

Incentive Awards for Listed Companies

Incentives Legal Team



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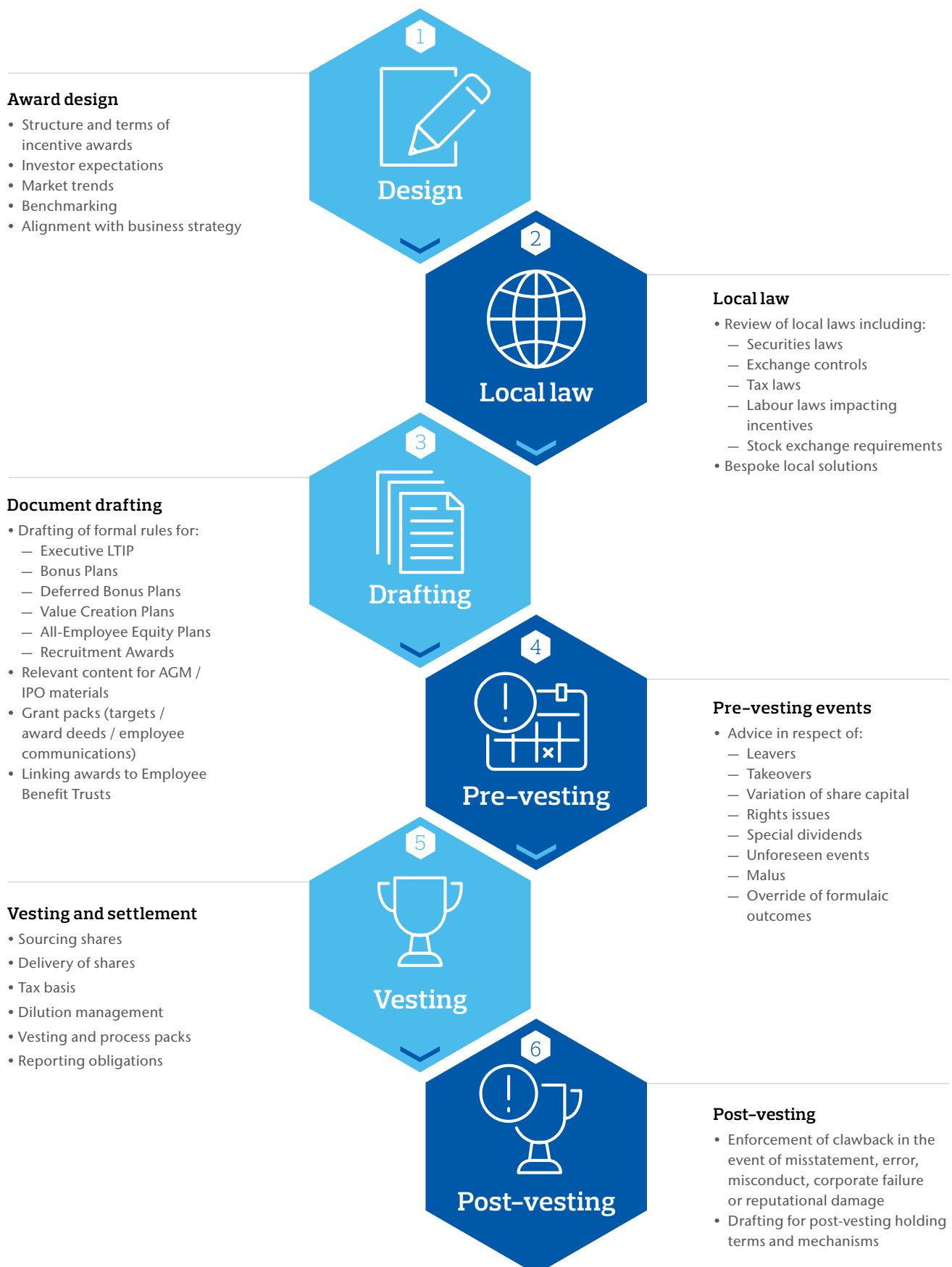
Based in London, the Incentives Legal Team at Aon is a team of specialist legal professionals which focus exclusively on the legal and technical aspects of incentives.

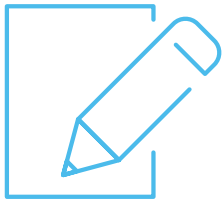
We work closely with our executive compensation and reward teams (including New Bridge Street, McLagan and Radford) to provide a fully integrated service from advisory through to implementation and operational guidance.

Our proven and continued objective is to help clients navigate through and address, with clarity and confidence, the increasingly complex legal and technical issues that can arise during all stages of an incentive award's life cycle.



Advice and support throughout an incentive award's life cycle





1

Design

We can help you explore a wide range of incentive designs (both executive and all-employee) and the detail of the underlying structures towards the best fit for your needs and objectives.

Aon's related services including benchmarking, market data, investor consultation, corporate governance and best practice insights, calibration, communication expertise and P&L expense modelling.



2

Local law

We regularly assist our clients with the design, drafting, legal and tax matters relating to their international incentive arrangements.

Our related services range from high level feasibility reviews of local laws to the execution of bespoke local solutions in partnership with our network of local counsel.



3

Drafting

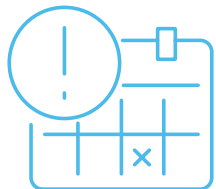
We have extensive experience in drafting the formal plan rules for incentive arrangements, including rules for LTIPs, Deferred Bonus Plans, Annual Bonus Plans, Value Creation Plans, Phantom Plans, Recruitment Plans and All-Employee Plans (both HMRC Tax Favoured Plans and International).

Our related services include the production of the full suite of related documentation, including content for corporate circulars, rules, award agreements, grant packs (targets, award deeds, employee communications and corporate RNS) and employee benefit trust materials.



4

Pre-vesting events



We can advise on the appropriate treatment of leavers and make recommendations as to the appropriate response to issues such as variations in share capital, rights issues, special dividends, takeovers and other material events.

Our expertise and sole focus on incentives for over 30 years means that we continue to build up an arsenal of creative and pragmatic solutions to share with you.

5

Vesting



In addition to drafting award vesting materials and advising as to the settlement process, we advise in relation to sourcing shares, dilution management, regulatory announcements, performance condition assessment, taxation basis and collection.

We regularly work with (and know well) all major trustee companies and share plan administrators, often making settlement processes as straightforward as they can be.

6

Post-vesting events



We can advise on the application of malus and clawback provisions in the event of misstatement, error or misconduct after an award has vested.

Where awards are subject to a holding period we can advise on structures to enforce the holding period.



Example projects

- Share plan adviser and architect for 25+ IPOs in the past 5 years – including AutoTrader, Bakkavor, Cabot Credit Management, Contour Global, Equiniti, Forterra, Motorpoint and Sanne
- Annual due diligence review covering 70 countries for a large Swiss automation company for it's global all-employee incentive plan
- Bespoke Value Creation Plan
- Deferred Unit Investment Plan
- Dilution Management Review
- Shareholder approved LTIPs
- All-employee plans
- Cash bonus plans
- Bespoke recruitment award agreements for incoming CEOs

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About Aon

Aon plc (NYSE:AON) is a leading global professional services firm providing a broad range of risk, retirement and health solutions. Our 50,000 colleagues in 120 countries empower results for clients by using proprietary data and analytics to deliver insights that reduce volatility and improve performance.

For further information on our capabilities and to learn how we empower results for clients, please visit <http://aon.mediaroom.com>.

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