

WORLD CENTRE FOR EMPLOYEE OWNERSHIP

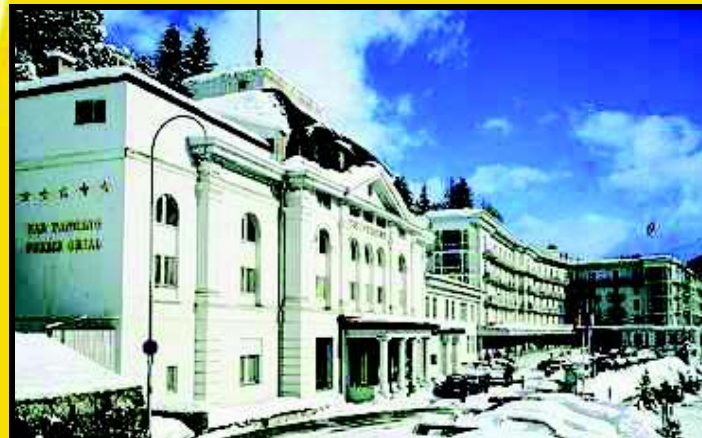
**TWELFTH GLOBAL
EMPLOYEE EQUITY
FORUM**

**Global Employee Equity Plans:
Now more than ever**

February 3 & 4 2011
Steigenberger Belvedere Hotel
Davos Platz, Switzerland

Speakers

- Baker & McKenzie LLP
- Britvic
- Capita Registrars
- Computershare
- Greenwoods & Freehills (Australia)
- Global Shares
- Henderson Global Investors
- Killik Employee Services
- KPMG AG (Zurich)
- MM & K
- Norse Solutions
- Pett, Franklin & Co. LLP
- RBC Corporate Employee & Executive Services
- Shell International
- Strategic Remuneration
- Towers Watson
- University of Berlin
- World Centre for Employee Ownership



presentations and speakers

Welcome and Introduction

Malcolm Hurlston - Chairman, Esop Centre

EXECUTIVE COMPENSATION

Recalibrating executive incentives to support corporate strategy - some examples:

- Dealing with change part way through a performance period
- Changes in strategy
- Changes in business model
- Turnaround incentives

Alan Judes - Strategic Remuneration

Latest developments in the evolution of executive reward, including:

- Executive reward in a more challenging tax environment
- Summary of key developments in Europe and the USA
- The emerging regulatory framework across Europe

Alasdair Friend - Baker & McKenzie LLP

Governance of executive remuneration:

Differing perspectives from a consultant and a corporate equity plan sponsor

- Remuneration committee process
- How decisions get made
- What makes effective governance of remuneration
- Impact of regulation; Future perspectives

John Pymm - Towers Watson

Julie Withnall - Britvic

NEW SHARE SCHEME STRATEGIES

Putting a present-day value on the right to future growth in shares:

- The current debate with HMRC and others (with examples from Listed, AIM-listed and unquoted companies)

David Pett - Pett, Franklin & Co. LLP

Tax-favoured share plans—where next?

- Reasons behind design of the UK's SIP, SAYE, CSOP and EMI plans
- Have these plans met their objectives?
- International comparisons
- What should the Coalition government be doing?

Mike Landon - MM & K

Open Session

- Rethinking the shape and objectives of employee equity plans
- Executive reward: have the regulators got it right?

Delegates debate moderated by Fred Hackworth, Esop Centre

Case study SHELL: Success through simplicity: delivering real employee share ownership within a global company

- How clear, practical design and communication can improve take up and ongoing ownership
- How process simplification can aid achievement of core plan objectives

Martyn Drake & Iain Wilson - Computershare

Pam Roffe - Shell International

Share-based payment in a framework of good corporate governance

- Share-based payment attracts motivated employees and helps retain successful employees
- Share-based payment ensures that the employees' motivations are aligned with those of the shareholders
- Costs and compensation are kept low during bad times and increase during good times

Arne Peder Blix - Norse Solutions

SHARE PLAN ADMINISTRATION

The Impact of regulatory developments on employee share plans

- Emerging issues, such as the Fair and Accurate Credit Transactions Act
- Prospectus Directive and other European regulatory products

Justin Cooper - Capita Registrars

In-source, Co-source, Out-source

- An open session to look at the benefits and disadvantages of each and an update as to current market trends

Martin Osborne-Shaw - Killik Employee Services

How corporate transactions impact on the administration of employee share schemes

- The impact of different transactions on share plan administration
- Common issues and problems which arise
- Strategies, tools and techniques to minimise those issues and problems

Maoliosa O'Cuilachain - Global Shares

Recent onshore and offshore trustee activity

- Conflicting pressures on trustees—risk, regulation & responsibilities
- What the future holds for employee benefit trusts and trustees

Kevin Lim - RBC Corporate Employee & Executive Services

Jeremy Mindell - Henderson Global Investors

UK Treasury tax threat to employee benefit trusts

Open delegate discussion

Moderated by David Pett - Pett, Franklin & Co. LLP

INTERNATIONAL DEVELOPMENTS

Implications of Australian & New Zealand tax & regulatory changes for roll-out of global plans

Australia

- Tax deferral curtailed, reporting & withholding extended
- Clamps on executive termination benefits
- Local plan trends

New Zealand

- IRD executive remuneration review
- New disclosure regime
- Options still preferred?

Adrian O'Shannessy - Greenwoods & Freehills (Australia)

The use of trusts for a share or option plan of a Swiss based company

- Tax treatment of the trust under Swiss tax law
- Impact on individual tax
- Corporate tax deduction via a trust structure
- Swiss accounting issues
- Alternatives and conclusion

Michael Sterchi - KPMG AG (Zurich)

The European Union steps up the pace on employee equity plans

- Eso—a tool for better social dialogue and better corporate governance
- Europe-wide employee financial participation week: national workshops, conferences and round tables 2011

Jens Lowitzsch - University of Berlin

Accommodation

The delegate package price includes accommodation for two nights at the five-star **Steigenberger Belvedere Hotel**, Davos Platz, on Wednesday February 2 and Thursday February 3. The hotel is close to the ski lifts which take skiers to the pistes on Jakobshorn and Parsenn. To book extra nights before/after the conference, to upgrade your room, or make provision for non-delegates (eg partners, children) you must do this directly with the hotel, using the registration form provided by the Centre. Supplements will be charged to you by the hotel. Please inform the Centre if you are reserving a double room, or booking extra days.

Travel

Delegates are responsible for their own travel arrangements. The hub airport is Zurich, which is well-served by many airlines. The Centre's preferred carrier is member **BA** - see www.ba.com for the latest offers. Davos is two hours travel time from Zurich. For car hire see www.hertz.com or www.avis.com or www.holidayautos.co.uk. For train timetables, prices and information, see the SBB website: www.sbb.ch

Timings

The conference sessions begin at 0845 approx on Thursday and continue until 1300, followed by luncheon. The extended afternoon break means that presentations resume at 1745 and finish at 1915, followed by the cocktail party. Partners are welcome to join us at this event. On Friday, the conference recommences at 0845 and finishes at 1200 noon. A packed lunch alternative for keen skiers is available on both days. Walks and tours for non-skiers are available, subject to demand.

UK based lawyers who attend qualify for **11 hours of credits** under the Law Society's Continuous Professional Development scheme.

Conference Payment

Included in the conference fee:

- Two nights single room accommodation at the Belvedere Hotel (February 2 & 3) with buffet breakfasts
- Two conference lunches (Thursday & Friday)
- Cocktail party (partners welcome)
- Delegate pack
- Refreshments during conference breaks

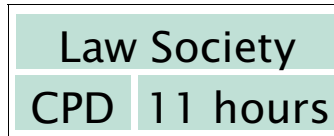
All inclusive fees

Plan issuer company e.g. Shell, Unilever	£615
Practitioner/service provider e.g. accountancy or legal practices, consultants, trustees	£1250
Member plan issuers	£475
Member practitioners/service providers	£899

No sales tax is payable on the fees for this event. Please ensure payment is made within thirty days of invoice to secure attendance.

We are no longer able to accept credit card payments. Please contact the Centre for details of direct payment by bank transfer. Telephone ++44 (0)207 239 4906

Professional Development



Membership

A discount on all event fees is just one of the benefits of joining the Esop Centre. You can find out more at www.hurlstons.com/esop

Cancellations

Cancellations are not refundable, though substitutes may take the place of named delegates. Please inform us by email if this is the case. **All invoices must be honoured promptly and well before the conference starts**, because the Centre has to pay the Belvedere Hotel in advance for delegates' rooms and conference places. The organisers are confident that the agenda will be adhered to, but reserve the right to make programme changes if necessary. If you have special dietary

Registration Form

Please return by either:

Fax ++44 (0) 808 280 1938

E-mail esop@hurlstons.com

Post World Centre for Employee Ownership, Phoenix Yard, 65 Kings Cross Road, London WC1X 9LW, UK

Name: _____

Position: _____

Company: _____

Address: _____

Country: _____

Tel: _____ Fax: _____

E-mail: _____

Additional delegates

Name: _____

Position: _____

Name: _____

Position: _____

Address (if different from above): _____

Tel: _____ Fax: _____

E-mail: _____

If you require additional places, please photocopy this form or contact us for further information.