



One Firm WorldwideSM



INTERNATIONAL STOCK PLANS

International considerations are a fundamental part of compensation planning. Nowhere is this more evident than in the area of stock-based compensation. Jones Day attorneys have extensive knowledge of international stock plans and are well positioned to assist clients with these issues, given our in-depth knowledge and geographic reach. We have an experienced and pragmatic team of attorneys who regularly advise on the design, implementation, and maintenance of stock plans worldwide.

During this process, we assist clients with the preparation of local tax-qualified sub-plans, securities registrations and disclosure documents, employee agreements, employee communications, and tax summaries. We advise on the U.S. and non-U.S. tax and securities ramifications of corporate transactions, including mergers and acquisitions, as well as

option exchange programs. We also design compliance programs for reimbursement and mobile employee programs.

MULTIDISCIPLINARY APPROACH

The implementation of international stock plans requires the consideration of a wide range of issues. Among these are employer and employee tax issues, securities registration and exemption requirements, labor laws, data privacy, regulatory issues, and best practices in meeting corporate governance and institutional investor requirements.

With attorneys in 30 offices throughout the United States, Europe, and Asia, we have broad experience that enables us to provide detailed advice on local

laws and customs throughout the world. Structured as One Firm Worldwide, we are able to provide coordinated and consistent advice to our clients globally.

When advising on the implementation of stock plans internationally, we strive to provide advice that is both effective and practical. Our approach is to look for methods of enhancing the value companies and employees obtain from tailoring stock-based programs to their specific needs. This maximizes the potential benefit, in legal and business terms, in each jurisdiction where their programs are implemented.

GLOBAL EXPERIENCE

We regularly advise clients on the implementation and maintenance of their international stock plans, including stock options, restricted stock, restricted stock units, stock appreciation rights, stock purchase plans, and performance-based programs. Our experience ranges from the implementation of single-country plans for executives to global plans in more than 100 countries worldwide for employees, executives, and consultants. Our extensive cross-border work in this area includes the implementation of stock programs for multinationals based in the United States as well as Australia, China, France, Hong Kong, India, Italy, Japan, Spain and the United Kingdom—all of which had to be “exported” and implemented in the numerous jurisdictions in which their subsidiaries operate.

INTERNATIONAL REPUTATION

Jones Day's knowledge of and experience with international stock plans are well known in the industry. One of the standard industry references, *International Stock Plans: The Practitioner's Guide to Exporting Employee Equity*, is written and edited by Jones Day attorneys worldwide, together with a network of other local professionals. The National Association of Stock Plan Professionals (NASPP), the largest stock plan trade association, provides this reference as a service to its members.

Jones Day attorneys regularly author articles and publications regarding international equity programs. In addition, our lawyers frequently speak at conferences throughout the world, including NASPP and Global Equity Organization events.

ADDITIONAL INFORMATION

For additional information regarding our international stock plan practice, please contact your principal Firm representative or one of the lawyers listed in this publication. General email messages may be sent using our “Contact Us” form, which can be found at www.jonesday.com.

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