</b> Yes.  <b>Social Insurance Contributions:</b>  No.	Likely none, but application of Indian securities laws to non-Indian companies issuing equity awards is unclear.	Reserve Bank of India ("RBI") approval required, unless (1) conditions of general permission are met or (2) employee's remittances out of India are within annual limit.  If relying on the general permission, the local entity must use an authorized dealer when funds are remitted to purchase shares and submit an annual return to the RBI reporting on the remitted amounts.  Repatriation of sale proceeds/dividends is required.  *Cash-netting to remit payroll deductions under ESPP is not permitted.	Not generally, provided awards are not part of employment contract.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>India</b> <b>RS/RSU</b>	Taxation of RS is unclear and depends on rights transferred upon grant. Tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event (as determined by an Indian merchant bank, unless shares are listed in India).  Tax on sale.	Allowed if subsidiary reimburses parent. Reimbursement payment may be subject to exchange control restrictions. Cash-netting to effect the reimbursement is not permitted.	<b>Income Tax:</b> Yes.  <b>Social Insurance Contributions:</b>  No.	Likely none, but application of Indian securities laws to non-Indian companies issuing equity awards is unclear.	Likely none because no cash is remitted out of India.  Repatriation of sale proceeds/dividends is required.	Not generally, provided awards are not part of employment contract.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>India</b> <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Generally yes, because subsidiary bears the cost of award. Written agreement recommended.	<b>Income Tax:</b>  Yes.  <b>Social Insurance Contributions:</b>	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			Yes. Employer and employee contributions due, unless contribution already met. Employer must withhold employee portion.			the need to include amount in termination indemnities, obligation to consult works council, etc.	advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Indonesia</b> <b>OPTION</b>	Likely no tax at exercise unless reimbursement/local tax deduction. If reimbursement/local tax deduction, tax on spread at exercise.  Tax on sale.	Likely allowed if subsidiary reimburses parent under a written reimbursement agreement, award income is treated as cash remuneration and the general requirements of deductibility are satisfied.	<b>Income Tax:</b>  Likely no, unless subsidiary reimburses parent.  <b>Social Insurance Contributions:</b>  No, unless subsidiary reimburses parent and the award income is treated as cash remuneration and part of the employees' base salary.	Yes, registration statement must be filed, if options with value greater than IDR1 billion offered in a 12-month period, options are offered to more than 100 persons or shares are purchased by more than 50 persons in Indonesia. May be possible to obtain waiver from registration requirement. Options limited to cashless exercise avoid registration requirement.	Foreign exchange activity and statistical reporting requirements apply.	Not generally, but disclaimer recommended to reduce risk of equity income being included in termination indemnities.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Indonesia</b> <b>ESPP</b>	Likely no tax at purchase unless reimbursement/local tax deduction. If reimbursement/local tax deduction, tax on discount at purchase.  Tax on sale.	Likely allowed if subsidiary reimburses parent under a written reimbursement agreement, award income is treated as cash remuneration and the general requirements of deductibility are satisfied.	<b>Income Tax:</b>  Likely no, unless subsidiary reimburses parent.  <b>Social Insurance Contributions:</b>  No, unless subsidiary reimburses parent and the award income is treated as cash remuneration and part of the employees' base salary.	Yes, registration statement must be filed if shares under ESPP with value greater than IDR1 billion offered in a 12-month period, ESPP offered to more than 100 persons or shares are purchased by more than 50 persons in Indonesia. May be possible to obtain waiver from registration requirement.	Foreign exchange activity and statistical reporting requirements apply.	Not generally, but disclaimer recommended to reduce risk of equity income being included in termination indemnities.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Indonesia</b> <b>RS/RSU</b>	Tax at grant likely for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.	Likely allowed if subsidiary reimburses parent under a written reimbursement agreement, award	<b>Income Tax:</b>  Likely no, unless subsidiary reimburses parent.	No, provided no cash consideration paid by employees.	Foreign exchange activity and statistical reporting requirements apply.	Not generally, but disclaimer recommended to reduce risk of equity income being included in termination indemnities.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	Tax on sale.	income is treated as cash remuneration and the general requirements of deductibility are satisfied.	<b>Social Insurance Contributions:</b>  No, unless subsidiary reimburses parent and the award income is treated as cash remuneration and part of the employees' base salary.				advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Indonesia</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Generally yes, because subsidiary bears the cost of award. Written agreement recommended.	<b>Income Tax:</b>  Yes.  <b>Social Insurance Contributions:</b>  Likely yes, unless it can be argued that awards not part of employee's regular salary.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount when calculating termination indemnities, obligation to consult works council, etc.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Ireland</b>  <b>OPTION</b>	Generally, tax on spread at exercise.  Favorable tax treatment for options granted under an approved plan ceased to apply to gains arising on or after November 24, 2010. (See ESPP section for information on tax qualified scheme.)  Tax on sale, subject to annual exclusion.	Generally allowed if subsidiary reimburses parent under a written reimbursement agreement and certain conditions are met (including shareholder approval), although availability of deduction may be challenged.	<b>Income Tax:</b>  Annual reporting of grant and exercise required for options. Reporting must be completed electronically.  Withholding is not required for options.  <b>Social Insurance Contributions:</b>  Universal Social Charges ("USC") are due.  Employee social insurance contributions (PRSI charges) are due.  Employer is not required to withhold PRSI or USC on	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Ireland. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.  Non-transferable stock options also	None.	Generally no, but employee should be required to sign/accept an agreement acknowledging the discretionary nature of the grant.  Part-time employees likely entitled to pro rata benefits.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			options.  Employer PRSI does not apply.	fall outside the definition of “local offer” pursuant to the Investment Funds, Companies and Miscellaneous Provisions Act 2005.  Directors, shadow directors and the secretary of an Irish subsidiary with interest representing 1% or more of the company’s voting share capital must comply with certain reporting requirements in connection with their acquisition and disposition of securities (including options and shares) in the parent.		treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	
<b>Ireland</b>  <b>ESPP</b>	Generally, tax on discount at purchase.  Tax qualification available for certain share scheme (e.g., SAYE) which defers income tax until sale, provided certain conditions are met. However, employee social insurance contributions now due on any benefit realized under such a scheme.  Tax on sale, subject to annual exclusion.	Generally allowed if subsidiary reimburses parent under a written reimbursement agreement.	<b>Income Tax:</b>  Annual reporting of grant and purchase required for ESPP if ESPP is treated as “option” for purposes of Irish tax law. If reporting is required, beginning for the 2014 tax year, such reporting must be completed electronically.  Withholding will depend on whether ESPP is treated as “option” for purposes of Irish tax law.  <b>Social Insurance Contributions:</b>  Universal Social Charges (“USC”) are due on all equity award income.  Employee social insurance contributions (PRSI charges) are due on all equity award income.  Obligation to withhold PRSI and USC will depend on whether	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area (“EEA”) countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. In 2010, the EU Parliament approved changes to the EU Prospectus Directive which may eventually eliminate the need to file a prospectus for U.S. listed companies.  The EU Prospectus Directive has been fully implemented in Ireland. ESPP is subject to the EU Prospectus Directive. Therefore, a prospectus must be filed unless an exemption or exclusion applies. In addition, depending on the value of the offer in Ireland, the offer may fall within the definition of a “local offer” under the Investment Funds, Companies and Miscellaneous Provisions Act 2005 and require certain disclosures (“health warnings”).  Directors, shadow directors and the secretary of an Irish subsidiary with	None.	Generally no, but employee should be required to sign/accept an agreement acknowledging the discretionary nature of the grant.  Part-time employees likely entitled to pro rata benefits.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			ESPP is treated as "option" for purposes of Irish tax law.  Employer PRSI does not apply.	interest representing 1% or more of the company's voting share capital must comply with certain reporting requirements in connection with their acquisition and disposition of securities (including purchase rights and shares) in the parent.			
<b>Ireland</b>  <b>RS/RSU</b>	Tax at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.  Tax on sale, subject to annual exclusion.	Generally allowed if subsidiary reimburses parent under a written reimbursement agreement and certain conditions are met (including shareholder approval), although availability of deduction may be challenged.	<b>Income Tax:</b>  Reporting through PAYE system at grant for RS/vesting for RSUs. Annual reporting is no longer required.  Withholding required.  <b>Social Insurance Contributions:</b>  Universal Social Charges ("USC") are due.  Employee social insurance contributions (PRSI charges) are due.  Employer is required to withhold USC and employee PRSI due on RS/RSU.  Employer PRSI does not apply.	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Ireland. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive. Free offers of RS/RSUs also fall outside the definition of "local offer" pursuant to the Investment Funds, Companies and Miscellaneous Provisions Act 2005.  Directors, shadow directors and the secretary of an Irish subsidiary with interest representing 1% or more of the company's voting share capital must comply with certain reporting requirements in connection with their acquisition and disposition of securities (including RS, RSUs and shares) in the parent.	None.	Generally no, but employee should be required to sign/accept an agreement acknowledging the discretionary nature of the grant.  Part-time employees likely entitled to pro rata benefits.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Written consent from employees for the transfer of data abroad is strongly recommended. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Ireland</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of cash payment.	Generally yes, if subsidiary reimburses parent for costs associated with	<b>Income Tax:</b>  Yes.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased	Written consent from employees for the transfer of data abroad is strongly recommended.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
		plan. Written agreement recommended. Subsidiary may not reimburse for costs allocated to awards made to directors.	<b>Social Insurance Contributions:</b>  Universal Social Charges ("USC") are due.  Employee and employer social insurance contributions (PRSI charges) are due.  Employer is required to withhold USC and employee PRSI due.			labor law risks such as the need to include amount when calculating termination indemnities, obligation to consult works council, etc.  Part-time employees likely entitled to pro-rata benefits.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of cash awards and other incentives in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continue vesting) for those meeting the criteria.	Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Israel</b>  <b>OPTION</b>	Generally, tax on sale, both for awards granted under non-trustee plan and under an approved (Section 102) trustee plan.  Under a non-trustee plan, employees are taxed at marginal rates on sale proceeds (minus exercise price).  Under an approved trustee plan, the employer may elect either the income method or the capital gain method. Under the income method, employees are taxed at marginal rates on sale	May be allowed with an approved trustee plan if subsidiary reimburses parent under written reimbursement agreement. In such case, deduction is available for the portion of employee's gain that is taxed as ordinary income at marginal rates, i.e., the entire gain under the income method and a portion of the gain under the capital gain method - see Taxation of Employee section	<b>Income Tax:</b>  Reporting and withholding at taxable event for non-trustee plans. Trustee is required to withhold and report at sale for approved trustee plan. In addition, an annual report of stock plan activity generally must be filed but filing obligation has been suspended.  <b>Social Insurance Contributions:</b>  Yes, employee and employer contributions due on	Prospectus and reporting requirements apply if grants are made to more than 35 employees. The securities authorities are likely to grant an exemption under certain circumstances.	None.	Generally no, but disclaimer is recommended.	Register databases with personal information pursuant to the Protection of Privacy Law of 1981.  Employees' written consent to the collection, use and transfer of data is recommended.



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>proceeds (minus exercise price). Under the capital gain method, employees are taxed at marginal rates on the difference between exercise price and market value of shares at grant and the remainder is taxed at capital gains rate. Special deposit and lock up periods apply to trustee plans.</p> <p>For purposes of the capital gain method under a trustee plan, market value is calculated as the 30-day average price prior to the date of determination.</p>	<p>for further details.</p> <p>Generally not available with a non-trustee plan.</p>	<p>non-trustee plans and on ordinary income portion under trustee plans (i.e., amount taxed at marginal rates), provided wage base is not exceeded. Employer/trustee has to withhold employee's contributions.</p>				
<b>Israel</b> <b>ESPP</b>	<p>Generally, tax on sale, both for awards granted under non-trustee plan and under an approved (Section 102) trustee plan.</p> <p>Under a non-trustee plan, employees are taxed at marginal rates on sale proceeds (minus purchase price). It may be possible to apply for a tax ruling providing for the taxable event to be at purchase rather than sale. In this case, marginal rates would apply to difference between purchase price and fair market value of shares at purchase, while capital gains tax rate would apply to any increase in value of shares</p>	<p>May be allowed with an approved trustee plan if subsidiary reimburses parent under written reimbursement agreement. In such case, deduction is available for the portion of employee's gain that is taxed as ordinary income, i.e., the entire gain under the income method and a portion of the gain under the capital gain method - see Taxation of Employee section for further details.</p> <p>Generally not available with a non-trustee plan.</p>	<p><b>Income Tax:</b></p> <p>Reporting and withholding at taxable event for non-trustee plans. Trustee is required to withhold and report at sale for approved trustee plan. In addition, an annual report of stock plan activity generally must be filed but filing obligation has been suspended.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and employer contributions due on non-trustee plans and on ordinary income portion under trustee plans (i.e., amount taxed at</p>	<p>Prospectus and reporting requirements apply if grants are made to more than 35 employees. The securities authorities are likely to grant an exemption under certain circumstances.</p>	<p>None.</p>	<p>Generally no, but disclaimer is recommended.</p>	<p>Register databases with personal information pursuant to the Protection of Privacy Law of 1981.</p> <p>Employees' written consent to the collection, use and transfer of data is recommended.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>between purchase and sale.</p> <p>Under an approved trustee plan, the employer may elect either the income method or the capital gain method. Under the income method, employees are taxed at marginal rates on sale proceeds (minus purchase price). Under the capital gain method, employees are taxed at marginal rates on the difference between purchase price and market value of shares at purchase and the remainder is taxed at capital gains rate. Special deposit and lock up periods apply to trustee plans.</p> <p>For purposes of the capital gain method under a trustee plan, market value is calculated as the 30-day average price prior to the date of determination.</p> <p>Note that the Israeli tax authorities have recently indicated that they will offer two “green track” rulings for ESPP which provide a simplified process for obtaining the tax treatment explained above.</p>		<p>marginal rates), provided wage base is not exceeded. Employer/trustee has to withhold employee's contributions.</p>				
<b>Israel</b>  <b>RS/RSU</b>	Generally, tax on sale, both for awards granted under non-trustee plan and under an approved	May be allowed with an approved trustee plan if subsidiary reimburses parent	<b>Income Tax:</b>  Reporting and withholding at taxable event for non-	Prospectus and reporting requirements apply if grants are made to more than 35 employees. The securities authorities are likely to grant an exemption under certain	None.	Generally no, but disclaimer is recommended.	Register databases with personal information pursuant to the Protection of Privacy

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>(Section 102) trustee plan.</p> <p>Under a non-trustee plan, employees are taxed at marginal rates on sale proceeds. It may be possible to apply for a ruling providing for the taxable event to be at vesting rather than sale. In this case, marginal rates would apply to fair market value of shares at vesting while capital gains tax rate would apply to any increase in value of shares between vesting and sale.</p> <p>Under an approved trustee plan, the employer may elect either the income method or the capital gain method. Under the income method, employees are taxed at marginal rates on sale proceeds. Under the capital gain method, employees are taxed at marginal tax rates on the market value of the underlying shares at grant and at capital gains tax rate on the additional gain at sale. Special deposit and lock up periods apply to trustee plans.</p> <p>For purposes of the capital gain method under a trustee plan, market value is calculated as the 30-day average price prior to the date of determination.</p>	<p>under written reimbursement agreement. In such case, deduction is available for the portion of employee's gain that is taxed as ordinary income at marginal rates, i.e., the entire gain under the income method and a portion of the gain under the capital gain method - see Taxation of Employee section for further details.</p> <p>Generally not available with a non-trustee plan.</p>	<p>trustee plans. Trustee is required to withhold and report at sale for approved trustee plan. In addition, an annual report of stock plan activity generally must be filed but filing obligation has been suspended.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and employer contributions due on non-trustee plans and on ordinary income portion under trustee plans (i.e., amount taxed at marginal rates), provided wage base is not exceeded. Employer/trustee has to withhold employee's contributions.</p>	<p>circumstances.</p>			<p>Law of 1981.</p> <p>Employees' written consent to the collection, use and transfer of data is recommended.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Israel</b>  <b>Cash Award</b>	Tax on the amount of cash payment at the time of payment.	Generally yes, because subsidiary bears the cost of award. Written agreement recommended.	<b>Income Tax:</b>  Withholding required.  <b>Social Insurance Contributions:</b>  Yes. Employer and employee contributions due and employer must withhold employee portion.	None.	None.	Generally no, but awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount when calculating termination indemnities, obligation to consult works council, etc.  Written disclaimer should be included in grant documents to reduce risk of entitlement.	Register databases with personal information pursuant to the Protection of Privacy Law of 1981.  Employees' written consent to the collection, use and transfer of data is recommended.
<b>Italy</b>  <b>OPTION</b>	Tax at exercise on spread. Annual exemption may apply to first €2,065 of spread if shares held three years from date of exercise and certain other requirements met.  Tax on sale.  A Foreign Financial Asset Tax may be assessed on the value of shares held outside of Italy.  *Under Italian tax law, the fair market value of the shares is calculated based on the one-month average price prior to the date of determination.	Allowed if subsidiary reimburses parent under a written agreement. The deduction may be limited to accounting expense of award based upon OECD guidelines on transfer pricing and may increase labor risks.	<b>Income Tax:</b>  Withholding and reporting required, unless income is exempt from tax (based on €2,065 exemption).  <b>Social Insurance Contributions:</b>  Social insurance contributions do not apply.	Italian financial intermediary is generally required regardless of number of offerees (exception for (i) offers made in person/hard-copy or (ii) options subject to cashless sell-all method of exercise).  The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Italy. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.	Minor reporting requirements may apply for employees.	Possible entitlement issues. Although the risks may be reduced if employees acknowledge discretionary nature of plan and that award income is excluded from salary, a Milan labor court has ruled that income from a stock option exercise is employment compensation. Employees should also expressly agree to accept certain non-negotiated terms of the award.  Discrimination against part-time employees is generally prohibited.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries (including Italy) have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service which give	Employee consent required for collection/transfer of data, unless necessary to conclude/performance a contract.  Appointment of data controller in Italy may be required.  Companies should check with their data privacy counsel to determine any other requirements.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
						different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	
<b>Italy</b> <b>ESPP</b>	<p>Tax at purchase on discount. Annual exemption may apply to first €2,065 of discount if shares held three years from date of purchase and certain other requirements met.</p> <p>Tax on sale.</p> <p>A Foreign Financial Asset Tax may be assessed on the value of shares held outside of Italy.</p> <p>*Under Italian tax law, the fair market value of the shares is calculated based on the one-month average price prior to the date of determination.</p>	Allowed if subsidiary reimburses parent under a written agreement. The deduction may be limited to accounting expense of award based upon OECD guidelines on transfer pricing and may increase labor risks.	<p><b>Income Tax:</b></p> <p>Withholding and reporting required, unless income is exempt from tax (based on €2,065 exemption).</p> <p><b>Social Insurance Contributions:</b></p> <p>Employee and employer social insurance contributions apply (to the extent applicable wage ceiling not already met), unless €2,065 exemption applies to income.</p> <p>If applicable, employer must withhold employee's contributions.</p>	<p>Italian financial intermediary is generally required regardless of number of offerees (exception for offers made in person/hard-copy).</p> <p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. Changes are proposed which may eventually eliminate the need to file a prospectus for employee share plans.</p> <p>The EU Prospectus Directive has been fully implemented in Italy. ESPP is subject to the EU Prospectus Directive. Therefore, a prospectus must be filed unless an exemption or exclusion applies.</p>	Minor reporting requirements may apply for employees.	<p>Possible entitlement issues. Although the risks may be reduced if employees acknowledge discretionary nature of plan and that award income is excluded from salary, a Milan labor court has ruled that income from a stock option exercise is employment compensation. Employees should also expressly agree to accept certain non-negotiated terms of the award.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries (including Italy) have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>Employee consent required for collection/transfer of data, unless necessary to conclude/perform a contract.</p> <p>Appointment of data controller in Italy may be required.</p> <p>Companies should check with their data privacy counsel to determine any other requirements.</p>
<b>Italy</b> <b>RS/RSU</b>	<p>Tax at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event. Annual exemption may apply to first €2,065 of</p>	Allowed if subsidiary reimburses parent under a written agreement. The deduction may be limited to accounting	<p><b>Income Tax:</b></p> <p>Withholding and reporting required, unless income is exempt from tax (based on €2,065 exemption).</p>	<p>Generally, none.</p> <p>Financial intermediary requirement does not apply to RS/RSU.</p> <p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU</p>	Minor reporting requirements may apply for employees.	<p>Possible entitlement issues. Although the risks may be reduced if employees acknowledge discretionary nature of plan and that award income is excluded from salary, a Milan labor court</p>	<p>Employee consent required for collection/transfer of data, unless necessary to conclude/perform a contract.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>taxable amount if shares held three years from date of grant (RS) or vesting (RSU) and certain other requirements are met.</p> <p>Tax on sale.</p> <p>A Foreign Financial Asset Tax may be assessed on the value of shares held outside of Italy.</p> <p>*Under Italian tax law, the fair market value of the shares is calculated based on the one-month average price prior to the date of determination.</p>	<p>expense of award based upon OECD guidelines on transfer pricing and may increase labor risks.</p>	<p><b>Social Insurance Contributions:</b></p> <p>Employee and employer social insurance contributions apply (to the extent applicable wage ceiling not already met), unless</p> <p>(i) €2,065 exemption applies to income or</p> <p>(ii) RS/RSU not granted to generality of employees and are subject to vesting conditions. If applicable, employer must withhold employee's contributions.</p>	<p>member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in Italy. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive.</p>		<p>has ruled that income from a stock option exercise is employment compensation. Employees should also expressly agree to accept certain non-negotiated terms of the award.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries (including Italy) have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>Appointment of data controller in Italy may be required.</p> <p>Companies should check with their data privacy counsel to determine any other requirements.</p>
Italy  Cash Award	<p>Taxed at payment. Taxable amount is amount of the cash payment.</p>	<p>Generally yes, because subsidiary bears the cost of the award. Written agreement recommended.</p>	<p><b>Income Tax:</b></p> <p>Withholding and reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Employee and employer social insurance contributions apply to the cash payment (to the extent applicable wage ceiling not already met). If applicable, employer must withhold employee's contributions.</p>	<p>None.</p>	<p>Minor reporting requirements may apply for employees.</p>	<p>Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc. However, employees should be required to acknowledge discretionary nature of plan and that award income is excluded from salary.</p> <p>Employees should also expressly agree to accept</p>	<p>Employee consent required for collection/transfer of data, unless necessary to conclude/perform a contract.</p> <p>Appointment of data controller in Italy may be required.</p> <p>Companies should check with their data privacy counsel to determine any other requirements.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
						<p>certain non-negotiated terms of the award.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries (including Italy) have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	
<b>Japan</b> <b>OPTION</b>	<p>Tax on spread at exercise, likely as salary (remuneration) income. Tax authorities are challenging employees who claim option income as occasional income, which is taxable at a lower effective rate.</p> <p>Tax on sale.</p>	<p>Likely available if (i) reimbursement is made pursuant to a written reimbursement agreement, (ii) the award income is classified as remuneration income, and (iii) amount reimbursed is determined in accordance with general accounting conventions. However, no deduction is available for awards granted to officers or directors of the local entity.</p>	<p><b>Income Tax:</b></p> <p>Generally no withholding, unless the subsidiary is significantly involved in operation of plan and delivery of payment to employees.</p> <p>Annual reporting required (assuming local entity is at least 50% owned by issuer and that no withholding is required).</p> <p><b>Social Insurance Contributions:</b></p> <p>Generally, no.</p>	<p>Yes, depending on value and size of offering. However, regardless of value and size of offering, companies making grants solely to employees of a direct and wholly-owned sub, or a wholly-owned second tier sub classified as a KK are not required to make any securities filings or to prepare a company information statement. If the exemption does not apply, grants to 50 or more offerees in excess of ¥100,000,000 require an extensive filing in addition to ongoing filings; grants to 50 or more offerees between ¥10,000,000 and ¥100,000,000 also require (less extensive) filing. Aggregation rules apply (12-month aggregation rule applies to the value threshold; 6-month aggregation rule applies to the 50 offeree threshold). Cashless exercise restriction does not avoid securities requirements for options.</p>	<p>Employee must notify Ministry of Finance of share purchases in excess of ¥30,000,000. An additional notification is required for purchase of shares with a value in excess of ¥100,000,000.</p>	<p>Generally, no, if right to terminate plan is reserved in writing.</p>	<p>Employee's consent to the collection, use and transfer of data is recommended.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
Japan ESPP	<p>Tax on discount at purchase, likely as salary (remuneration) income. Tax authorities are challenging employees who claim ESPP income as occasional income, which is taxable at a lower effective rate.</p> <p>Tax on sale.</p>	<p>Likely available if (i) reimbursement is made pursuant to a written reimbursement agreement, (ii) the award income is classified as remuneration income, and (iii) amount reimbursed is determined in accordance with general accounting conventions. However, no deduction is available for awards granted to officers or directors of the local entity.</p>	<p><b>Income Tax:</b></p> <p>Generally no withholding, unless the subsidiary is significantly involved in operation of plan and delivery of payment to employees.</p> <p>Annual reporting required (assuming local entity is at least 50% owned by issuer and that no withholding is required).</p> <p><b>Social Insurance Contributions:</b></p> <p>Generally, no.</p>	<p>Yes, depending on value and size of offering. However, regardless of value and size of offering, companies making grants solely to employees of a direct and wholly-owned sub, or a wholly-owned second tier sub classified as a KK are not required to make any securities filings or to prepare a company information statement. If the exemption does not apply, grants to 50 or more offerees in excess of ¥100,000,000 require an extensive filing in addition to ongoing filings; grants to 50 or more offerees between ¥10,000,000 and ¥100,000,000 also require (less extensive) filing. Aggregation rules apply (12-month aggregation rule applies to the value threshold; 6-month aggregation rule applies to the 50 offeree threshold). Forced sale restriction does not avoid securities requirements for ESPP.</p>	<p>Employee must notify Ministry of Finance of share purchases in excess of ¥30,000,000. (The local entity may be required to fulfill this notification requirement since it is the entity transferring the payroll deductions to the issuer.) An additional notification is required for purchase of shares with a value in excess of ¥100,000,000.</p>	<p>Generally, no, if right to terminate plan is reserved in writing.</p> <p>*An agreement between an employee representative and the local entity must be signed for payroll deductions to be permitted under an ESPP. Separate account should be established unless deductions immediately remitted to parent/broker.</p>	<p>Employee's consent to the collection, use and transfer of data is recommended.</p>
Japan RS/RSU	<p>Likely tax at vesting; however, tax consequences are uncertain and tax at grant is possible (especially if RS/RSU carries voting/dividend rights). Taxable amount is fair market value of the shares on the tax event. RS/RSU income likely classified as salary (remuneration) income. Tax authorities are challenging employees who claim RS/RSU income as occasional income, which is taxable at a lower effective rate.</p> <p>Tax on sale.</p>	<p>Likely available if (i) reimbursement is made pursuant to a written reimbursement agreement, (ii) the award income is classified as remuneration income, and (iii) amount reimbursed is determined in accordance with general accounting conventions. However, no deduction is available for awards granted to officers or directors of the local entity.</p>	<p><b>Income Tax:</b></p> <p>Generally no withholding, unless the subsidiary is significantly involved in operation of plan and delivery of payment to employees.</p> <p>Annual reporting required (assuming local entity is at least 50% owned by issuer and assuming no withholding is required).</p> <p><b>Social Insurance Contributions:</b></p> <p>Generally, no.</p>	<p>Generally, none.</p>	<p>None.</p>	<p>Generally, no, if right to terminate plan is reserved in writing.</p>	<p>Employee's consent to the collection, use and transfer of data is recommended.</p>
Japan Cash Award	<p>Taxed at payment. Taxable amount is amount of the cash payment.</p>	<p>Generally yes, because subsidiary bears cost of award. Written</p>	<p><b>Income Tax:</b></p> <p>Generally yes, based on the local</p>	<p>None.</p>	<p>None.</p>	<p>Generally, no, if right to terminate plan is reserved in writing. However, awards paid in</p>	<p>Employee's consent to the collection, use and transfer of data is recommended.</p>



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
		agreement recommended. However, it may not be possible to take a deduction for awards granted to officers or directors of the local entity.	<p>subsidiary being involved in the payment through local payroll.</p> <p>No separate reporting required, assuming withholding is done.</p> <p><b>Social Insurance Contributions:</b></p> <p>Potentially, if the cash payment is considered part of the employee's wage base for social insurance purposes. If applicable, employee and employer contributions apply and the employer must withhold employee's portion.</p>			cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks.	
<b>Korea</b> <b>OPTION</b>	<p>Tax on spread at exercise.</p> <p>Tax on sale, subject to an exclusion.</p>	<p>Yes, if reimbursement made by subsidiary to the parent and certain other conditions satisfied.</p> <p>(Exchange control restrictions may impact ability to implement reimbursement arrangement.)</p>	<p><b>Income Tax:</b></p> <p>Generally no, provided subsidiary does not reimburse parent.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and employer social insurance contributions apply. Employer technically required to withhold employee contributions.</p>	Generally, no, as employee exemption should apply.	<p>Remittance of funds to purchase shares must be "confirmed" by a Korean foreign exchange bank if funds wired abroad.</p> <p>Repatriation of sale proceeds/dividends in excess of certain amount required.</p> <p>It is currently unclear whether prior approval from the Bank of Korea is required and would be provided for the local entity to reimburse the issuer for the cost of awards under the plan. <a href="#">Please contact Baker &amp; McKenzie for more details.</a></p>	Written disclaimer should be included in grant documents to reduce risk of entitlement. Equity income likely will constitute "wages," particularly if there is reimbursement.	<p>Personal Information Protection Act in effect.</p> <p>Written consent from employees for the collection, use and transfer of data abroad is required and specific data and recipients must be named.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Korea</b>  <b>ESPP</b>	Tax on discount at purchase.  Tax on sale, subject to an exclusion.	Yes, if reimbursement made by subsidiary to the parent and certain other conditions satisfied.  (Exchange control restrictions may impact ability to implement reimbursement arrangement.)	<b>Income Tax:</b>  Generally no, provided subsidiary does not reimburse parent.  <b>Social Insurance Contributions:</b>  Yes, employee and employer social insurance contributions apply. Employer technically required to withhold employee contributions.	Generally, no, as employee exemption should apply.	Remittance of funds to purchase shares must be “confirmed” by a Korean foreign exchange bank if funds wired abroad. If intercompany offset used to effect purchase of shares, the local entity must report the intercompany offset to the foreign exchange bank at the time of offset. However, it is currently unclear whether such an intercompany offset is permissible.  Repatriation of sale proceeds/dividends in excess of certain amount required.  It is currently unclear whether prior approval from the Bank of Korea is required and would be provided for the local entity to reimburse the issuer for the cost of awards under the plan. <a href="#">Please contact Baker &amp; McKenzie for more details.</a>	Written disclaimer should be included in grant documents to reduce risk of entitlement. Equity income likely will constitute “wages,” particularly if there is reimbursement.  Co-mingling of payroll deductions with general corporate funds is not permitted, so a separate bank account is recommended.	Personal Information Protection Act in effect.  Written consent from employees for the collection, use and transfer of data abroad is required and specific data and recipients must be named.
<b>Korea</b>  <b>RS/RSU</b>	Tax at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.  Tax on sale, subject to an exclusion.	Yes, if reimbursement made and certain other conditions satisfied.  (Exchange control restrictions may impact ability to implement reimbursement arrangement.)	<b>Income Tax:</b>  Generally no, provided sub does not reimburse parent.  <b>Social Insurance Contributions:</b>  Yes, employee and employer social insurance contributions apply. Employer technically	Generally, no, as employee exemption should apply.	Repatriation of sale proceeds/dividends in excess of certain amount required.  It is currently unclear whether prior approval from the Bank of Korea is required and would be provided for the local entity to reimburse the issuer for the cost of awards under the plan. <a href="#">Please</a>	Written disclaimer should be included in grant documents to reduce risk of entitlement. Equity income likely will constitute “wages,” particularly if there is reimbursement.	Personal Information Protection Act in effect.  Written consent from employees for the collection, use and transfer of data abroad is required and specific data and recipients must be named.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			required to withhold employee contributions.		<a href="#">contact Baker &amp; McKenzie for more details.</a>		
<b>Korea</b>  <b>Cash Award</b>	Tax on the amount of cash payment at the time of payment.	Generally yes, because subsidiary bears the cost of award. Written agreement recommended.	<b>Income Tax:</b>  Withholding required.  <b>Social Insurance Contributions:</b>  Yes, employee and employer social insurance contributions apply. Employer must withhold employee portion.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount when calculating termination indemnities, obligation to consult works council, etc. Written disclaimer should be included in grant documents to reduce risk of entitlement. The cash payment will constitute "wages."	Personal Information Protection Act in effect.  Written consent from employees for the collection, use and transfer of data abroad is required and specific data and recipients must be named.
<b>Malaysia</b>  <b>OPTION</b>	Tax due on the lower of (1) the difference between exercise price and fair market value of the shares at vesting, and (2) difference between exercise price and fair market value of shares at exercise, but tax will be due only at exercise.  No tax on sale unless employee is in business of buying and selling securities and the gains are remitted to Malaysia.  *For Malaysian tax purposes, the fair market value of the stock is the average of the high and low price of the stock on a given date.  For options granted prior to January 1,	Generally yes, if subsidiary reimburses parent for costs associated with plan. However, such deduction is not available for newly issued shares. Written agreement recommended. Subsidiary may not reimburse for costs allocated to awards made to directors.	<b>Income Tax:</b>  Subsidiary required to notify Inland Revenue Board of each grant. Subsidiary also has to report all taxable events on an annual basis on a prescribed form. Withholding required unless employee elects in writing to pay income tax on his/her own.  <b>Social Insurance Contributions:</b>  Generally, no.	Filing of Information Memorandum with Malaysian Securities Commission required within seven days of each distribution of grant materials to employees in Malaysia. Filing must contain all of the grant materials distributed to employees in Malaysia.	None.	No, provided employee is not contractually entitled to the grant.	Personal Data Protection Act was adopted by Parliament in June 2010 and is effective as of November 2013. Employees' written consent for collection, use and transfer of their data is required under the Act and consent language should be provided in local language.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	2006, employee may elect to be taxed under old rules (i.e., tax on the discount at grant using average between high and low price, but tax due at exercise).						
<b>Malaysia</b> <b>ESPP</b>	<p>Tax on the discount at purchase.</p> <p>No tax on sale unless employee is in business of buying and selling securities.</p> <p>*For Malaysian tax purposes, the fair market value of the stock is the average of the high and low price of the stock on a given date.</p>	Generally yes, if subsidiary reimburses parent for costs associated with plan. However, such deduction is not available for newly issued shares. Written agreement recommended. Subsidiary may not reimburse for costs allocated to awards made to directors.	<p><b>Income Tax:</b></p> <p>Subsidiary required to notify Inland Revenue Board of each grant. Subsidiary also has to report all taxable events on an annual basis on a prescribed form. Withholding will be required unless employee elects in writing to pay income tax on his/her own.</p> <p><b>Social Insurance Contributions:</b></p> <p>Generally, no.</p>	Filing of Information Memorandum with Malaysian Securities Commission required within seven days of each distribution of grant materials to employees in Malaysia. Filing must contain all of the grant materials distributed to employees in Malaysia.	None.	<p>No, provided employee is not contractually entitled to the grant.</p> <p>*For employees whose wages do not exceed MYR2,000 per month or who engage in manual labor or the transport of vehicles, payroll deductions under ESPP generally must be approved by the Director-General of Labour. In at least one Malaysian state, obtaining the employees' consent for payroll deductions may be sufficient.</p>	Personal Data Protection Act was adopted by Parliament in June 2010 and is effective as of November 2013. Employees' written consent for collection, use and transfer of their data is required under the Act and consent language should be provided in local language.
<b>Malaysia</b> <b>RS/RSU</b>	<p>RS/RSUs likely taxed at vesting. Taxable amount is fair market value of the shares on the tax event.</p> <p>No tax on sale unless employee is in business of buying and selling securities and the gains are remitted to Malaysia.</p> <p>*For Malaysian tax purposes, the fair market value of the stock is the average of the high and low price of the stock on a given date.</p>	Generally yes, if subsidiary reimburses parent for costs associated with plan. However, such deduction is not available for newly issued shares. Written agreement recommended. Subsidiary may not reimburse for costs allocated to awards made to directors.	<p><b>Income Tax:</b></p> <p>Subsidiary required to notify Inland Revenue Board of each grant. Subsidiary also has to report all taxable events on an annual basis on a prescribed form. Withholding will be required unless employee elects in writing to pay income tax on his/her own.</p> <p><b>Social Insurance Contributions:</b></p> <p>Generally, no.</p>	Filing of Information Memorandum with Malaysian Securities Commission required within seven days of each distribution of grant materials to employees in Malaysia. Filing must contain all of the grant materials distributed to employees in Malaysia.	None.	No, provided employee is not contractually entitled to the grant.	Personal Data Protection Act was adopted by Parliament in June 2010 and is effective as of November 2013. Employees' written consent for collection, use and transfer of their data is required under the Act and consent language should be provided in local language.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Malaysia</b>  <b>Cash Award</b>	<p>Taxable event likely will be at vesting.</p> <p>The taxable amount will be the fair market value of the underlying shares at vesting.</p>	<p>Generally yes, because subsidiary bears the cost of award. Written agreement recommended. Different rules apply to awards made to directors of the local entity.</p>	<p><b>Income Tax:</b></p> <p>Subsidiary required to notify Inland Revenue Board of each grant. Subsidiary also has to report all taxable events on an annual basis on a prescribed form. Withholding will be required unless employee elects in writing to pay income tax on his/her own.</p> <p><b>Social Insurance Contributions:</b></p> <p>Employee Provident Fund and Social Security Organization contributions may apply to cash payment, depending on specific details of cash award and whether it falls within the definition of wages for these purposes.</p>	<p>It is arguable whether the securities filing requirement that applies to stock-settled awards also applies to cash-settled awards. If applicable, filing of Information Memorandum with Malaysian Securities Commission required within seven days of each distribution of grant materials to employees in Malaysia. Filing must contain all of the grant materials distributed to employees in Malaysia.</p>	<p>None.</p>	<p>Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount when calculating termination indemnities, obligation to consult works council, etc.</p> <p>In Malaysia, entitlement risk is low, provided employee is not contractually entitled to the grant and disclaimer language is included in grant documents.</p>	<p>Personal Data Protection Act was adopted by Parliament in June 2010 and is effective as of November 2013. Employees' written consent for collection, use and transfer of their data is required under the Act and consent language should be provided in local language.</p>
<b>Mexico</b>  <b>OPTION</b>	<p>Tax on spread at exercise.</p> <p>Tax on sale.</p>	<p>Yes, if subsidiary reimburses parent. Written reimbursement agreement required.</p>	<p><b>Income Tax:</b></p> <p>Reporting and withholding if reimbursement by subsidiary to the parent.</p> <p><b>Social Insurance Contributions:</b></p> <p>Probably, if reimbursement is made; however, it is likely the social insurance ceiling will have already been met.</p>	<p>None.</p>	<p>None.</p>	<p>Possible plan entitlement issues, especially if subsidiary reimburses parent and/or options granted on regular basis. Written disclaimer should be included (in English and Spanish) to reduce risk of entitlement.</p>	<p>Federal privacy law enacted in July 2010 requires employers to appoint an individual or establish a data privacy department, inform employees of collection of personal data and obtain consent to processing, disclosure and transfer of personal data.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Mexico</b> <b>ESPP</b>	Tax on discount at purchase.  Tax on sale.	Yes, if subsidiary reimburses parent.  Written reimbursement agreement required.	<b>Income Tax:</b>  Reporting and withholding if reimbursement by subsidiary to the parent.  <b>Social Insurance Contributions:</b>  Probably, if reimbursement is made; however, it is likely the social insurance ceiling will have already been met.	None.	None.	Possible plan entitlement issues, especially if subsidiary reimburses parent and/or ESPP offered on regular basis. Written disclaimer should be included (in English and Spanish) to reduce risk of entitlement.	Federal privacy law enacted in July 2010 requires employers to appoint an individual or establish a data privacy department, inform employees of collection of personal data and obtain consent to processing, disclosure and transfer of personal data.
<b>Mexico</b> <b>RS/RSU</b>	Timing of taxation of RS is unclear as between grant and vesting due to lack of specific guidance and may depend on ownership rights at grant. Tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.  Tax on sale.	Yes, if subsidiary reimburses parent. Written reimbursement agreement required.	<b>Income Tax:</b>  Reporting and withholding if reimbursement by subsidiary to the parent.  <b>Social Insurance Contributions:</b>  Probably, if reimbursement is made; however, it is likely the social insurance ceiling will have already been met.	None.	None.	Possible plan entitlement issues, especially if subsidiary reimburses parent and/or RS/RSUs granted on regular basis. Written disclaimer should be included (in English and Spanish) to reduce risk of entitlement.	Federal privacy law enacted in July 2010 requires employers to appoint an individual or establish a data privacy department, inform employees of collection of personal data and obtain consent to processing, disclosure and transfer of personal data.
<b>Mexico</b> <b>Cash Award</b>	Taxable event likely will be at vesting.  The taxable amount will be the fair market value of the underlying shares at vesting.	Generally yes, because subsidiary bears the cost of award. Written reimbursement agreement recommended.	<b>Income Tax:</b>  Reporting and withholding required.  <b>Social Insurance Contributions:</b>  Yes, employee and employer social insurance contributions likely due; however, it is likely the social	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.  In addition, the risk of plan entitlement issues	Federal privacy law enacted in July 2010 requires employers to appoint an individual or establish a data privacy department, inform employees of collection of personal data and obtain consent to processing, disclosure and

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			insurance ceiling will have already been met.			increases if awards are granted on regular basis.  Written disclaimer should be included (in English and Spanish) to reduce risk of entitlement.	transfer of personal data.
<b>Morocco</b> <b>OPTION</b>	Income tax on the spread at exercise.  Tax on the date that sales proceeds are repatriated to Morocco.  Please see "Exchange Controls" section.	Deduction available if the subsidiary reimburses the parent for the options. Prior approval of the exchange control authorities is required for reimbursement payments.	<b>Income Tax:</b>  Withholding and reporting required.  The employer must submit an annual statement detailing all options granted and shares issued to employees to the tax authorities with declaration of salaries.  <b>Social Insurance Contribution:</b>  Withholding required.	None, provided the underlying shares are not traded on the Moroccan Securities Exchange.	Companies may grant equity awards without approval from the exchange control authorities (Office des Changes or "OdC") to employees of Moroccan subsidiaries in which they have more than a 50% direct or indirect interest.  Absent an exemption from the OdC, the funds used to exercise the options, including through a cashless exercise, cannot exceed 10% of the employee's net annual remuneration.  Sale proceeds and dividends must be repatriated to Morocco within 30 days.  Subsidiary must report repatriation to OdC on an annual and semi annual basis.	Written disclaimer recommended to reduce risk of plan entitlement.	Employee's written consent to the transfer of personal data abroad is required. In addition, a declaration must be filed with the National Commission for Data Protection, or prior authorization is required if sensitive data is being collected and used in connection with the options.
<b>Morocco</b> <b>ESPP</b>	N/A (see "Exchange Controls" section).	N/A (see "Exchange Controls" section). Prior approval of the exchange control authorities is required for reimbursement payments.	N/A (see "Exchange Controls" section).	None, provided the underlying shares are not traded on the Moroccan Securities Exchange.	Companies likely are not able to offer ESPP to employees of Moroccan subsidiaries due to restrictions of the Office des Changes.	N/A (see "Exchange Controls" section) Written disclaimer recommended to reduce risk of plan entitlement.	N/A (see "Exchange Controls" section) Employee's written consent to the transfer of personal data abroad is required. In addition, a declaration must be filed with the National

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
							Commission for Data Protection, or prior authorization is required if sensitive data is being collected and used in connection with the options.
<b>Morocco</b> <b>RS/RSU</b>	Income tax on the fair market value of the shares at vesting.  Tax on the date sales proceeds are repatriated to Morocco.	Deduction available if the subsidiary reimburses the parent for the RS/RSUs. Prior approval of the exchange control authorities is required for reimbursement payments.	<b>Income Tax:</b>  Withholding and reporting required.  <b>Social Insurance Contribution:</b>  Withholding required.	None, provided the underlying shares are not traded on the Moroccan Securities Exchange.	Companies may grant equity awards without approval from the exchange control authorities (Office des Changes or "OdC") to employees of Moroccan subsidiaries in which they have more than a 50% direct or indirect interest.  The 10% of employee's annual net remuneration restriction which applies to options no longer applies to RS/RSUs provided the employee does not pay any amounts to receive the shares.  Sale proceeds and dividends must be repatriated to Morocco within 30 days. Subsidiary must report repatriation to OdC on an annual and semi annual basis.	Written disclaimer recommended to reduce risk of plan entitlement.	Employee's written consent to the transfer of personal data outside Morocco must be obtained. In addition, if not already completed for employment data collection, either a prior authorization must be obtained from, or a declaration must be filed with, the National Commission for Data Protection, depending on the type of data to be collected and used in connection with the RS/RSUs.
<b>Morocco</b> <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Deduction available if the subsidiary reimburses the parent for the awards. Prior approval of the exchange control authorities is required for	<b>Income Tax:</b>  Withholding and reporting required.  <b>Social Insurance Contribution:</b>  Withholding required.	None.	None.	Written disclaimer recommended to reduce risk of plan entitlement.	Employee's written consent to the transfer of personal data abroad is required. In addition, a declaration must be filed with the National Commission for



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
		reimbursement payments.					Data Protection, or prior authorization is required if sensitive data is being collected and used in connection with the options.
<b>Netherlands</b>  <b>OPTION</b>	<p>Tax on spread at exercise.</p> <p>No tax on sale provided employee does not hold a substantial interest (5%) in company's stock.</p> <p>Annual investment yield tax on value of all assets (including shares).</p>	No, the availability of a corporate tax deduction for stock-based compensation was eliminated effective January 1, 2007.	<p><b>Income Tax:</b></p> <p>Yes.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and employer contributions due to the extent applicable wage ceiling not met.</p> <p>If applicable, employer must withhold employee's portion of social insurance contributions.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in the Netherlands. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.</p>	None.	<p>Possible plan entitlement issues. Employee should be required to sign/accept an agreement acknowledging the discretionary nature of the plan.</p> <p>It is advisable to get works council to agree in writing that plan is not an employment condition; otherwise, works council approval may be required to implement or terminate plan and courts may consider plan benefits in calculating severance award.</p> <p>Exclusion of part-time employees may be deemed discriminatory.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most countries, including the Netherlands, have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>Data transfer in connection with plan administration generally permitted provided certain conditions are met. Data privacy registration requirements generally apply.</p> <p>Companies should check with their data privacy counsel to determine any other requirements.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Netherlands</b> <b>ESPP</b>	<p>Generally, tax on discount at purchase for ESPP.</p> <p>No tax on sale provided employee does not hold a substantial interest (5%) in company's stock.</p> <p>Annual investment yield tax on value of all assets (including shares).</p>	No, the availability of a corporate tax deduction for stock-based compensation was eliminated effective January 1, 2007.	<p><b>Income Tax:</b></p> <p>Yes.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and employer contributions due to the extent applicable wage ceiling not met.</p> <p>If applicable, employer must withhold employee's portion of social insurance contributions.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. Changes are proposed which may eventually eliminate the need to file a prospectus for employee share plans.</p> <p>The EU Prospectus Directive has been fully implemented in the Netherlands. ESPP is subject to the EU Prospectus Directive. Therefore, a prospectus must be filed unless an exemption or exclusion applies.</p> <p>Certain warning language may have to be included in the ESPP offer documents if the offer is outside of the supervision of the AFM and does not require a prospectus.</p>	None.	<p>Possible plan entitlement issues. Employee should be required to sign/accept an agreement acknowledging the discretionary nature of the plan.</p> <p>It is advisable to get works council to agree in writing that plan is not an employment condition; otherwise, works council approval may be required to implement or terminate plan and courts may consider plan benefits in calculating severance award.</p> <p>Exclusion of part-time employees may be deemed discriminatory.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most countries, including the Netherlands, have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>Data transfer in connection with plan administration generally permitted provided certain conditions are met. Data privacy registration requirements generally apply.</p> <p>Companies should check with their data privacy counsel to determine any other requirements.</p>
<b>Netherlands</b> <b>RS/RSU</b>	<p>Tax at grant for RS; tax at vesting for RSU. Taxable amount is generally fair market value of the shares on the tax event.</p> <p>No tax on sale</p>	No, the availability of a corporate tax deduction for stock-based compensation was eliminated effective January 1, 2007.	<p><b>Income Tax:</b></p> <p>Yes.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and</p>	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member	None.	<p>Possible plan entitlement issues. Employee should be required to sign/accept an agreement acknowledging the discretionary nature of the plan.</p>	<p>Data transfer in connection with plan administration generally permitted provided certain conditions are met. Data privacy registration</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>provided employee does not hold a substantial interest (5%) in company's stock.</p> <p>Annual investment yield tax on value of all assets (including shares).</p>		<p>employer contributions due to the extent applicable wage ceiling not met.</p> <p>If applicable, employer must withhold employee's portion of social insurance contributions.</p>	<p>state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in the Netherlands. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive.</p>		<p>It is advisable to get works council to agree in writing that plan is not an employment condition; otherwise, works council approval may be required to implement or terminate plan and courts may consider plan benefits in calculating severance award.</p> <p>Exclusion of part-time employees may be deemed discriminatory.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most countries, including the Netherlands, have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>requirements generally apply.</p> <p>Companies should check with their data privacy counsel to determine any other requirements.</p>
<b>Netherlands</b> <b>Cash Award</b>	<p>Taxed at payment. Taxable amount is amount of the cash payment.</p>	<p>A local tax deduction is generally available because subsidiary bears the cost of award.</p> <p>Written agreement recommended.</p>	<p><b>Income Tax:</b></p> <p>The employer is required to withhold and report income tax.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and employer contributions due to the extent applicable wage ceiling not met.</p>	None.	None.	<p>Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.</p> <p>However, employee should be required to sign/accept an agreement</p>	<p>Data transfer in connection with plan administration generally permitted provided certain conditions are met. Data privacy registration requirements generally apply.</p> <p>Companies should check with their data privacy counsel to determine any other requirements.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			If applicable, employer must withhold employee's portion of social insurance contributions.			<p>acknowledging the discretionary nature of the award.</p> <p>It is advisable to get works council to agree in writing that award is not an employment condition; otherwise, works council approval may be required to implement or terminate award/cash program and courts may consider award benefits in calculating severance award.</p> <p>Exclusion of part-time employees may be deemed discriminatory.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most countries, including the Netherlands, have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	
<b>New Zealand</b>  <b>OPTION</b>	<p>Tax on spread at exercise.</p> <p>Generally, no tax on sale provided shares are not sold immediately after acquisition.</p> <p>However, foreign investment fund rules may apply.</p>	Allowed if subsidiary reimburses parent under a written reimbursement agreement approved by shareholder(s) of subsidiary and documented.	<p><b>Income Tax:</b></p> <p>No.</p> <p><b>Social Insurance Contributions:</b></p> <p>No.</p>	<p>Yes, but an exemption from the prospectus disclosure requirement should apply.</p> <p>The employee share scheme exemption is available for offers of securities if considered part of the employee's remuneration / made in connection with employment and certain other conditions are satisfied (including providing a prescribed warning statement and certain</p>	None.	Generally no, if employees sign an agreement containing certain disclaimer language.	Written consent from employees for the collection, use and transfer of data abroad is required. The subsidiary's privacy officer should ensure that data transfers comply with the principles of the Privacy Act.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
				<p>financial information to employees; in some cases, a notice filing to the authorities may be required).</p> <p>The small offering exemption is available for offers of securities if made to 20 or fewer persons and with a value of NZ\$2 million or less in a 12 month period and certain other conditions are satisfied (including providing a prescribed warning statement to employees and a notice filing to the authorities). Ongoing financial reporting obligations would arise if the number of shareholders who acquire shares under this exemption is 50 or more.</p> <p>For offers prior to December 1, 2016, the following exemptions may apply:</p> <p>The overseas issuer exemption is generally available for public companies if the issuer complies with exemption requirements by providing prescribed information to employees and filing financial disclosure documents with the authorities. Further, under this exemption, the issuer must comply with requirements of Financial Reporting Act, including filing financial disclosure documents with directors' signatures and signed auditor's report with the authorities.</p> <p>The previously-allotted securities exemption may be available if the company uses treasury shares to satisfy share issuances and other conditions are met.</p> <p><u>Note:</u> Companies making grants under a new plan or for the first time in New Zealand should not rely on the above exemptions even for grants made prior to December 1, 2016.</p> <p><a href="#">Contact Baker &amp; McKenzie for more details.</a></p>			

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>New Zealand</b>  <b>ESPP</b>	<p>Tax on discount at purchase.</p> <p>Generally, no tax on sale provided shares are not sold immediately after acquisition.</p> <p>However, foreign investment fund rules may apply.</p>	Allowed if subsidiary reimburses parent under a written reimbursement agreement approved by shareholder(s) of subsidiary and documented.	<p><b>Income Tax:</b></p> <p>No.</p> <p><b>Social Insurance Contributions:</b></p> <p>No.</p>	<p>Yes, but an exemption from the prospectus disclosure requirement should apply.</p> <p>The employee share scheme exemption is available for offers of securities if considered part of the employee's remuneration / made in connection with employment and certain other conditions are satisfied (including providing a prescribed warning statement and certain financial information to employees; in some cases, a notice filing to the authorities may be required). Depending on how the ESPP is structured, this exemption may not be available as a result of the payroll deduction feature which may be viewed as a debt security which is not covered by this exemption.</p> <p>The small offering exemption is available for offers of securities if made to 20 or fewer persons and with a value of NZ\$2 million or less in a 12 month period and certain other conditions are satisfied (including providing a prescribed warning statement to employees and completing a notice filing with the securities regulator). Ongoing financial reporting obligations arise if the number of shareholders who acquire shares under this exemption is 50 or more.</p> <p>For offers prior to December 1, 2016, the following exemptions may apply:</p> <p>The overseas issuer exemption is generally available for public companies if the issuer provides prescribed information to employees and files financial disclosure documents with the securities regulator. Further, under this exemption, the issuer must comply with requirements of the Financial Reporting Act, including filing financial disclosure documents with directors' signatures and signed auditor's report with the authorities.</p>	None.	Generally no, if employees sign an agreement containing certain disclaimer language.	Written consent from employees for the collection, use and transfer of data abroad is required. The subsidiary's privacy officer should ensure that data transfers comply with the principles of the Privacy Act.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
				<p>The previously-allotted securities exemption may be available if the company uses treasury shares to satisfy share issuances and other conditions are met.</p> <p><u>Note:</u> Companies making grants under a new plan or for the first time in New Zealand should not rely on the above exemptions even for grants made prior to December 1, 2016.</p> <p>*Generally, payroll deductions for an ESPP must be placed in a trust account.</p> <p><a href="#">Contact Baker &amp; McKenzie for more details.</a></p>			
<b>New Zealand</b>  <b>RS/RSU</b>	<p>Tax at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.</p> <p>Generally, no tax on sale provided shares are not sold immediately after acquisition.</p> <p>However, foreign investment fund rules may apply.</p>	Allowed if subsidiary reimburses parent under a written reimbursement agreement approved by shareholder(s) of subsidiary and documented.	<p><b>Income Tax:</b></p> <p>No.</p> <p><b>Social Insurance Contributions:</b></p> <p>No.</p>	<p>For grants prior to December 1, 2016, likely none, assuming there is no purchase price (even a de minimis price).</p> <p>However, for offers prior to December 1, 2016 (if needed), the following exemptions may apply:</p> <p>The overseas issuer exemption is generally available for public companies if the issuer complies with exemption requirements by providing prescribed information to employees and filing financial disclosure documents with the authorities. Further, under this exemption, the issuer must comply with requirements of Financial Reporting Act, including filing financial disclosure documents with directors' signatures and signed auditor's report with the authorities.</p> <p>The previously-allotted securities exemption may be available if the company uses treasury shares to satisfy share issuances and other conditions are met.</p> <p><u>Note:</u> Companies making grants under a new plan or for the first time in New Zealand should not rely on the above exemptions even for grants made prior to December 1, 2016.</p>	None.	Generally no, if employees sign an agreement containing certain disclaimer language.	Written consent from employees for the collection, use and transfer of data abroad is required. The subsidiary's privacy officer should ensure that data transfers comply with the principles of the Privacy Act.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
				<p>For grants on or after December 1, 2016, securities laws likely apply, but an exemption from the prospectus disclosure requirement should apply.</p> <p>The employee share scheme exemption is available for offers of securities if considered part of the employee's remuneration / made in connection with employment and certain other conditions are satisfied (including providing a prescribed warning statement and certain financial information to employees; in some cases, a notice filing to the authorities may be required).</p> <p>The small offering exemption is available for offers of securities if made to 20 or fewer persons and with a value of NZ\$2 million or less in a 12 month period and certain other conditions are satisfied (including providing a prescribed warning statement to employees and a notice filing to the authorities). Ongoing financial reporting obligations would arise if the number of shareholders who acquire shares under this exemption is 50 or more.</p> <p><a href="#">Contact Baker &amp; McKenzie for more details.</a></p>			
<b>New Zealand</b> <b>Cash Award</b>	Tax at payment on the amount of the cash payment.	Generally yes, because subsidiary bears the cost of the award. Written reimbursement agreement recommended and may need to be approved by shareholder(s) of subsidiary and documented.	<p><b>Income Tax:</b></p> <p>Yes (including the Accident Compensation Corporation earner levy).</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes. Employer and employee contributions (KiwiSaver) are due. Employer must withhold employee's</p>	None.	None.	<p>Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.</p> <p>Employee should be required to sign/accept an agreement acknowledging the discretionary nature of</p>	<p>Written consent from employees for the collection, use and transfer of data abroad is required. The subsidiary's privacy officer should ensure that data transfers comply with the principles of the Privacy Act.</p>



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			contributions.			the plan.	
<b>Norway</b> <b>OPTION</b>	<p>Tax on spread at exercise. Spread realized at exercise may be apportioned over the time period between grant and exercise.</p> <p>Modest reduction of tax may apply if grants made to all employees.</p> <p>Tax on sale.</p> <p>Shares, and possibly options, are subject to annual wealth tax.</p>	<p>Probably allowed if subsidiary reimburses parent, especially if treasury shares are issued.</p> <p>Written reimbursement agreement advisable.</p>	<p><b>Income Tax:</b></p> <p>Yes, withholding and reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes. Employer and employee contributions are due. Employer must withhold employee's contributions.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in Norway. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.</p>	Generally, no.	<p>Possible plan entitlement issues. Statement regarding discretionary nature of the plan should be signed by employees.</p> <p>Discrimination against part-time employees is generally prohibited.</p>	<p>Written consent from employees for the collection, use and transfer of data abroad is generally required. If consent is not obtained or if data processing goes beyond scope of consent, it may be necessary to submit an application to the Norwegian Data Inspector.</p> <p>Companies should check with their data privacy counsel to determine any other requirements.</p>
<b>Norway</b> <b>ESPP</b>	<p>Tax on discount at purchase.</p> <p>Modest reduction of tax may apply if grants made to all employees.</p> <p>Tax on sale.</p> <p>Shares, and possibly ESPP rights, are subject to annual wealth tax.</p>	<p>Probably allowed if subsidiary reimburses parent, especially if treasury shares are issued.</p> <p>Written reimbursement agreement advisable.</p>	<p><b>Income Tax:</b></p> <p>Yes, withholding and reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes. Employer and employee contributions are due. Employer must withhold employee's contributions.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. Changes are proposed which may eventually eliminate the need to file a prospectus for employee share plans.</p> <p>The EU Prospectus Directive has been fully implemented in Norway. ESPP is subject to the EU Prospectus Directive. Therefore, a prospectus must be filed unless an exemption or exclusion applies.</p>	Generally, no.	<p>Possible plan entitlement issues. Statement regarding discretionary nature of the plan should be signed by employees.</p> <p>Discrimination against part-time employees is generally prohibited.</p>	<p>Written consent from employees for the collection, use and transfer of data abroad is generally required. If consent is not obtained or if data processing goes beyond scope of consent, it may be necessary to submit an application to the Norwegian Data Inspector.</p> <p>Companies should check with their data privacy counsel to determine any other requirements.</p>
<b>Norway</b> <b>RS/RSU</b>	<p>Tax at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax</p>	<p>Probably allowed if subsidiary reimburses parent, especially if treasury shares are</p>	<p><b>Income Tax:</b></p> <p>Yes, withholding and reporting required.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. In</p>	Generally, no.	<p>Possible plan entitlement issues. Statement regarding discretionary nature of the plan should be signed by employees.</p>	<p>Written consent from employees for the collection, use and transfer of data abroad is generally</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>event. Taxable amount for RSU may be apportioned over the time period between grant and vesting, although this is not entirely clear.</p> <p>Modest reduction of tax may apply if grants made to all employees.</p> <p>Tax on sale.</p> <p>Shares, and possibly RSUs, are subject to annual wealth tax.</p>	<p>issued.</p> <p>Written reimbursement agreement advisable.</p>	<p><b>Social Insurance Contributions:</b></p> <p>Yes. Employer and employee contributions are due. Employer must withhold employee's contributions.</p>	<p>general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in Norway. However, non-transferable offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive.</p>		<p>Discrimination against part-time employees is generally prohibited.</p>	<p>required. If consent is not obtained or if data processing goes beyond scope of consent, it may be necessary to submit an application to the Norwegian Data Inspector.</p> <p>Companies should check with their data privacy counsel to determine any other requirements.</p>
<b>Norway</b> <b>Cash Award</b>	<p>Tax at payment on the amount of the cash payment.</p>	<p>Generally yes, because subsidiary bears the cost of award.</p> <p>Written agreement recommended.</p>	<p><b>Income Tax:</b></p> <p>Yes, withholding and reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes. Employer and employee contributions are due. Employer must withhold employee's contributions.</p>	<p>None.</p>	<p>None.</p>	<p>Possible plan entitlement issues. Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.</p> <p>Statement regarding discretionary nature of the plan should be signed by employees.</p> <p>Discrimination against part-time employees is generally prohibited.</p>	<p>Written consent from employees for the collection, use and transfer of data abroad is generally required. If consent is not obtained or if data processing goes beyond scope of consent, it may be necessary to submit an application to the Norwegian Data Inspector.</p> <p>Companies should check with their data privacy counsel to determine any other requirements.</p>
<b>Peru</b> <b>OPTION</b>	<p>No tax at exercise, if subsidiary does not reimburse parent for the spread. If local entity is a branch or representative office of the parent, tax at exercise regardless of reimbursement.</p> <p>Tax on sale. If no reimbursement by</p>	<p>Yes, if subsidiary reimburses parent. Written reimbursement agreement and other documents recommended. Triggers additional employee tax and withholding and reporting obligations.</p>	<p><b>Income Tax:</b></p> <p>Likely no, if subsidiary does not reimburse parent and not branch or representative office of parent.</p> <p><b>Social Insurance Contribution:</b></p>	<p>No registration required. It is recommended to provide certain information to employees, e.g., annual report and/or Form 10-K. <a href="#">Contact Baker &amp; McKenzie for more details.</a></p>	<p>None.</p>	<p>Written disclaimer recommended to reduce risk of plan entitlement. However, if subsidiary reimburses parent, option income will be deemed remuneration for labor law purposes unless it is an extraordinary award.</p>	<p>Written consent from employees to transfer of personal data abroad is recommended.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	subsidiary, taxable gain equals sales price minus exercise price. If reimbursement or if branch or representative office of the parent, taxable gain equals sale price minus tax basis in the shares (generally, fair market value of shares at exercise).		Likely no, if no reimbursement by subsidiary and not branch or representative office of parent because income will not be considered as remuneration. However, if awards granted for two or more consecutive years, employer social insurance contributions and possibly employee national pension contributions may apply.				
<b>Peru</b> <b>ESPP</b>	<p>No tax at purchase, if subsidiary does not reimburse parent for the discount. If local entity is a branch or representative office of the parent, tax at purchase regardless of reimbursement.</p> <p>Tax on sale. If no reimbursement by subsidiary, taxable gain equals sales price minus purchase price. If reimbursement or if branch or representative office of the parent, taxable gain equals sale price minus tax basis in the shares (generally, fair market value of shares at purchase).</p>	Yes, if subsidiary reimburses parent. Written reimbursement agreement and other documents recommended. Triggers additional employee tax and withholding and reporting obligations.	<p><b>Income Tax:</b></p> <p>Likely no, if subsidiary does not reimburse parent and not branch or representative office of parent.</p> <p><b>Social Insurance Contribution:</b></p> <p>Likely no, if no reimbursement by subsidiary and not branch or representative office of parent because income will not be considered as remuneration. However, if the purchase rights are granted for two or more consecutive years, employer social insurance contributions and possibly employee national pension contributions may apply.</p>	No registration required. It is recommended to provide certain information to employees, e.g., annual report and/or Form 10-K. <a href="#">Contact Baker &amp; McKenzie for more details.</a>	None.	Written disclaimer recommended to reduce risk of plan entitlement. However, if subsidiary reimburses parent, ESPP income will be deemed remuneration for labor law purposes.	Written consent from employees to transfer of personal data abroad is recommended.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
Peru RS/RSU	<p>No tax at grant or vesting, if subsidiary does not reimburse parent for shares. If local entity is a branch or representative office of the parent, tax at grant (RS)/vesting (RSU) regardless of reimbursement.</p> <p>Tax on sale. If no reimbursement by subsidiary, taxable gain equals sales price, since seller will have no tax basis. If reimbursement or if branch or representative office of the parent, taxable gain equals sale price minus tax basis in the shares (generally, fair market value of shares at grant (RS)/vesting (RSU)).</p>	Yes, if subsidiary reimburses parent. Written reimbursement agreement and other documents recommended. Triggers additional employee tax and withholding and reporting obligations.	<p><b>Income Tax:</b></p> <p>Likely no, if subsidiary does not reimburse parent and not branch or representative office of parent.</p> <p><b>Social Insurance Contribution:</b></p> <p>Likely no, if no reimbursement by subsidiary and not branch or representative office of parent because income will not be considered as remuneration. However, if the RS/RSUs granted for two or more consecutive years, employer social insurance contributions and possibly employee national pension contributions may apply.</p>	No registration required. It is recommended to provide certain information to employees, e.g., annual report and/or Form 10-K. <a href="#">Contact Baker &amp; McKenzie for more details.</a>	None.	Written disclaimer recommended to reduce risk of plan entitlement. However, if subsidiary reimburses parent, RS/RSU income will be deemed remuneration for labor law purposes unless it is an extraordinary award.	Written consent from employees to transfer of personal data abroad is recommended.
Peru Cash Award	Taxed at payment. Taxable amount is amount of the cash payment.	Yes, if subsidiary bears the cost of the awards. Written reimbursement agreement and other documents recommended. Triggers additional employee tax and withholding and reporting obligations.	<p><b>Income Tax:</b></p> <p>Withholding and reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Withholding of employee social insurance contributions required. Employer social insurance contributions apply.</p>	No registration required. It is recommended to provide certain information to employees, e.g., annual report and/or Form 10-K. <a href="#">Contact Baker &amp; McKenzie for more details.</a>	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.	Written consent from employees to transfer of personal data abroad is recommended.
Philippines OPTION	Tax on spread at exercise.	Probably allowed if subsidiary reimburses parent	<p><b>Income Tax:</b></p> <p>Likely no, unless</p>	Need to request exemption from Philippines Securities and Exchange Commission and pay exemption fee.	Generally, no.	Not generally, if not an "employer practice." Statement regarding	Written consent from employees for the transfer of data

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>If subsidiary reimburses parent for the spread, fringe benefit tax payable by employer will apply (instead of income tax payable by employee) for non-rank-and-file employees.</p> <p>Tax on sale.</p>	<p>under a written reimbursement agreement and required withholdings are made. Triggers tax withholding and social insurance contributions, as well as employer-paid fringe benefit tax for non-rank-and-file employees.</p>	<p>subsidiary reimburses parent and/or the award is a part of the local compensation arrangement.</p> <p><b>Social Insurance Contributions:</b></p> <p>Likely no, unless subsidiary reimburses parent and/or the award is a part of the local compensation arrangement.</p>	<p>Ongoing requirements apply. Alternatively, for grants to fewer than 20 employees, a notice of exemption may be filed. Note that rules eliminating the filing requirements for grants to fewer than 20 employees are expected to be issued.</p>		<p>discretionary nature of plan should be acknowledged by employees.</p>	<p>abroad should be obtained. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>
<b>Philippines</b> <b>ESPP</b>	<p>Tax on discount at purchase.</p> <p>If subsidiary reimburses parent for the discount, fringe benefit tax payable by employer will apply (instead of income tax payable by employee) for non-rank-and-file employees.</p> <p>Tax on sale.</p>	<p>Probably allowed if subsidiary reimburses parent under a written reimbursement agreement and required withholdings are made. Triggers tax withholding and social insurance contributions, as well as employer-paid fringe benefit tax for non-rank-and-file employees.</p>	<p><b>Income Tax:</b></p> <p>Likely no, unless subsidiary reimburses parent and/or the award is a part of the local compensation arrangement.</p> <p><b>Social Insurance Contributions:</b></p> <p>Likely no, unless subsidiary reimburses parent and/or the award is a part of the local compensation arrangement.</p>	<p>Need to request exemption from Philippines Securities and Exchange Commission and pay exemption fee. Ongoing requirements apply. Alternatively, for grants to fewer than 20 employees, a notice of exemption may be filed. Note that rules eliminating the filing requirements for grants to fewer than 20 employees are expected to be issued.</p>	Generally, no.	<p>Not generally, if not an “employer practice.” Statement regarding discretionary nature of plan should be acknowledged by employees.</p>	<p>Written consent from employees for the transfer of data abroad should be obtained. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>
<b>Philippines</b> <b>RS/RSU</b>	<p>Tax at vesting for RS/RSUs, although small risk of tax at grant for RS. Taxable amount is fair market value of the shares on the tax event.</p> <p>If subsidiary reimburses parent, fringe benefit tax payable by employer</p>	<p>Probably allowed if subsidiary reimburses parent under a written reimbursement agreement and required withholdings are made. Triggers tax withholding and social insurance contributions, as well as employer-paid fringe benefit</p>	<p><b>Income Tax:</b></p> <p>Likely no, unless subsidiary reimburses parent and/or the award is a part of the local compensation arrangement.</p> <p><b>Social Insurance Contributions:</b></p> <p>Likely no, unless</p>	<p>Need to request exemption from Philippines Securities and Exchange Commission and pay exemption fee. Ongoing requirements apply. Alternatively, for grants to fewer than 20 employees, a notice of exemption may be filed. Note that rules eliminating the filing requirements for grants to fewer than 20 employees are expected to be issued.</p>	Generally, no.	<p>Not generally, if not an “employer practice.” Statement regarding discretionary nature of plan should be acknowledged by employees.</p>	<p>Written consent from employees for the transfer of data abroad should be obtained. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	will apply (instead of income tax payable by employee) for non-rank-and-file employees. Tax on sale.	tax for non-rank-and-file employees.	subsidiary reimburses parent and/or the award is a part of the local compensation arrangement.				
<b>Philippines</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Generally yes, because subsidiary bears the cost of award.  Written agreement recommended.	<b>Income Tax:</b>  Likely yes.  <b>Social Insurance Contributions:</b>  Likely yes.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.	Written consent from employees for the transfer of data abroad should be obtained. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).
<b>Poland</b>  <b>OPTION</b>	Likely tax on spread at exercise.  Effective January 1, 2011, a tax deferral until sale is available only if issuer is an EU or EEA based company and awards made based on shareholder resolution.  Tax on sale. There is a risk that tax may be due on the sale proceeds minus the exercise price resulting in double taxation of the spread.	Likely allowed if subsidiary reimburses parent pursuant to a written reimbursement agreement, but this may cause income to be considered as arising from employment relationship triggering tax withholding and social insurance obligations.	<b>Income Tax:</b>  No, unless the income realized is considered to arise from the employment relationship and possibly, though unlikely according to recent practice of the tax authorities, if the local subsidiary reimburses the parent.  <b>Social Insurance Contributions:</b>  No, unless the income realized is considered to arise from the employment relationship and possibly, though unlikely according to recent practice of the tax authorities, if the local subsidiary reimburses the parent.	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Poland. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.	Minor employee reporting requirements apply.	No, provided right to terminate plan is reserved in writing.  Discrimination against part-time employees is generally prohibited.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Under Polish Personal Data Protection Act, the employee's written consent is necessary for the collection, use and transfer of personal data. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Poland</b>  <b>ESPP</b>	<p>Likely tax on discount at purchase.</p> <p>Effective January 1, 2011, a tax deferral until sale is available only if issuer is an EU or EEA based company and awards made based on shareholder resolution.</p> <p>Tax on sale. There is a risk that tax may be due on the sale proceeds minus the purchase price resulting in double taxation of the discount.</p>	<p>Likely allowed if subsidiary reimburses parent pursuant to a written reimbursement agreement, but this may cause income to be considered as arising from employment relationship triggering tax withholding and social insurance obligations.</p>	<p><b>Income Tax:</b></p> <p>No, unless the income realized is considered to arise from the employment relationship and possibly, though unlikely according to recent practice of the tax authorities, if the local subsidiary reimburses the parent.</p> <p><b>Social Insurance Contributions:</b></p> <p>No, unless the income realized is considered to arise from the employment relationship and possibly, though unlikely according to recent practice of the tax authorities, if the local subsidiary reimburses the parent.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. In 2010, the EU Parliament approved changes to the EU Prospectus Directive and in 2015, the European Commission published a proposal for a new EU Prospectus Regulation which may eventually eliminate the need to file a prospectus for U.S. listed companies.</p> <p>The EU Prospectus Directive has been fully implemented in Poland. ESPP is subject to the EU Prospectus Directive. Therefore, a prospectus must be filed unless an exemption or exclusion applies. Poland-specific passporting requirements apply. In addition, Polish law requires that an annual report of total purchases/shares issued in Poland under an approved prospectus or in reliance on certain exemptions/exclusions (as well as a fee) be submitted to the Polish securities regulator.</p>	<p>Minor employee reporting requirements apply.</p>	<p>No, provided right to terminate plan is reserved in writing.</p> <p>Employee participating in ESPP must provide a payroll deduction authorization form in Polish to the local employer, authorizing it to take payroll deductions from the employee's salary.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly provisions with age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>Under Polish Personal Data Protection Act, the employee's written consent is necessary for the collection, use and transfer of personal data. Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).</p>
<b>Poland</b>  <b>RS/RSU</b>	<p>Likely tax at vesting on fair market value of the shares.</p> <p>Effective January 1, 2011, a tax deferral until sale is available only if issuer is an EU or EEA based company and awards made based on shareholder resolution.</p>	<p>Likely allowed if subsidiary reimburses parent pursuant to a written reimbursement agreement, but this may cause income to be considered as arising from employment</p>	<p><b>Income Tax:</b></p> <p>No, unless the income realized is considered to arise from the employment relationship and possibly, though unlikely according to recent practice of the tax authorities, if the local subsidiary</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an</p>	<p>Minor employee reporting requirements apply.</p>	<p>No, provided right to terminate plan is reserved in writing</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC covers age discrimination and required member states</p>	<p>Under Polish Personal Data Protection Act, the employee's written consent is necessary for the collection, use and transfer of personal data. Companies are advised to check with their data privacy counsel to</p>



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	Tax on sale. There is a risk that tax may be due on the entire sale proceeds resulting in double taxation of a portion of the gain.	relationship triggering tax withholding and social insurance obligations.	reimburses the parent.  <b>Social Insurance Contributions:</b>  No, unless the income realized is considered to arise from the employment relationship and possibly, though unlikely according to recent practice of the tax authorities, if the local subsidiary reimburses the parent.	exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Poland. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive.		to be in compliance by December 2, 2006. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly provisions with age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria. Age discrimination legislation may impact equity plan retirement provisions.	determine any other requirements (such as notification or registration obligations).
<b>Poland</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Likely allowed because subsidiary reimburses parent.  Written agreement may be required though grant of equity awards should not be included in offer of employment or employment agreement as that may cause withholding and reporting obligations.	<b>Income Tax:</b>  Withholding and reporting required.  <b>Social Insurance Contributions:</b>  Yes. Employee and employer contributions due and employer must withhold employee portion.	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Poland. However, non-transferable free offers of cash-settled awards are not considered "transferable securities" subject to the EU Prospectus Directive.	Minor employee reporting requirement apply.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.  No, provided right to terminate plan is reserved in writing  Discrimination against part-time employees is generally prohibited.  The EU Council Directive 2000/78/EC covers age discrimination and required member states to be in compliance by December 2, 2006. Most, if not all, countries have adopted local rules implementing this Directive, which may	Companies are advised to check with their data privacy counsel to determine any other requirements (such as notification or registration obligations).



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
						have an impact on design of equity and other incentive plans in the EU, particularly provisions with age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria. Age discrimination legislation may impact equity plan retirement provisions.	
<b>Portugal</b> <b>OPTION</b>	Tax on spread at exercise.  Tax on gain at sale.	Yes, if subsidiary reimburses parent.	<b>Income Tax:</b>  No withholding. Reporting requirements apply.  <b>Social Insurance Contributions:</b>  No.	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in Portugal. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive and do not require a prospectus filing. Notwithstanding, if offer made to more than 150 persons in Portugal, certain disclosure and registration requirements apply, unless an EU-compliant prospectus is passported into Portugal.</p> <p>If a prospectus is passported into Portugal, an offer outcome notification report may need to be filed with the Portuguese securities regulator following the close of the offer.</p>	Minor employee reporting requirements may apply.	<p>Written consent from employees for the transfer of data abroad is recommended. Written disclaimer important to reduce risk of plan entitlement. Irregular grants reduce risk.</p> <p>Exclusion of part-time employees may be deemed discriminatory.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	If the employing entity is located in Portugal, prior notification to the Comissão Nacional de Protecção de Dados is required before transmitting employee data abroad. Companies are advised to check with their data privacy counsel to determine any other requirements.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
Portugal ESPP	Tax on discount at purchase.  Tax on gain at sale.	Yes, if subsidiary reimburses parent.	<b>Income Tax:</b>  No withholding. Reporting requirements apply.  <b>Social Insurance Contributions:</b>  No.	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in Portugal. However, non-transferable purchase rights are not considered "transferable securities" subject to the EU Prospectus Directive. Notwithstanding, if offer made to more than 150 persons in Portugal, certain disclosure and registration requirements apply, unless an EU-compliant prospectus is passported into Portugal.</p> <p>If a prospectus is passported into Portugal, an offer outcome notification report may need to be filed with the Portuguese securities regulator following the close of the offer.</p>	<p>Minor employee reporting requirements may apply.</p> <p>*Payroll deductions should be held in a separate account.</p>	<p>Written disclaimer important to reduce risk of plan entitlement. Irregular grants reduce risk.</p> <p>Exclusion of part-time employees may be deemed discriminatory.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	If the employing entity is located in Portugal, prior notification to the Comissão Nacional de Protecção de Dados is required before transmitting employee data abroad. Companies are advised to check with their data privacy counsel to determine any other requirements.
Portugal RS/RSU	Tax likely at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.  Tax on gain at sale.	Yes, if subsidiary reimburses parent.	<b>Income Tax:</b>  No withholding. Reporting requirements apply.  <b>Social Insurance Contributions:</b>  No.	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA</p>	<p>Minor employee reporting requirements may apply.</p>	<p>Written disclaimer important to reduce risk of plan entitlement. Irregular grants reduce risk.</p> <p>Exclusion of part-time employees may be deemed discriminatory.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules</p>	If the employing entity is located in Portugal, prior notification to the Comissão Nacional de Protecção de Dados is required before transmitting employee data abroad. Companies are advised to check with their data privacy counsel to determine any other requirements.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
				<p>member states.</p> <p>The EU Prospectus Directive has been fully implemented in Portugal. However, non-transferable free offers of RS/RSUs are not considered “transferable securities” subject to the EU Prospectus Directive.</p>		<p>implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	
<b>Portugal</b>  <b>Cash Award</b>	<p>Taxed at payment. Taxable amount is amount of the cash payment.</p>	<p>Generally yes, because subsidiary bears the cost of award.</p> <p>Written agreement recommended.</p>	<p><b>Income Tax:</b></p> <p>The employer is likely required to withhold income tax. Reporting requirements apply.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and employer contributions due to the extent applicable wage ceiling not met.</p> <p>If applicable, employer has to withhold employee's portion of social insurance contributions.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area (“EEA”) countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in Portugal. However, non-transferable free offers of cash-settled awards are not considered “transferable securities” subject to the EU Prospectus Directive.</p>	<p>None.</p>	<p>Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc. If awards are granted as a regular, annual basis, there is a risk they will be treated as vested rights</p> <p>Discrimination against union or part-time employees is prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Belgium has adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>If the employing entity is located in Portugal, prior notification to the Comissão Nacional de Protecção de Dados is required before transmitting employee data abroad. Companies are advised to check with their data privacy counsel to determine any other requirements.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Russia</b> <b>OPTION</b>	Under current law, tax may be due at grant on option value and at exercise on difference between exercise price and fair market value of the shares at exercise. A private ruling of the Federal Tax Service indicates that no taxation should apply on the grant.  Tax at the sale of shares.	Possibly available if proper structuring of the recharge arrangement. However, this would trigger withholding and reporting obligations and possibly social insurance obligations.	<b>Income Tax/ Social Insurance Contributions:</b>  Withholding and reporting and social insurance contributions should not apply provided the grant is structured to be outside the employment relationship and costs are not charged to the local subsidiary.	There is some risk that options may be subject to securities registration requirements; however, based on informal guidance, offers by foreign issuers to employees of subsidiaries in Russia should fall outside such requirements if steps are taken to ensure the offer takes place outside Russia. Alternatively, an exception to the registration requirement applies if the award is mentioned in the local employment documentation; however, this may trigger withholding and reporting and social insurance contributions as well as plan entitlement risks.	Not certain if shares or payments pursuant to equity awards have to be paid into Russian bank account. <a href="#">Contact Baker &amp; McKenzie for details.</a> If shares issued or payments made, other than dividends, into non-Russian account, employees must immediately repatriate funds realized from the option to Russia.	None, provided the grant is structured to be outside the employment relationship.	Employee's written consent to the transfer of personal data should be obtained. As of September 1, 2015, new data privacy law requires all personal data related to Russian nationals must reside in Russia. Exports of data are allowed so long as changes to the data are made in Russia.
<b>Russia</b> <b>ESPP</b>	Under current law, tax may be due at grant on value of purchase right and at the purchase on discount. A private ruling of the Federal Tax Service indicates that no taxation should apply on the grant.  Tax at sale of shares.	Possibly available, subject to proper structuring of the recharge arrangement. However, this would trigger withholding and reporting obligations and possibly social insurance obligations.	<b>Income Tax/ Social Insurance Contributions:</b>  Withholding and reporting and social insurance contributions should not apply provided the ESPP offer is structured to be outside the employment relationship, and costs are not charged to the local subsidiary.	There is some risk that purchase rights under an ESPP may be subject to securities registration requirements; however, based on informal guidance, offers by foreign issuers should fall outside such requirements if steps are taken to ensure the offer takes place outside Russia. Alternatively, an exception to the registration requirement applies if the award is mentioned in the local employment documentation; however, this may trigger withholding and reporting and social insurance contributions as well as plan entitlement risks.	Certain requirements apply to subsidiary when remitting funds out of Russia, which vary depending on whether funds are remitted by wire transfer or intercompany transfer.  Not certain if shares or payments pursuant to equity awards have to be paid into Russian bank account. <a href="#">Contact Baker &amp; McKenzie for details.</a> If shares issued or payment, other than dividends, made into non-Russian account, employees must immediately repatriate funds realized from the option to Russia.	None, provided the ESPP offer is structured outside the employment relationship.	Employee's written consent to the transfer of personal data should be obtained. As of September 1, 2015, new data privacy law requires all personal data related to Russian nationals must reside in Russia. Exports of data are allowed so long as changes to the data are made in Russia.
<b>Russia</b> <b>RS/RSU</b>	RS: Tax likely at grant on fair market value of shares. Cash-settled RSUs may be characterized as an option and subject to tax at grant and vesting.	Possibly available if proper structuring of the recharge arrangement. However, this would trigger withholding and reporting	<b>Income Tax/ Social Insurance Contributions:</b>  Withholding and reporting and social insurance contributions should	There is some risk that RS/RSUs may be subject to securities registration requirements; however, based on informal guidance from the securities regulator, offers by foreign issuers to employees of subsidiaries in Russia should fall outside such requirements if steps are taken to	Not certain if shares or payments pursuant to equity awards have to be paid into Russian bank account. <a href="#">Contact Baker &amp; McKenzie for details.</a> If shares issued or payment,	None, provided that the award is structured outside the employment relationship.	Employee's written consent to the transfer of personal data should be obtained. As of September 1, 2015, new data privacy law requires all personal

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	RSU: Tax at vesting on fair market value of shares. Cash-settled RSUs may be characterized as an option and subject to tax at grant and vesting.  Tax at sale of shares.	obligations and possibly social insurance obligations.	not apply provided the award is structured to be outside the employment relationship, and costs are not charged to the local subsidiary.	ensure the offer takes place outside Russia. Alternatively, an exception to the registration requirement applies if the award is mentioned in the local employment documentation; however, this may trigger withholding and reporting and social insurance contributions as well as plan entitlement risks.	other than dividends, made into non-Russian account, employees must immediately repatriate funds realized from the option to Russia.		data related to Russian nationals must reside in Russia. Exports of data are allowed so long as changes to the data are made in Russia.
<b>Russia</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Yes, if proper structuring of the award. Written agreement required.	<b>Income Tax:</b>  Withholding required.  <b>Social Insurance Contributions:</b>  Yes. Employer social insurance contributions are due.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount when calculating termination indemnities, obligation to consult works council, etc.	Employee's written consent to the transfer of personal data should be obtained. As of September 1, 2015, new data privacy law requires all personal data related to Russian nationals must reside in Russia. Exports of data are allowed so long as changes to the data are made in Russia.
<b>Saudi Arabia</b>  <b>OPTION</b>	Income tax does not apply.  No taxation at sale.	N/A	<b>Income Tax:</b>  N/A  <b>Social Insurance Contribution:</b>  Pursuant to unofficial guidance, option income is not wages for social insurance purposes.	Reliance on private placement exemption should be noted in grant document. A pre-offer notification and post-offer report must be filed with the Capital Markets Authority ("CMA") in connection with the offer of stock options. Saudi bank/financial institution must be retained to submit the filings. Frequency of ongoing pre-offer notification may vary depending upon bank or institution used. <a href="#">Contact Baker &amp; McKenzie for more details.</a>	None.	Generally no, provided awards are not part of the employment contract but employee should be required to acknowledge discretionary nature of plan.	Written consent from employees for the collection, use and transfer of data abroad is recommended.
<b>Saudi Arabia</b>  <b>ESPP</b>	Income tax does not apply.  No taxation at sale.	N/A	<b>Income Tax:</b>  N/A  <b>Social Insurance Contribution:</b>  Pursuant to unofficial guidance, ESPP	Reliance on private placement exemption should be noted in grant document. A pre-offer notification and post-offer report must be filed with the Capital Markets Authority ("CMA") in connection with the offer of ESPP. Saudi bank/financial institution must be retained to submit the filings. Frequency of ongoing pre-	None.	Generally no, provided awards are not part of the employment contract but employee should be required to acknowledge discretionary nature of plan.	Written consent from employees for the collection, use and transfer of data abroad is recommended.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			income is not wages for social insurance purposes.	offer notification may vary depending upon bank or institution used. <a href="#">Contact Baker &amp; McKenzie for more details.</a>			
<b>Saudi Arabia</b>  <b>RS/RSU</b>	Income tax does not apply.  No taxation at sale.	N/A	<b>Income Tax:</b>  N/A  <b>Social Insurance Contribution:</b>  Pursuant to unofficial guidance, RS/RSUs income is not wages for social insurance purposes.	Reliance on private placement exemption should be noted in grant document. A pre-offer notification and post-offer report must be filed with the Capital Markets Authority ("CMA") in connection with the offer of RS/RSU. Saudi bank/financial institution must be retained to submit the filings. Frequency of ongoing pre-offer notification may vary depending upon bank or institution used. <a href="#">Contact Baker &amp; McKenzie for more details.</a>	None	Generally no, provided awards are not part of the employment contract but employee should be required to acknowledge discretionary nature of plan.	Written consent from employees for the collection, use and transfer of data abroad is recommended.
<b>Saudi Arabia</b>  <b>Cash Award</b>	Income tax does not apply.	N/A	<b>Income Tax:</b>  N/A  <b>Social Insurance Contributions:</b>  N/A	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.	Written consent from employees for the collection, use and transfer of data abroad is recommended.
<b>Singapore</b>  <b>OPTION</b>	Tax on spread at exercise.  Employee may be able to defer tax or take a (partial) tax exemption if certain conditions are met. Regime providing for a partial tax exemption no longer applies to awards granted on or after January 1, 2014 but will continue to apply to grants prior to such date if conditions met.  No tax on sale.  Expatriate employees	Allowed if treasury shares are used to settle awards and subsidiary reimburses parent under a written reimbursement agreement, but limited to the amount that the parent paid to acquire the treasury shares minus the amount paid for the shares by the employee.	<b>Income Tax:</b>  Generally no withholding (except for certain expatriates ceasing employment and/or leaving Singapore based on deemed equity income). Reporting requirements apply.  <b>Social Insurance Contributions:</b>  Generally, no.	Generally, employee share plan exemption applies.  Certain subsidiary director and CEO reporting obligations apply.	None.	Plan and agreements should indicate plan is discretionary.	New data privacy law took effect in mid-2014.  Written consent from employees for the transfer of data abroad is recommended.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	ceasing employment or leaving Singapore may be deemed to have exercised options and be subject to taxation upon termination/leaving Singapore.						
<b>Singapore</b> <b>ESPP</b>	<p>Tax on discount at purchase.</p> <p>Employee may be able to defer tax or take a (partial) tax exemption if certain conditions are met. Regime providing for a partial tax exemption no longer applies to awards granted on or after January 1, 2014 but will continue to apply to grants prior to such date if conditions met.</p> <p>No tax on sale.</p> <p>Expatriate employees ceasing employment or leaving Singapore may be deemed to have exercised ESPP rights and be subject to taxation upon termination/leaving Singapore.</p>	Allowed if treasury shares used to settle awards and subsidiary reimburses parent under a written reimbursement agreement, but limited to the amount that the parent paid to acquire the treasury shares minus the amount paid for the shares by the employee.	<p><b>Income Tax:</b></p> <p>Generally no withholding (except for certain expatriates ceasing employment and/or leaving Singapore based on deemed equity income). Reporting requirements apply.</p> <p><b>Social Insurance Contributions:</b></p> <p>Generally, no.</p>	<p>Generally, employee share plan exemption applies.</p> <p>Certain subsidiary director and CEO reporting obligations apply.</p>	None.	<p>Plan and enrollment forms should indicate plan is discretionary.</p> <p>*Ministry of Manpower approval required for ESPP if payroll deductions will be taken from the pay of employees whose monthly salary is below a specified threshold.</p>	<p>New data privacy law took effect in mid-2014.</p> <p>Written consent from employees for the transfer of data abroad is recommended.</p>
<b>Singapore</b> <b>RS/RSU</b>	<p>Tax at vesting. Taxable amount is fair market value of the shares.</p> <p>Employee may be able to defer tax or take a (partial) tax exemption if certain conditions are met. Regime providing for a partial tax exemption no longer applies to awards granted on or</p>	Allowed if treasury shares used to settle awards and subsidiary reimburses parent under a written reimbursement agreement, but limited to the amount that the parent paid to acquire the treasury shares	<p><b>Income Tax:</b></p> <p>Generally no withholding (except for certain expatriates ceasing employment and/or leaving Singapore based on deemed equity income). Reporting requirements apply.</p>	<p>Generally, employee share plan exemption applies.</p> <p>Certain subsidiary director and CEO reporting obligations apply.</p>	None.	Plan and agreements should indicate plan is discretionary.	<p>New data privacy law took effect in mid-2014.</p> <p>Written consent from employees for the transfer of data abroad is recommended.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>after January 1, 2014 but will continue to apply to grants prior to such date if conditions met.</p> <p>No tax on sale.</p> <p>Expatriate employees ceasing employment or leaving Singapore may be deemed to have vested in RS/RSUs and be subject to taxation upon termination/leaving Singapore.</p>	minus any amount paid for the shares by the employee.	<p><b>Social Insurance Contributions:</b></p> <p>Generally, no.</p>				
<b>Singapore</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	<p>Generally yes, if subsidiary bears the cost of award.</p> <p>Written agreement recommended.</p> <p>Subsidiary may not bear the cost of awards made to directors of local subsidiary.</p>	<p><b>Income Tax:</b></p> <p>Generally no withholding (except for certain expatriates ceasing employment and/or leaving Singapore based on deemed equity income). Reporting requirements apply.</p> <p><b>Social Insurance Contributions:</b></p> <p>Employer and employee Central Provident Fund contributions will be due, subject to applicable contribution ceilings.</p>	<p>Generally, employee share plan exemption applies.</p> <p>Certain subsidiary director and CEO reporting obligations apply.</p>	None.	Plan and agreements should indicate plan is discretionary.	<p>New data privacy law took effect in mid-2014.</p> <p>Written consent from employees for the transfer of data abroad is recommended.</p>
<b>Slovak Republic</b>  <b>OPTION</b>	<p>Options granted on or after January 1, 2010 taxed on the spread at exercise.</p> <p>Options granted between December 15, 2005 and December 31, 2009 likely taxed at vesting and</p>	<p>Yes, if reimbursement made by subsidiary to the parent. Written reimbursement agreement is recommended.</p>	<p><b>Income Tax:</b></p> <p>Yes. Reporting and withholding likely required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, as of January 1,</p>	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required	None.	<p>No.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of</p>	<p>Written consent from employees for the collection, use and transfer of data abroad is required. Additionally, the local subsidiary may need to obtain the consent of the Slovak Data</p>



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	<p>exercise. The taxable amount at vesting will likely be the difference between the exercise price and the fair market value of the shares at vesting. The taxable amount at exercise will likely be the difference between the fair market value of the shares at vesting and the fair market value of the shares at exercise.</p> <p>Options granted before December 15, 2005 will likely be taxed on the spread at exercise.</p> <p>Tax on sale, subject to a possible exemption. Some risk of double taxation.</p>		<p>2011, both employer and employee social and health insurance contributions due.</p> <p>Employer has to withhold employee's contributions.</p>	<p>for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in the Slovak Republic. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.</p>		<p>equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>Protection Office to collect, use and transfer the employee's personal data. The issuer company and the local subsidiary should request a ruling from the Data Protection Office prior to the implementation of the plan to clarify whether consent required.</p>
<b>Slovak Republic</b> <b>ESPP</b>	<p>Tax on discount at purchase.</p> <p>Tax on sale, subject to a possible exemption. Some risk of double taxation.</p>	<p>Yes, if reimbursement made by subsidiary to the parent. Written reimbursement agreement is recommended.</p>	<p><b>Income Tax:</b></p> <p>Yes. Reporting and withholding likely required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, as of January 1, 2011, both employer and employee social and health insurance contributions due.</p> <p>Employer has to withhold employee's contributions.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. In 2010, the EU Parliament approved changes to the EU Prospectus Directive and in 2015, the European Commission published a proposal for a new EU Prospectus Regulation which may eventually eliminate the need to file a prospectus for U.S. listed companies.</p> <p>The EU Prospectus Directive has been fully implemented in the Slovak</p>	None.	<p>No.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>Written consent from employees for the collection, use and transfer of data abroad is required. Additionally, the local subsidiary may need to obtain the consent of the Slovak Data Protection Office to collect, use and transfer the employee's personal data. The issuer company and the local subsidiary should request a ruling from the Data Protection Office prior to the implementation of the plan to clarify whether consent required.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
				Republic. ESPP is subject to the EU Prospectus Directive. Therefore, a prospectus must be filed unless an exemption or exclusion applies.			
<b>Slovak Republic</b>  <b>RS/RSU</b>	<p>Tax at vesting. Taxable amount is fair market value of the shares at vesting.</p> <p>Tax on sale, subject to a possible exemption. Some risk of double taxation.</p>	<p>Yes, if reimbursement made by subsidiary to the parent. Written reimbursement agreement is recommended.</p>	<p><b>Income Tax:</b></p> <p>Yes. Reporting and withholding likely required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, as of January 1, 2011, both employer and employee social and health insurance contributions due.</p> <p>Employer has to withhold employee's contributions.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in the Slovak Republic. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive.</p>	None.	<p>No.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	<p>Written consent from employees for the collection, use and transfer of data abroad is required. Additionally, the local subsidiary may need to obtain the consent of the Slovak Data Protection Office to collect, use and transfer the employee's personal data. The issuer company and the local subsidiary should request a ruling from the Data Protection Office prior to the implementation of the plan to clarify whether consent required.</p>
<b>Slovak Republic</b>  <b>Cash Award</b>	<p>Taxed at payment. Taxable amount is amount of the cash payment.</p>	<p>Yes, because subsidiary bears the cost of the awards. Written reimbursement agreement is recommended.</p>	<p><b>Income Tax:</b></p> <p>Yes. Reporting and withholding likely required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, both employer and employee social and health insurance contributions due.</p> <p>Employer has to withhold employee's contributions.</p>	None.	None.	<p>Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.</p> <p>If the grant documentation expressly states that the cash payment will not become an "acquired right," the language of the grant documentation should be sufficient to protect against claims of an</p>	<p>Written consent from employees for the collection, use and transfer of data abroad is required. Additionally, the local subsidiary may need to obtain the consent of the Slovak Data Protection Office to collect, use and transfer the employee's personal data. The issuer company and the local subsidiary should request a ruling from the Data Protection Office prior to the</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
						acquired right.	implementation of the plan to clarify whether consent required.
<b>South Africa</b>  <b>OPTION</b>	Tax on spread at exercise.  Tax on sale, subject to exemption.	Allowed if the subsidiary reimburses the parent under a written reimbursement agreement. However, subject to exchange control approval.	<b>Income Tax:</b>  Yes. Local subsidiary must obtain directive from South African Revenue Service to determine appropriate withholding amount prior to withholding for each taxable event. An exemption may apply for certain broad-based plans.  <b>Social Insurance Contributions:</b>  Yes, for both the employee and employer unless ceiling met. Employer has to withhold employee's contributions. Employer also must pay uncapped skills development levy on income.	A "small offering" exemption from prospectus filing is available for companies making a single offering to fewer than 50 persons in a 12-month period with a value equal to or less than ZAR1 million. To rely on the exemption, the offer must be finalized within 6 months.  Alternatively, an employee share scheme exemption from prospectus filing is available, provided certain requirements are met, including appointing a "compliance officer," providing certain written disclosures to employees and filing certain "registration" documents and annual reports with the South African Companies and Intellectual Property Commission.  <a href="#">Contact Baker &amp; McKenzie for further details.</a>	Plan must be placed on record with Financial Surveillance Department. Employees must complete certain other steps to remit funds out of South Africa to exercise options. ZAR1 million annual discretionary allowance and an additional ZAR10 million annual offshore investment limit applies to employees. The local subsidiary has to obtain approval for reimbursement payment.	Generally not, if employees sign certain disclaimer language. Otherwise, risk that plan benefits could be considered compensation for purposes of calculating benefits for unfair termination.	Written consent from employees for transfer of personal data is required.
<b>South Africa</b>  <b>ESPP</b>	Tax on discount at purchase.  Tax on sale, subject to exemption.	Allowed if the subsidiary reimburses the parent under a written reimbursement agreement. However, subject to exchange control approval.	<b>Income Tax:</b>  Yes. Local subsidiary must obtain directive from South African Revenue Service to determine appropriate withholding amount prior to withholding for each taxable event. An exemption may apply for certain broad-based plans  <b>Social Insurance Contributions:</b>	A "small offering" exemption from the prospectus filing is available for companies making a single offering to fewer than 50 persons in a 12-month period with a value equal to or less than ZAR1 million. To rely on the exemption, the offer must be finalized within 6 months.  Alternatively, an employee share scheme exemption from prospectus filing is available, provided certain requirements are met, including appointing a "compliance officer," providing certain written disclosures to employees and filing certain "registration" documents and annual	Plan must be placed on record with Financial Surveillance Department. Local subsidiary must also complete other steps to remit payroll deductions out of South Africa on behalf of employees. ZAR1 million annual discretionary allowance and an additional ZAR10 million annual offshore investment limit applies to employees. The local	Generally not, if employees sign certain disclaimer language. Otherwise, risk that plan benefits could be considered compensation for purposes of calculating benefits for unfair termination.	Written consent from employees for transfer of personal data is required.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			Yes, for both the employee and employer unless ceiling met. Employer has to withhold employee's contributions. Employer also must pay uncapped skills development levy on income.	reports with the South African Companies and Intellectual Property Commission.  <a href="#">Contact Baker &amp; McKenzie for further details.</a>	subsidiary has to obtain approval for reimbursement payment.		
<b>South Africa</b> <b>RS/RSU</b>	Tax may be at vesting for RS depending on the restrictions; otherwise, tax at grant. Tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.  Tax on sale, subject to exemption.	Allowed if the subsidiary reimburses the parent under a written reimbursement agreement. However, subject to exchange control approval.	<b>Income Tax:</b>  Yes. Local subsidiary must obtain directive from South African Revenue Service to determine appropriate withholding amount prior to withholding for each taxable event. An exemption may apply for certain broad-based plans  <b>Social Insurance Contributions:</b>  Yes, for both the employee and employer unless ceiling met. Employer has to withhold employee's contributions. Employer also must pay uncapped skills development levy on income.	A "small offering" exemption from prospectus filing is available for companies making a single offering to fewer than 50 persons in a 12-month period with a value equal to or less than ZAR1 million. For purposes of the ZAR1 million threshold, RSUs/RS have nil value. To rely on the exemption, the offer must be finalized within 6 months.  Alternatively, an employee share scheme exemption from prospectus filing is available, provided certain requirements are met, including appointing a "compliance officer," providing certain written disclosures to employees and filing certain "registration" documents and annual reports with the South African Companies and Intellectual Property Commission.  <a href="#">Contact Baker &amp; McKenzie for further details.</a>	Plan must be placed on record with Financial Surveillance Department. The local subsidiary has to obtain approval for reimbursement payment.	Generally not, if employees sign certain disclaimer language. Otherwise, risk that plan benefits could be considered compensation for purposes of calculating benefits for unfair termination.	Written consent from employees for transfer of personal data is required.
<b>South Africa</b> <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Allowed because the subsidiary bears the cost of award.  Written agreement recommended.	<b>Income Tax:</b>  Yes. Local subsidiary must obtain directive from South African Revenue Service to determine appropriate withholding amount	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks as well as other increased labor law risks, such as the need to include amount in termination indemnities, etc.	Written consent from employees for transfer of personal data is required.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			<p>prior to withholding for each taxable event. An exemption may apply for certain broad-based plans.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, for both the employee and employer unless ceiling met. Employer has to withhold employee's contributions. Employer also must pay uncapped skills development levy on income.</p>				
Spain  OPTION	<p>Tax on spread at exercise.</p> <p>Exemption may apply to 30% of taxable income from stock options provided certain requirements are met.</p> <p>Tax on sale.</p>	<p>May be possible if reimbursement made by subsidiary to the parent. Written reimbursement agreement advisable.</p>	<p><b>Income Tax:</b></p> <p>Yes, payment-on-account required on compensation in-kind and withholding required on compensation in cash, unless exemption applies.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and employer contributions due unless monthly ceiling has already been met.</p> <p>Employer has to withhold employee's contributions.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in Spain. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.</p>	<p>Employee reporting requirements apply.</p>	<p>Written disclaimer recommended acknowledging voluntary nature of plan and that employee has received copy of plan. Spanish Supreme Court cases have held that the benefit received from option grants must be included in the calculation of severance payments and that terminated employees may have the right to exercise unvested options or continue to vest in options after termination. We recommend inserting disclaimer and U.S. choice of law language, but there is no guarantee that Spanish courts will uphold.</p> <p>Exclusion of part-time employees may be deemed discriminatory.</p> <p>The EU Council Directive 2000/78/EC prohibits</p>	<p>Local subsidiary must file a notification with the Spanish Data Protection Agency to maintain an automated database. Written consent from employees for the transfer of data abroad to the parent or a third party administrator is recommended.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
						age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	
<b>Spain</b> <b>ESPP</b>	<p>Tax on discount at purchase.</p> <p>€12,000 exemption for income tax may apply to ESPP if shares are held for at least three years after the purchase date and certain other requirements are met.</p> <p>Tax on sale.</p>	<p>May be possible if reimbursement made by subsidiary to the parent. Written reimbursement agreement advisable.</p>	<p><b>Income Tax:</b></p> <p>Yes, payment-on-account required, unless exemption applies.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and employer contributions due unless monthly ceiling has already been met.</p> <p>Employer has to withhold employee's contributions.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. In 2010, the EU Parliament approved changes to the EU Prospectus Directive and, in 2015 the European Commission published its proposal for a new EU Prospectus Regulation which may eventually eliminate the need to file a prospectus for U.S. listed companies.</p> <p>The EU Prospectus Directive has been fully implemented in Spain. However, non-transferable ESPP rights are not considered "securities" subject to the EU Prospectus Directive in Spain.</p>	<p>Employee reporting requirements apply.</p>	<p>Written disclaimer recommended acknowledging voluntary nature of plan and that employee has received copy of plan. Spanish Supreme Court cases have held that the benefit received from option grants must be included in the calculation of severance payments and that terminated employees may have the right to exercise unvested options or continue to vest in options after termination. It is uncertain if/how this case law applies to ESPP. We recommend inserting disclaimer and U.S. choice of law language, but there is no guarantee that Spanish courts will uphold.</p> <p>Exclusion of part-time employees may be deemed discriminatory.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules</p>	<p>Local subsidiary must file a notification with the Spanish Data Protection Agency to maintain an automated database. Written consent from employees for the transfer of data abroad to the parent or a third party administrator is recommended.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
						implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	
<b>Spain</b> <b>RS/RSU</b>	Tax at vesting. Taxable amount is fair market value of the shares.  Tax on sale.	May be possible if reimbursement made by subsidiary to the parent. Written reimbursement agreement advisable.	<p><b>Income Tax:</b></p> <p>Yes, payment-on-account required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and employer contributions due unless monthly ceiling has already been met.</p> <p>Employer has to withhold employee's contributions.</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in Spain. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive.</p>	Employee reporting requirements apply.	<p>Written disclaimer recommended acknowledging voluntary nature of plan and that employee has received copy of plan. Spanish Supreme Court cases have held that the benefit received from option grants must be included in the calculation of severance payments and that terminated employees may have the right to continue to vest in options after termination. Similar analysis is likely to be applied to RS/RSUs. We recommend inserting disclaimer and U.S. choice of law language, but there is no guarantee that Spanish courts will uphold.</p> <p>Exclusion of part-time employees may be deemed discriminatory.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU,</p>	Local subsidiary must file a notification with the Spanish Data Protection Agency to maintain an automated database. Written consent from employees for the transfer of data abroad to the parent or a third party administrator is recommended.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
						particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	
<b>Spain</b>  <b>Cash Award</b>	Tax likely at payment. Taxable amount is amount of the cash payment.	Generally yes, because subsidiary bears the cost of award.  Written agreement recommended.	<b>Income Tax:</b>  Yes, withholding required on compensation in cash.  <b>Social Insurance Contributions:</b>  Yes, employee and employer contributions due unless monthly ceiling has already been met.  Employer has to withhold employee's contributions.	None.	None.	Written disclaimer recommended acknowledging voluntary nature of plan and that employee has received copy of plan. Spanish Supreme Court cases have held that the benefit received from option grants must be included in the calculation of severance payments and that terminated employees may have the right to continue to vest in options after termination. Similar analysis is likely to be applied to cash-settled awards. We recommend inserting disclaimer and U.S. choice of law language, but there is no guarantee that Spanish courts will uphold.  Exclusion of part-time employees may be deemed discriminatory.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued	Local subsidiary must file a notification with the Spanish Data Protection Agency to maintain an automated database. Written consent from employees for the transfer of data abroad to the parent or a third party administrator is recommended.



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
						vesting) for those meeting the criteria.	
<b>Sweden</b> <b>OPTION</b>	Tax on spread at exercise.  Tax on sale.	Yes, if reimbursement made by subsidiary to the parent. Written reimbursement agreement advisable.	<b>Income Tax:</b>  Yes. Special rules apply to employees who transfer into Sweden with option grants.  <b>Social Insurance Contributions:</b>  Yes, the employer must pay social insurance contributions (uncapped). No social insurance contributions are payable by the employee. Special rules apply to employees with EU/EEA citizenship who transfer into Sweden with option grants.	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Sweden. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.	None.	No, but written disclaimer advisable.  Exclusion of part-time employees may be deemed discriminatory.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Employees' written consent required prior to transfer of personal data.
<b>Sweden</b> <b>ESPP</b>	Tax on discount at purchase.  Tax on sale.	Yes, if reimbursement made by subsidiary to the parent. Written reimbursement agreement advisable.	<b>Income Tax:</b>  Yes. Special rules apply to employees who transfer into Sweden with ESPP purchase rights.  <b>Social Insurance Contributions:</b>  Yes, the employer must pay social insurance contributions (uncapped). No social insurance contributions are payable by the employee. Special rules apply to employees with	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. In 2010, the EU Parliament approved changes to the EU Prospectus Directive which may eventually eliminate the need to file a prospectus for U.S. listed companies.  The EU Prospectus Directive has been	None.	No, but written disclaimer advisable.  Exclusion of part-time employees may be deemed discriminatory.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued	Employees' written consent required prior to transfer of personal data.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			EU/EEA citizenship who transfer into Sweden with ESPP purchase rights.	fully implemented in Sweden. ESPP is subject to the EU Prospectus Directive. Therefore, a prospectus must be filed unless an exemption or exclusion applies.		vesting) for those meeting the criteria.	
<b>Sweden</b> <b>RS/RSU</b>	Tax at grant for RS; tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.  Tax on sale.	Yes, if reimbursement made by subsidiary to the parent. Written reimbursement agreement advisable.	<b>Income Tax:</b> Yes.  <b>Social Insurance Contributions:</b>  Yes, the employer must pay social insurance contributions (uncapped). No social insurance contributions are payable by the employee. Special rules apply to employees with EU/EEA citizenship who transfer into Sweden with RSU grants.	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in Sweden. However, non-transferable free offers of RS/RSUs are not considered "transferable securities" subject to the EU Prospectus Directive.	None.	No, but written disclaimer advisable.  Exclusion of part-time employees may be deemed discriminatory.  The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Employees' written consent required prior to transfer of personal data.
<b>Sweden</b> <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Generally yes, because subsidiary bears the cost of award.  Written agreement recommended.	<b>Income Tax:</b> Yes.  <b>Social Insurance Contributions:</b>  Yes, the employer must pay social insurance contributions (uncapped). No social insurance contributions are payable by the employee.	None.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc. The value of the cash award will need to be included in the calculation of vacation pay. Written disclaimer advisable.  Exclusion of part-time employees may be deemed discriminatory.	Employees' written consent required prior to transfer of personal data.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
						The EU Council Directive 2000/78/EC prohibits age discrimination. Most, if not all, countries have adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	
<b>Switzerland</b>  <b>OPTION</b>	Effective January 1, 2013, options will be taxed at exercise on the spread without need to obtain cantonal tax rulings.  No tax on the sale of shares provided the shares are not acquired and/or held as a business asset.	Allowed if reimbursement by the subsidiary to the parent. Written reimbursement agreement advisable.	<b>Income Tax:</b>  Reporting requirements apply with respect to the grant and exercise of options.  Withholding required only for foreign employees with “B” permit and cross-border employees.  <b>Social Insurance Contributions:</b>  Yes, for both employee and employer. Employer must withhold employee’s contribution.	Generally none, provided certain conditions are met. <a href="#">Contact Baker &amp; McKenzie for further details.</a>	None.	Generally not, but written disclaimer recommended.	Written consent from employees prior to the transfer of data to the parent or a third party administrator is recommended.
<b>Switzerland</b>  <b>ESPP</b>	Tax on discount at purchase.  No tax on the sale of shares provided the shares are not acquired and/or held as a business asset.	Allowed if reimbursement by the subsidiary to the parent. Written reimbursement agreement advisable.	<b>Income Tax:</b>  Reporting requirements apply with respect to the grant and exercise of purchase rights.  Withholding required only for foreign	Generally none, provided certain conditions are met. <a href="#">Contact Baker &amp; McKenzie for further details.</a>	None.	Generally not, but written disclaimer recommended.	Written consent from employees prior to the transfer of data to the parent or a third party administrator is recommended.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			<p>employees with “B” permit and cross-border employees.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, for both employee and employer. Employer must withhold employee's contribution.</p>				
<b>Switzerland</b> <b>RS/RSU</b>	<p>Effective January 1, 2013, RSU will be taxed at vesting without need to obtain cantonal tax rulings. Generally, tax at grant for RS. Taxable amount is fair market value of the shares on the tax event. For RS, employee should be able to reduce taxable amount to take into account restrictions placed on shares.</p> <p>No tax on the sale of shares provided the shares are not acquired and/or held as a business asset.</p>	Allowed if reimbursement by the subsidiary to the parent. Written reimbursement agreement advisable.	<p><b>Income Tax:</b></p> <p>Reporting requirements apply with respect to the grant of RS/RSUs and vesting of RSU.</p> <p>Withholding required only for foreign employees with “B” permit and cross-border employees.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, for both employee and employer. Employer must withhold employee's contribution.</p>	Generally none, provided certain conditions are met. <a href="#">Contact Baker &amp; McKenzie for further details.</a>	None.	Generally not, but written disclaimer recommended.	Written consent from employees prior to the transfer of data to the parent or a third party administrator is recommended.
<b>Switzerland</b> <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Allowed if reimbursement by the subsidiary to the parent. Written reimbursement agreement advisable.	<p><b>Income Tax:</b></p> <p>Reporting requirements apply with respect to the payment of the cash-settled awards.</p> <p>Withholding required only for foreign employees with “B” permit and cross-border employees.</p>	Generally none, provided certain conditions are met. <a href="#">Contact Baker &amp; McKenzie for further details.</a>	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, statutory benefits such as vacation and sick pay, obligation to consult works council, etc.	Written consent from employees prior to the transfer of data to the parent or a third party administrator is recommended.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			<b>Social Insurance Contributions:</b>  Yes, for both employee and employer. Employer must withhold employee's contribution.			This risk of an acquired right will also increase if payments under the Plan have been made at least three consecutive times without a disclaimer as to the voluntary nature of such payments.  To reduce the risk, a written disclaimer is recommended.  The termination clauses and resignation provisions of the Plan may be invalid if the award qualifies as a salary component and the employee has a pro rata claim.	
<b>Taiwan OPTION</b>	Tax on spread at exercise.  Generally, no tax on sale.  <u>Alternative Minimum Tax:</u>  Capital gains from the sale of securities not listed in Taiwan must be included in regular taxable income when calculating AMT.	Allowed if subsidiary reimburses parent under a written reimbursement agreement and withholds or reports as required.	<b>Income Tax:</b>  No withholding required. Reporting required.  <b>Social Insurance Contributions:</b>  No.	None.	Minor employee reporting requirements may apply, depending on amount of transaction.	Generally not, but written disclaimer recommended.	Personal Data Protection Act effective October 1, 2012.  Written consent from employees for the transfer of data abroad is recommended.
<b>Taiwan ESPP</b>	Tax on discount at purchase.  Generally, no tax on sale.  <u>Alternative Minimum Tax:</u>  Capital gains from the sale of securities not listed in Taiwan must be included in regular	Allowed if subsidiary reimburses parent under a written reimbursement agreement and withholds or reports as required.	<b>Income Tax:</b>  No withholding required. Reporting required.  <b>Social Insurance Contributions:</b>  No.	None.	Minor employee reporting requirements may apply, depending on amount of transaction.  *Banking law problems may arise in Taiwan under an ESPP if interest is paid on payroll deductions or if payroll deductions commingled with the	Generally not, but written disclaimer recommended.	Personal Data Protection Act effective October 1, 2012.  Written consent from employees for the transfer of data abroad is recommended.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	taxable income when calculating AMT.				local subsidiary's general funds.		
<b>Taiwan</b> <b>RS/RSU</b>	<p>Tax at grant for RS; tax likely at issuance of shares for RSU. Taxable amount is fair market value of the shares on the tax event.</p> <p>Generally, no tax on sale.</p> <p><u>Alternative Minimum Tax:</u></p> <p>Capital gains from the sale of securities not listed in Taiwan must be included in regular taxable income when calculating AMT.</p>	Allowed if subsidiary reimburses parent under a written reimbursement agreement and withholds or reports as required.	<p><b>Income Tax:</b></p> <p>Recent guidance indicates that RSU may not be subject to a withholding obligation, but it is unclear whether withholding will be required where the subsidiary reimburses the parent for the cost of the RS/RSUs.</p> <p>Reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>No.</p>	None.	Minor employee reporting requirements may apply, depending on amount of transaction.	Generally not, but written disclaimer recommended.	<p>Personal Data Protection Act effective October 1, 2012.</p> <p>Written consent from employees for the transfer of data abroad is recommended.</p>
<b>Taiwan</b> <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Allowed if subsidiary reimburses parent under a written reimbursement agreement and withholds or reports as required.	<p><b>Income Tax:</b></p> <p>Generally, yes for cash awards.</p> <p>Reporting required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, subject to the applicable contribution ceilings.</p>	None.	Minor employee reporting requirements may apply, depending on amount of transaction.	Generally not, but written disclaimer recommended.	<p>Personal Data Protection Act effective October 1, 2012.</p> <p>Written consent from employees for the transfer of data abroad is recommended.</p>
<b>Thailand</b> <b>OPTION</b>	<p>Tax on spread at exercise.</p> <p>Spread is likely to be considered the difference between the exercise price and the average trading price of the shares during the month of exercise.</p> <p>Tax on sale if proceeds are repatriated to</p>	Allowed up to a certain monetary threshold if subsidiary reimburses parent, board of directors of subsidiary approves reimbursement and subsidiary complies with exchange control requirements.	<p><b>Income Tax:</b></p> <p>No, unless subsidiary reimburses parent.</p> <p><b>Social Insurance Contributions:</b></p> <p>No.</p>	Securities sales report must be filed with Thai SEC within 15 days of the end of the calendar year (possibly not required if cashless exercise). <a href="#">Contact Baker &amp; McKenzie for more details.</a>	<p>Approval of Bank of Thailand generally required for subsidiary to remit funds for reimbursement. Cash-netting using book entries is prohibited.</p> <p>Employees may remit up to USD1 million per year to purchase securities in foreign companies.</p>	Generally, no, but disclaimer recommended to reduce risk.	Written consent from employees for the collection, use and transfer of data abroad is recommended. The Thai government is finalizing a new data privacy law.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	Thailand in the same calendar year as the sale (which may be required by exchange control regulations) and the employee is a Thai tax resident for that year.	Written reimbursement agreement advisable.			Application to a commercial bank/authorized agent is required prior to the remittance of cash for exercise price. If cashless exercise is used, no application is required.  Certain repatriation requirements apply to employees.		
<b>Thailand ESPP</b>	<p>Tax on discount at purchase.</p> <p>Discount is likely to be considered the difference between the purchase price and the average trading price of the shares during the month of purchase.</p> <p>Tax on sale if proceeds are repatriated to Thailand in the same calendar year as the sale (which may be required by exchange control regulations) and the employee is a Thai tax resident for that year.</p>	<p>Allowed up to a certain monetary threshold if subsidiary reimburses parent, board of directors of subsidiary approves reimbursement and subsidiary complies with exchange control requirements.</p> <p>Written reimbursement agreement advisable.</p>	<p><b>Income Tax:</b></p> <p>No, unless subsidiary reimburses parent.</p> <p><b>Social Insurance Contributions:</b></p> <p>No.</p>	<p>Securities sales report must be filed with Thai SEC within 15 days of the end of each ESPP purchase period. <a href="#">Contact Baker &amp; McKenzie for more details.</a></p>	<p>Approval of Bank of Thailand generally required for subsidiary to remit funds for reimbursement. Cash-netting using book entries is prohibited.</p> <p>Employees may remit up to USD1 million per year to purchase securities in foreign companies.</p> <p>Application to a commercial bank/authorized agent is required prior to the remittance of payroll deductions under an ESPP.</p> <p>Certain repatriation requirements apply to employees.</p>	<p>Generally, no, but disclaimer recommended to reduce risk.</p>	<p>Written consent from employees for the collection, use and transfer of data abroad is recommended. The Thai government is finalizing a new data privacy law.</p>
<b>Thailand RS/RSU</b>	<p>Tax at grant likely for RS; tax at vesting for RSU.</p> <p>Taxable amount is likely to be considered the average trading price of the shares during the month of the taxable event.</p>	<p>Allowed up to a certain monetary threshold if subsidiary reimburses parent, board of directors of subsidiary approves reimbursement and subsidiary complies with</p>	<p><b>Income Tax:</b></p> <p>No, unless subsidiary reimburses parent.</p> <p><b>Social Insurance Contributions:</b></p> <p>No.</p>	<p>None, provided no reimbursement and no recording of expense on local entity's books.</p>	<p>Approval of Bank of Thailand required for subsidiary to remit funds for reimbursement. Cash-netting using book entries is prohibited.</p> <p>Certain repatriation requirements apply to employees.</p>	<p>Generally, no, but disclaimer recommended to reduce risk.</p>	<p>Written consent from employees for the collection, use and transfer of data abroad is recommended. The Thai government is finalizing a new data privacy law.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	Tax on sale if proceeds are repatriated to Thailand in the same calendar year as the sale (which may be required by exchange control regulations) and the employee is a Thai tax resident for that year.	exchange control requirements.  Written reimbursement agreement advisable.					
<b>Thailand</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Allowed up to a certain monetary threshold if subsidiary bears cost of the awards, board of directors of subsidiary approves reimbursement and subsidiary complies with exchange control requirements.  Written reimbursement agreement advisable.	<b>Income Tax:</b>  No, unless subsidiary reimburses parent.  <b>Social Insurance Contributions:</b>  None.	None, provided no reimbursement and no recording of expense on local entity's books.	Approval of Bank of Thailand required for subsidiary to remit funds for reimbursement. Cash-netting using book entries is prohibited  Certain repatriation requirements apply to employees.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.	Written consent from employees for the collection, use and transfer of data abroad is recommended. The Thai government is finalizing a new data privacy law.
<b>Turkey</b>  <b>OPTION</b>	Tax treatment is unclear under Turkish law.  Likely, no tax applies on grant, vesting or exercise provided the subsidiary does not reimburse the parent and take a tax deduction.  Income tax on sale if no reimbursement by subsidiary/local deduction.	Yes, if subsidiary reimburses parent under a written reimbursement agreement.	<b>Income Tax:</b>  No, if subsidiary does not reimburse parent.  <b>Social Insurance Contribution:</b>  No, if subsidiary does not reimburse parent.	Stock options should not be subject to prior clearance from the Capital Market Board provided that (i) the sale of shares does not take place in Turkey; (ii) information distributed to employees does not give the impression that the award is a public offering; and (iii) no other action that would qualify as a public offering is undertaken.	If funds are remitted outside of Turkey to exercise options, the funds must be remitted through a bank licensed in Turkey.  The sale or resale of shares traded on exchanges outside of Turkey by Turkish residents must be conducted through an intermediary institution licensed in Turkey.	Provided the grant of options is based on objective criteria (i.e., performance or job category) and there is no reimbursement by subsidiary/local deduction, the benefits should not be considered part of an employee's salary. Written disclaimer recommended to reduce risk of plan entitlement.	Written consent to the collection, use and transfer of data abroad is recommended.
<b>Turkey</b>  <b>ESPP</b>	Tax treatment is unclear under Turkish law.  Likely, no tax on grant	Yes, if subsidiary reimburses parent under a written reimbursement	<b>Income Tax:</b>  No, if subsidiary does not reimburse parent.	Share purchase rights under an ESPP should not be subject to prior clearance from the Capital Market Board provided that (i) the sale of	If funds are remitted outside of Turkey to purchase shares, the funds must be remitted	Provided the grant of purchase rights is based on objective criteria (i.e., performance or job	Written consent to the collection, use and transfer of data abroad is



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
	or purchase provided the subsidiary does not reimburse the parent and take a tax deduction.  Income tax on sale if no reimbursement by subsidiary/local deduction.	agreement.	<b>Social Insurance Contribution:</b>  No, if subsidiary does not reimburse parent.	shares does not take place in Turkey; (ii) information distributed to employees does not give the impression that the award is a public offering; and (iii) no other action that would qualify as a public offering is undertaken.	through a bank licensed in Turkey.  The sale or resale of shares traded on exchanges outside of Turkey by Turkish residents must be conducted through an intermediary institution licensed in Turkey.	category) and there is no reimbursement by subsidiary/local deduction, the benefits should not be considered part of an employee's salary. Written disclaimer recommended to reduce risk of plan entitlement.	recommended.
<b>Turkey</b> <b>RS/RSU</b>	Tax treatment is unclear under Turkish law.  Likely, no tax on grant or vesting provided the subsidiary does not reimburse the parent and take a tax deduction.  Income tax on sale if no reimbursement by subsidiary/local deduction.	Yes, if subsidiary reimburses parent under a written reimbursement agreement.	<b>Income Tax:</b>  No, if subsidiary does not reimburse parent.  <b>Social Insurance Contribution:</b>  No, if subsidiary does not reimburse parent.	RS/RSUs awarded to employees should not be subject to prior clearance from the Capital Market Board provided that (i) the sale of shares does not take place in Turkey; (ii) information distributed to employees does not give the impression that the award is a public offering; and (iii) no other action that would qualify as a public offering is undertaken.	The sale or resale of shares traded on exchanges outside of Turkey by Turkish residents must be conducted through an intermediary institution licensed in Turkey.	Provided the grant of RS/RSUs is based on objective criteria ( <i>i.e.</i> , performance or job category) and there is no reimbursement by subsidiary/local deduction, the benefits should not be considered part of an employee's salary. Written disclaimer recommended to reduce risk of plan entitlement.	Written consent to the collection, use and transfer of data abroad is recommended.
<b>Turkey</b> <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Generally yes, if subsidiary bears the cost of award.	<b>Income Tax:</b>  Yes.  <b>Social Insurance Contributions:</b>  Yes, unless contribution ceiling already met. Employer has to withhold the employee's contribution.	None.	None.	The payment will likely be considered part of salary for purposes of calculating the statutory severance compensation, unless the severance compensation threshold has been met.	Written consent to the collection, use and transfer of data abroad is recommended.
<b>Ukraine</b> <b>OPTION</b>	N/A (see "Exchange Controls" section). Otherwise, likely tax on spread at exercise calculated based on fair market value of shares at exercise.  Tax on sale of shares.	Uncertain.	<b>Income Tax:</b>  N/A (see "Exchange Controls" section). Otherwise, withholding and reporting by the subsidiary is not required, provided the subsidiary is not	There is some risk that the offer of an option plan may be subject to registration with the Ukrainian Securities Commission.  Any distribution of foreign securities in Ukraine would fall under the requirement for the issuer to obtain a decision of the Ukrainian Securities Commission if any agreements or	Investment in foreign shares requires a license from the National Bank of the Ukraine (the "NBU") for "investing abroad."  If the securities were to be credited to a securities account	None.	The employee's written consent to the transfer of personal data must be obtained.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			<p>involved in the administration of the awards, the award income is not considered part of local compensation and the subsidiary does not reimburse parent for the cost of the awards.</p> <p><b>Social Insurance Contribution:</b></p> <p>N/A (see "Exchange Controls" section). Otherwise, no social insurance contributions are required, provided the subsidiary is not involved in the administration of the awards, the award income is not considered part of local compensation and the subsidiary does not reimburse parent for the cost of the awards.</p>	<p>transactions related to the transfer of title to the securities would be deemed concluded (or offered to be concluded) in the territory of Ukraine.</p>	<p>belonging to a Ukrainian employee, such employee would be required to obtain an individual license from the NBU for the "placement of currency values abroad" prior to such placement.</p> <p><a href="#">Contact Baker &amp; McKenzie for details.</a></p>		
<b>Ukraine</b> <b>ESPP</b>	<p>N/A (see "Exchange Controls" section). Otherwise, likely tax on the discount at purchase.</p> <p>Tax on sale of shares.</p>	Uncertain.	<p><b>Income Tax:</b></p> <p>N/A (see "Exchange Controls" section). Otherwise, withholding and reporting likely not required, provided the subsidiary is not involved in the administration of the awards, the award income is not considered part of local compensation and the subsidiary does not reimburse parent for the cost of the awards.</p> <p><b>Social Insurance</b></p>	<p>There is some risk that the offer of purchase rights under an ESPP may be subject to registration with the Ukrainian Securities Commission.</p> <p>Any distribution of foreign securities in Ukraine would fall under the requirement for the issuer to obtain a decision of the Ukrainian Securities Commission if any agreements or transactions related to the transfer of title to the securities would be deemed concluded (or offered to be concluded) in the territory of Ukraine.</p>	<p>Investment in foreign shares requires a license from the National Bank of the Ukraine (the "NBU") for "investing abroad."</p> <p>If the securities were to be credited to a securities account belonging to a Ukrainian employee, such employee would be required to obtain an individual license from the NBU for the "placement of currency values abroad" prior to such placement.</p> <p><a href="#">Contact Baker &amp; McKenzie for details.</a></p>	None.	The employee's written consent to the transfer of personal data must be obtained.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			<b>Contribution:</b>  N/A (see “Exchange Controls” section). Otherwise, no social insurance contributions are required, provided the subsidiary is not involved in the administration of the awards, the award income is not considered part of local compensation and the subsidiary does not reimburse parent for the cost of the awards.		<a href="#">McKenzie for details.</a>		
<b>Ukraine</b>  <b>RS/RSU</b>	N/A (see “Exchange Controls” section). Otherwise, likely tax on fair market value of shares at vesting.  Tax on sale of shares.	Uncertain.	<b>Income Tax:</b>  N/A (see “Exchange Controls” section). Otherwise, withholding and reporting by the subsidiary is not required, provided the subsidiary is not involved in the administration of the awards, the award income is not considered part of local compensation and the subsidiary does not reimburse parent for the cost of the awards.  <b>Social Insurance Contribution:</b>  N/A (see “Exchange Controls” section). Otherwise, no social insurance contributions required, provided the subsidiary is not involved in the	There is some risk that the offer of RS/RSUs may be subject to registration with Ukrainian Securities Commission.  Any distribution of foreign securities in Ukraine would fall under the requirement for the issuer to obtain a decision of the Ukrainian Securities Commission if any agreements or transactions related to the transfer of title to the securities would be deemed concluded (or offered to be concluded) in the territory of Ukraine.	If the securities were to be credited to a securities account belonging to a Ukrainian employee, such employee would be required to obtain an individual license from the National Bank of the Ukraine for the “placement of currency values abroad” prior to such placement. <a href="#">Contact Baker &amp; McKenzie for details.</a>	None.	The employee’s written consent to the transfer of personal data must be obtained.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			administration of the awards, the award income is not considered part of local compensation and the subsidiary does not reimburse parent for the cost of the awards.				
<b>Ukraine</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	Generally yes, because subsidiary bears the cost of award.  Written agreement recommended.	<b>Income Tax:</b>  The employer is likely required to withhold income tax. Reporting requirements apply.  <b>Social Insurance Contribution:</b>  Employee and employer social insurance contributions will apply at payment (employee contributions are subject to monthly contribution ceiling). The employer is required to withhold the employee portion (if applicable).	Generally no, provided that the awards are paid in cash through local payroll.	Generally none, provided that the awards are paid in cash through local payroll.	None.	The employee's written consent to the transfer of personal data must be obtained.
<b>United Arab Emirates</b>  <b>OPTION</b>	No income tax applies. Social insurance likely does not apply.	In most cases, no income tax applies to local subsidiary. Therefore, a subsidiary tax deduction is generally not applicable.	<b>Income Tax:</b>  N/A  <b>Social Insurance Contribution:</b>  Withholding and reporting likely not required.	Generally, none.  However, if the company is incorporated or registered in the Dubai International Financial Centre, certain restrictions apply.	None.	Generally no; however, plan documentation should state that the grant is a "one time" or irregular benefit extended to the employee.	Generally no; however, data protection laws apply to entities incorporated or registered in the Dubai International Financial Centre. The employee's prior written consent to the collection, use and transfer of data prior to grant should be obtained.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>United Arab Emirates</b> <b>ESPP</b>	No income tax applies. Social insurance likely does not apply.	In most cases, no income tax applies to subsidiary. Therefore, a subsidiary tax deduction is generally not applicable.	<b>Income Tax:</b>  N/A  <b>Social Insurance Contribution:</b>  Withholding and reporting likely not required.	Generally, none.  However, if the company is incorporated or registered in the Dubai International Financial Centre, certain restrictions apply.	None.	Generally no; however, plan documentation should state that the grant is a "one time" or irregular benefit extended to the employee.	Generally no; however, data protection laws apply to entities incorporated or registered in the Dubai International Financial Centre. The employee's prior written consent to the collection, use and transfer of data prior to grant should be obtained.
<b>United Arab Emirates</b> <b>RS/RSU</b>	No income tax applies. Social insurance likely does not apply.	In most cases, no income tax applies to local subsidiary. Therefore, a subsidiary tax deduction is generally not applicable.	<b>Income Tax:</b>  N/A  <b>Social Insurance Contribution:</b>  Withholding and reporting likely not required.	Generally, none.  However, if the company is incorporated or registered in the Dubai International Financial Centre, certain restrictions apply.	None.	Generally no; however, plan documentation should state that the grant is a "one time" or irregular benefit extended to the employee.	Generally no; however, data protection laws apply to entities incorporated or registered in the Dubai International Financial Centre. The employee's prior written consent to the collection, use and transfer of data prior to grant should be obtained.
<b>United Arab Emirates</b> <b>Cash Award</b>	No income tax applies. Social insurance likely does not apply.	In most cases, no income tax applies to local subsidiary. Therefore, a subsidiary tax deduction is generally not applicable.	<b>Income Tax:</b>  N/A  <b>Social Insurance Contributions:</b>  Withholding and reporting likely not required.	Generally, none.  However, if the company is incorporated or registered in the Dubai International Financial Centre, certain restrictions apply.	None.	Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount in termination indemnities, obligation to consult works council, etc.  In the United Arab Emirates, entitlement risk is generally low; however, plan documentation should state that the grant is a "one time" or irregular benefit extended to the employee.	Generally no; however, data protection laws apply to entities incorporated or registered in the Dubai International Financial Centre. The employee's prior written consent to the collection, use and transfer of data prior to grant should be obtained.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>United Kingdom</b>  <b>OPTION</b>	<p>Tax on spread at exercise.</p> <p>Tax-advantaged treatment is available for stock option plans (company share option plan or for small, high risk companies, enterprise management incentive plan), resulting in tax deferral and/or exemption for employees up to a certain limit.</p> <p>Tax on sale, subject to annual exclusion.</p>	<p>Generally allowed without reimbursement by the subsidiary to the parent. Legislation affecting deductions taken on or after January 1, 2003 sets forth qualification criteria and limits deduction to employee's taxable benefit. Administrative costs charged to UK subsidiary may be deducted only if a written reimbursement agreement has been executed.</p>	<p><b>Income Tax:</b></p> <p>Required to report grant and taxable event. Companies must register employee share plans with HMRC. Withholding required.</p> <p>Annual share schemes return due by July 6th after the end of each UK tax year.</p> <p>No withholding obligation at taxable event for privately held companies where shares not considered "readily convertible assets."</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and employer contributions due at taxable event (uncapped). Employer may pass through employer contributions to employee by agreement or joint election (approved by HMRC). Employer is required to withhold employee's contributions (including any assumed employer contributions).  <a href="#">Contact Baker &amp; McKenzie for joint election form.</a></p> <p>No social insurance contributions due at taxable event for</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.</p> <p>The EU Prospectus Directive has been fully implemented in the United Kingdom. However, non-transferable stock options are not considered "transferable securities" subject to the EU Prospectus Directive.</p>	None.	<p>Generally no, if right to terminate plan is reserved in writing.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. The U.K. has adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	Written consent for the transfer of data abroad is required.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			awards issued by privately held companies where shares not considered "readily convertible assets."				
<b>United Kingdom</b> <b>ESPP</b>	<p>Tax on discount at purchase.</p> <p>Tax-advantaged treatment is available for certain stock purchase arrangements (SAYE, SIP), resulting in tax deferral and/or exemption for employees up to a certain limit.</p> <p>Tax on sale, subject to annual exclusion.</p>	<p>Generally allowed without reimbursement by subsidiary to the parent. Legislation affecting deductions taken on or after January 1, 2003 sets forth qualification criteria and limits deduction to employee's taxable benefit. Administrative costs charged to UK subsidiary may be deducted only if a written reimbursement agreement has been executed.</p>	<p><b>Income Tax:</b></p> <p>Required to report grant and taxable event. Companies must register employee share plans with HMRC. Withholding required.</p> <p>Annual share schemes return due by July 6th after the end of each UK tax year.</p> <p>No withholding obligation at taxable event for privately held companies where shares not considered "readily convertible assets."</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employee and employer contributions due at taxable event (uncapped). Employer may pass through employer contributions to employee by agreement or joint election (approved by HMRC). Employer is required to withhold employee's contributions (including any assumed employer contributions).</p>	<p>The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area ("EEA") countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states. In 2010, the EU Parliament approved changes to the EU Prospectus Directive which may eventually eliminate the need to file a prospectus for U.S. listed companies.</p> <p>The EU Prospectus Directive has been fully implemented in the United Kingdom. ESPP is subject to the EU Prospectus Directive. Therefore, a prospectus must be filed unless an exemption or exclusion applies.</p>	None.	<p>Generally no, if right to terminate plan is reserved in writing.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. The U.K. has adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	Written consent for the transfer of data abroad is required.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			<a href="#">Contact Baker &amp; McKenzie for joint election form.</a>  No social insurance contributions due at taxable event for awards issued by privately held companies where shares not considered “readily convertible assets.”				
United Kingdom  RS/RSU	Tax at vesting for RS so long as restrictions lapse within five years; otherwise tax at grant. Employee could agree with employer to be taxed at grant of RS. Tax at vesting for RSU. Taxable amount is fair market value of the shares on the tax event.  Tax on sale, subject to annual exclusion.	Generally allowed without reimbursement by the subsidiary to the parent. Legislation affecting deductions taken on or after January 1, 2003 sets forth qualification criteria and limits deduction to employee’s taxable benefit. Administrative costs charged to UK subsidiary may be deducted only if a written reimbursement agreement has been executed.	<b>Income Tax:</b>  Required to report grant and taxable event. Companies must register employee share plans with HMRC. Withholding required.  Annual share schemes return due by July 6th after the end of each UK tax year.  No withholding obligation at taxable event for privately held companies where shares not considered “readily convertible assets.”  <b>Social Insurance Contributions:</b>  Yes, employee and employer contributions due at taxable event (uncapped). Employer may pass through employer contributions to employee by agreement or joint election (approved by	The EU Prospectus Directive took full effect on July 1, 2005 and impacts securities filing requirements in all EU member states and European Economic Area (“EEA”) countries. However, the interpretation of the EU Prospectus Directive by these countries has not always been consistent. In general, an EU-compliant prospectus will be required for an offering of securities in any EU or EEA member state unless an exemption or exclusion applies, but it then should be possible to use this prospectus in the other EU or EEA member states.  The EU Prospectus Directive has been fully implemented in the United Kingdom. However, non-transferable free offers of RS/RSUs are not considered “transferable securities” subject to the EU Prospectus Directive.	None.	Generally no, if right to terminate plan is reserved in writing.  Discrimination against part-time employees is generally prohibited.  The EU Council Directive 2000/78/EC prohibits age discrimination. The U.K. has adopted local rules implementing this Directive, which may have an impact on design of equity and other incentive plans in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.	Written consent for the transfer of data abroad is required.



Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			<p>HMRC). Employer is required to withhold employee's contributions (including any assumed employer contributions). <a href="#">Contact Baker &amp; McKenzie for joint election form.</a></p> <p>No social insurance contributions due at taxable event for awards issued by privately held companies where shares not considered "readily convertible assets."</p>				
<b>United Kingdom</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment.	<p>Generally yes, because subsidiary bears the cost of award.</p> <p>Written agreement required.</p>	<p><b>Income Tax:</b></p> <p>Withholding required.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes. Employer and employee contributions due and employer must withhold employee portion.</p>	None.	None.	<p>Awards paid in cash through local payroll generally have increased plan entitlement risks, as well as other increased labor law risks such as the need to include amount when calculating termination indemnities, obligation to consult works council, etc.</p> <p>Discrimination against part-time employees is generally prohibited.</p> <p>The EU Council Directive 2000/78/EC prohibits age discrimination. The U.K. has adopted local rules implementing this Directive, which may have an impact on design of awards in the EU, particularly on age or age and service provisions which give different treatment (e.g., accelerated or continued vesting) for those meeting the criteria.</p>	Written consent for the transfer of data abroad is required.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
United States  OPTION	<p><b>Nonqualified Stock Options</b></p> <p>Tax on spread at exercise.</p> <p>Tax on sale of shares. Long-term capital gain rates apply if shares held more than 1 year.</p> <p><b>Incentive Stock Options:</b></p> <p>No tax on grant or exercise (except Alternative Minimum Tax may apply to spread at exercise).</p> <p>Tax on sale (generally, capital gain but ordinary income may apply to portion of gain up to spread at exercise if disqualifying disposition).</p>	<p><b>Nonqualified Stock Options</b></p> <p>Yes, on spread at exercise. No reimbursement to parent required.</p> <p><b>Incentive Stock Options</b></p> <p>Only if disqualifying disposition.</p>	<p><b>Nonqualified Stock Options</b></p> <p><b>Income Tax:</b></p> <p>Yes.</p> <p><b>Social Insurance Contribution:</b></p> <p>Yes, employer pays its share and withholds employee's share.</p> <p><b>Incentive Stock Options</b></p> <p><b>Income Tax:</b></p> <p>No withholding. Reporting of exercise and disqualifying disposition of shares.</p> <p><b>Social Insurance Contributions:</b></p> <p>No.</p>	<p><b>Nonqualified Stock Options</b></p> <p>Yes, but simple registration (Form S-8) applies for public company plans and exemptions are generally available for most private company plans.</p> <p><b>Incentive Stock Options</b></p> <p>Yes, but simple registration (Form S-8) applies for public company plans and exemptions are generally available for most private company plans.</p>	<p><b>Nonqualified Stock Options</b></p> <p>No.</p> <p><b>Incentive Stock Options</b></p> <p>No.</p>	<p><b>Nonqualified Stock Options</b></p> <p>No.</p> <p><b>Incentive Stock Options</b></p> <p>No.</p>	<p><b>Nonqualified Stock Options</b></p> <p>Generally, no.</p> <p><b>Incentive Stock Options</b></p> <p>Generally, no.</p>
United States  ESPP	<p><b>423 Qualified ESPPs</b></p> <p>No tax at grant or purchase.</p> <p>At sale, generally a capital gain, but ordinary income applies as well for both qualifying and disqualifying dispositions.</p> <p><b>Non-Tax Qualified ESPPs</b></p> <p>Tax on discount at purchase. At sale, tax as long-term capital gain rates apply if shares held more than 1 year.</p>	<p><b>423 Qualified ESPPs</b></p> <p>Only if disqualifying disposition.</p> <p><b>Non-Tax Qualified ESPPs</b></p> <p>Yes, no reimbursement required.</p>	<p><b>423 Qualified ESPPs</b></p> <p><b>Income Tax:</b></p> <p>No withholding. Reporting of purchase and sale.</p> <p><b>Social Insurance Contribution:</b></p> <p>No.</p> <p><b>Non-Tax Qualified ESPPs</b></p> <p><b>Income Tax:</b></p> <p>Yes, on purchase.</p> <p><b>Social Insurance Contributions:</b></p> <p>Yes, employer pays its share and</p>	<p><b>423 Qualified ESPPs</b></p> <p>Yes, but simple registration (Form S-8) for public company plans and exemptions generally apply to most private company plans.</p> <p><b>Non-Tax Qualified ESPPs</b></p> <p>Yes, but simple registrations (Form S-8) applies for public company plans and exemptions are available for most private company plans.</p>	<p><b>423 Qualified ESPPs</b></p> <p>No.</p> <p><b>Non-Tax Qualified ESPPs</b></p> <p>No.</p>	<p><b>423 Qualified ESPPs</b></p> <p>No, but plan generally must cover all employees of parent and designated subsidiaries (part-time and seasonal employees can generally be excluded).</p> <p><b>Non-Tax Qualified ESPPs</b></p> <p>No.</p>	<p><b>423 Qualified ESPPs</b></p> <p>Generally, no.</p> <p><b>Non-Tax Qualified ESPPs</b></p> <p>Generally, no.</p>

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			withholds employee's share.				
<b>United States</b>  <b>RS/RSU</b>	<b>RS</b> Tax at vesting. Employee may elect tax on grant under Section 83(b). Taxable amount is fair market value of the shares on the tax event (less any amount the employee pays for the shares).  Tax on sale of shares. Long-term capital gain rates apply if shares held more than 1 year.  <b>RSU</b> Tax when shares made available or delivered at or after vesting. Taxable amount is fair market value of the shares on the tax event (less any amount the employee pays for the shares).  Tax on sale of shares. Long-term capital gain rates apply if shares held more than 1 year.	Yes. No reimbursement required.	<b>Income Tax:</b> Yes.  <b>Social Insurance Contribution:</b> Yes. Employer pays its share and withholds employee's share.	Yes, but simple registration (Form S-8) applies for public company plans and exemptions are generally available for most private company plans.	No.	No.	Generally, no.
<b>United States</b>  <b>Cash Award</b>	<b>SAR</b> No tax at grant. Tax on the amount received by the employee at exercise (e.g., the spread).  <b>Phantom</b> No tax at grant. Tax when cash is received upon vesting.	Generally, yes, because the payment would be considered an ordinary and necessary business expense as compensation for personal services received by the employer. No reimbursement required.	<b>Income Tax:</b> Yes.  <b>Social Insurance Contributions:</b> Yes, employer pays its share and withholds employee's share.	None.	No.	No.	Generally, no.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
<b>Vietnam</b> <b>OPTION</b>	Tax on the gain at exercise/sale.	No.	<b>Income Tax:</b>  Taxable income is split into employment income and income from securities. Withholding required on employment income portion. Official guidance regarding calculation of these income components is unclear.  <b>Social Insurance Contribution:</b>  No.	The Vietnamese government issued a decree indicating offerings by foreign issuers to employees in Vietnam are possible if conditions on foreign exchange control are met and the securities issued to employees are not traded on Vietnamese securities markets. (See "Exchange Controls" section.)	Approval of the State Bank of Vietnam ("SBV") is required. The SBV will likely restrict exercise to the cashless sell-all exercise method.  Repatriation of proceeds in connection with the award is required.  Ongoing reporting required.	Likely none, provided the discretionary and occasional nature of the award is well documented and the award is not seen to be part of local employment arrangement.	The employee's written consent to the transfer of personal data should be obtained.
<b>Vietnam</b> <b>ESPP</b>	N/A (see "Exchange Controls" section). Otherwise, tax at sale.	No.	<b>Income Tax:</b>  N/A (see "Exchange Controls" section). Otherwise, income tax withholding would be required.  <b>Social Insurance Contribution:</b>  N/A (see "Exchange Controls" column). Otherwise, no.	The Vietnamese government issued a decree indicating offerings by foreign issuers to employees in Vietnam are possible if conditions on foreign exchange control are met and the securities issued to employees are not traded on Vietnamese securities markets. However, the State Bank of Vietnam has never issued an approval for a foreign ESPP transaction.	Current policy of the State Bank of Vietnam ("SBV"), restricts the ability to remit foreign currency to buy shares without prior SBV approval. So far, the SBV has not issued an approval for the implementation of a foreign company ESPP.  Under government decree, the SBV is to issue regulations regarding overseas investment. However, regulations have not yet been issued.	N/A	N/A
<b>Vietnam</b> <b>RS/RSU</b>	Tax on the gain at vest/sale.  If RS/RSUs are settled in cash, tax at payment. Cash payment will be treated as bonus which is taxed as employment income.	No.	<b>Income Tax:</b>  Taxable income is split into employment income and income from securities. Withholding required on employment income portion. Official guidance regarding calculation of these income	The Vietnamese government issued a decree indicating offerings by foreign issuers to employees in Vietnam are possible if conditions on foreign exchange control are met and the securities issued to employees are not traded on Vietnamese securities markets. (See "Exchange Controls" section.) Also, it may be possible to structure RS/RSUs as cash-settled awards to avoid securities and foreign exchange law issues.	State Bank of Vietnam ("SBV") approval is required. SBV will likely require that shares acquired at vesting of RS/RSUs be subject to an immediate forced sale restriction.  SBV previously ruled that RSUs which can	Likely none, provided the discretionary and occasional nature of the award is well documented and the award is not seen to be part of local employment arrangement.	The employee's written consent to the transfer of personal data should be obtained.

Country	Taxation of Employee	Sub Deduction	Withholding and Reporting	Securities Restrictions	Exchange Controls	Plan Entitlement	Data Privacy
			<p>components is unclear.</p> <p><b>Social Insurance Contribution:</b></p> <p>No.</p>		<p>be settled only in cash fall outside of SBV authority, but the ruling cannot be relied on by other companies.</p> <p>Repatriation of proceeds in connection with the award required.</p> <p>Ongoing reporting required.</p>		
<b>Vietnam</b>  <b>Cash Award</b>	Taxed at payment. Taxable amount is amount of the cash payment. Cash award will be treated as employment income.	<p>Yes, because the local subsidiary bears the cost of award.</p> <p>Written agreement between the local subsidiary and the employee is required for tax purpose.</p>	<p><b>Income Tax:</b></p> <p>The employer is required to withhold income tax on the amount of the cash payment to the employees. Reporting requirements apply.</p> <p><b>Compulsory Insurance (Social/Health and Unemployment Insurances) Contributions:</b></p> <p>No, provided that the cash payment is clearly defined as bonus.</p>	None.	<p>SBV previously ruled that RSUs which can be settled only in cash fall outside of SBV authority, but the ruling cannot be relied on by other companies.</p> <p>Generally, there would be no risk if the employees do not hold or own any foreign shares at any time under their names, and foreign share prices at vesting are only used for calculation of cash payment.</p>	To avoid entitlement risk, it should be clearly provided that the awards are granted at the foreign parent company's discretion. The cash payment must be clearly provided as bonus.	The employee's written consent to the transfer of personal data must be obtained.