Deloitte.

Deloitte. Legal

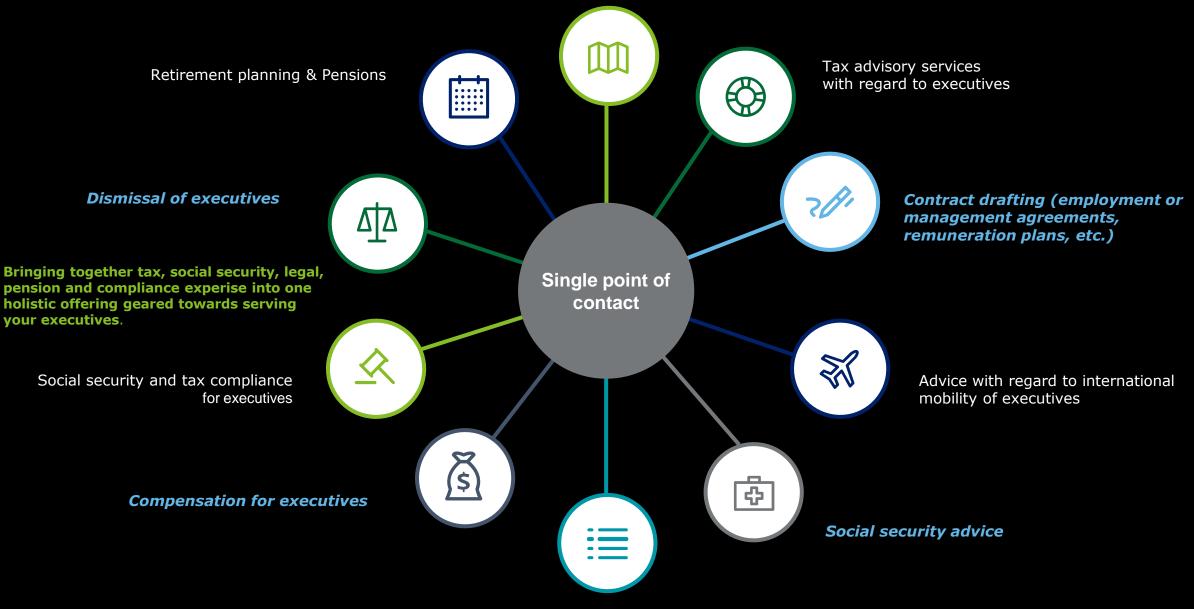


Executive Offerings

Overview

Executives Capabilities

Status analysis (employee vs. self-employed)



Corporate law and regulatory framework

Executive Scan



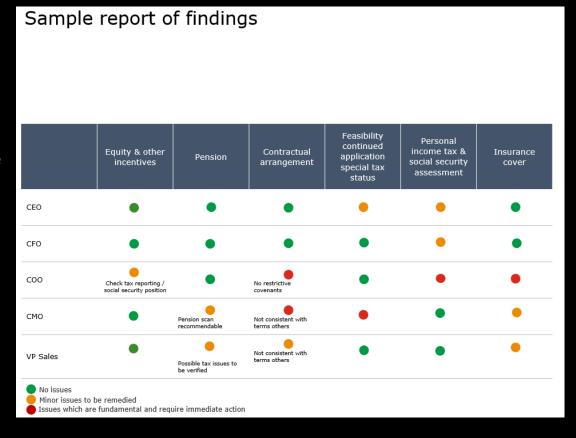


Mapping of the compensation package, contractual arrangements, insurance benefits cover, tax and/or social security position of the executives within your organization to have full disclosure on individual entitlements, be informed about the compliance level and support alignment in your executives' strategy.

MENU BASED APPROACH

The menu of the executive scan can be all-inclusive but can also consist of some focus areas:

- ✓ Benchmark of compensation & benefits
 (guaranteed income and pension plans, LTI, STI)
- ✓ Identifying risks and opportunities
- ✓ Pension scan (legal and extralegal entitlements)
- ✓ Analysis of contractual arrangements
 (alignment of non-compete and termination clauses)
- ✓ Analysis sustainability continued application special tax status or split payrolls
- ✓ Analysis personal income tax and social security situation



Executive Life Cycle Support





Handling the HR life cycle for executives requires **customisation** and a highly individualised approach. We can offer support every step of the way or provide a helicopter view.

Termination

Mapping legal and contractual entitlements

Full termination advisory services (see separate slide)

Exit compliance process / trailing tax formalities

Retirement

Pension scan

Impact analysis income and inheritance tax

End of career planning

Pre-hiring analysis/ onboarding process

Taxes (special tax status, tax equalization)

Social security

Insurances

Applicable laws

Contractual frame

Analysis
Contract drafting

Compensation design

Market trends
Insurances
Incentives
Tax equalization / protection

Life cycle compliance

Business travel strategy Payroll

Global mobility compliance (special tax status, tax filings abroad)

Compliance





The international career and personal situation of the executives, and the increasingly more complex regulatory landscape, pose new challenges to be compliant with all domestic and international legislation.

EXAMPLES

- ✓ Comprehensive tax briefings (Belgium and abroad)
- ✓ Application special tax status
- ✓ Payroll calculations (covering both Belgian and foreign payroll)
- ✓ Payroll instructions (covering both Belgian and foreign payroll)
- √ Tax filings in Belgium and abroad
- √ Affiliation for social security purposes / A1
- ✓ Support to obtain social security benefits in Belgium and/or abroad
- ✓ Posted Worker Directive compliance
- ✓ Formalities v-à-v FSMA, IAS 19, US GAAP
- ✓ Immigration support (including visits to local authorities and embassies)



Management board





Under the Companies and Associations Code companies can delegate the full operational management to a management board.

We support from conducting a **feasibility** study all the way up to **implementation**.

Corporate governance alignment

 Alignment of decision-making powers and signing authority of members of Management Board

Liabilities at right level

 Accountability within framework of the law, covered by D&O insurance and/or contractual clauses

Attractive status for appointed members

- Capped social security rates
- Stretched flexibility (compensation, contract terms, insurances cover)

Supervisory Board Powers provided by law Delegation Decision on management appointment/ dismissal/ powers compensation Liability **Management Board Full operational** management powers

Management board







Stakeholder management

Transparency towards and buy-in of key stakeholders



Cost & savings projection

Insights on financials



Benefits / Incentives

Impact analysis & outline of approaches



Contracts

Drafting of management agreements



Corporate frame

Application within corporate law framework



Policies



Implementation

Policy-outline Full compliance cycle capturing specifics from initial switch to business as usual

- / Feasibility studies
- Info sessions corporate stakeholders and executives
- ✓ Cost & savings projections for company
- ✓ Individual grossto-net and comparative calculations
- ✓ PSC calculations

- ✓ STI/LTI schemes
- ✓ Loss of legal pension calculations
- ✓ Analysis IPC schemes
- √ Impact PSC

Focus on

- ✓ Contractual liability
- ✓ Termination entitlements
- ✓ Compensation
- ✓ Review & adaptation articles of association
- Analysis impact new Companies and Associations Code
- ✓ Corporate documentation

Focus on

- Decision making powers and signing powers
- ✓ Restrictive covenants

- ✓ Assistance in contact broker
- ✓ A1/S1/Social security fund affiliation
- Payroll overviews and instructions
- ✓ Annual tax return preparation

Termination governance

We have a proven track record in combining (inter)national legal expertise and income tax know-how with hands-on support when it comes to termination governance.



•Determining strategy based on holistic approach

 Support with negotiations with executive and/or lawyer

Cost projections

•Insights on financials, taking into account tax impact

Benefits Incentives

- •Impact analysis on equity/LTI
- Pension impact / retirement planning

Legal advisory

•Draft of termination agreements, notice letters from legal, tax and social security angle

Corporate governance

- •Respecting new corporate governance rules
- •Advice regarding disclosure obligations

International mobility

 Guidance in multinational situations such as multiple country dismissal procedures, impact of Belgian and foreign legislation and taxation

Exit formalities

•Full compliance cycle support from payroll assistance to processing in tax return

For Belgian listed companies only





Advice on compliance with corporate governance framework

- •Impact analysis 2020 code
- Advice on corporate governance restraints and obligations
- Assistance with disclosure requirements

Advice on Shareholders Rights Directive II

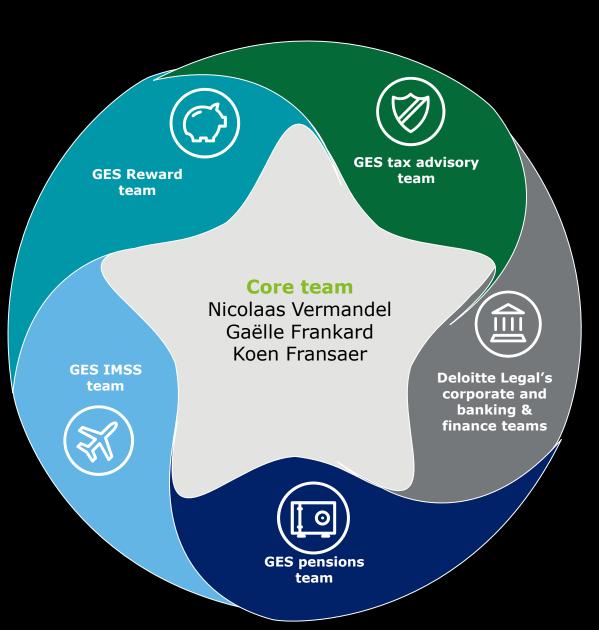
- Awareness and gap analysis
- Documentation and process review and drafting
- Drafting formats for shareholder information collection and transmission; general meetings and corporate events; and voting process management

Support for compensation strategy

• Full access to the annual Vlerick study on executive remuneration throughout Europe, with a complete coverage of all listed firms in Belgium







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