THE GLOBAL BENEFIT TEAM

The Global Benefit Team is pleased to provide an outline of how we partner to provide our clients with international Benefit and HR services for their operations located outside the US. Our Global Benefit Team is prepared to work with our clients on projects such as:

- **International HR Audit and Review** – cataloguing & benchmarking of existing benefit, compensation practice, policies, and perquisite programs for selected non-US locations;

- **Global HR Management Services** – providing regular assistance and services on an on-going basis for international locations;

- **International Assignment Program Design** – assisting with initial design, review and recommendations for home and host expatriate terms and conditions;

- **International Assignment Program Management** – providing regular assistance and services on an on-going basis for current and potential international assignee; and

- **Mergers and Acquisition** – assistance with due diligence pre and posting closing

- **International Financial Benefit Cost Summary** – Collection of current benefit cost (private, mandatory, and social) as an amount and as a percentage of payroll (base and mandated/customary gross pay) summarized by country, region, and global

The US domestic strength of our partners’ Benefit Services when combined with the international experience and expertise of Global Benefit Associates provide our larger and more important global clients with a complete range of global HR services in the areas of:

- Actuarial science,
- Corporate benefit design & administration,
- Local plan level (design, costing, administration, and funding),
- Global insurance solutions (e.g., expatriate insurance, and multinational ins. pooling), and,
- Compensation planning, design and administration
- HR policy review and design

Our global network of established relationships with affiliated actuaries, brokers, compensation and benefit consultants cover every country in the world – which allows clients to receive full global benefit and hr services through One Contact.

The Global Benefit Team would be headed by Terry Doyle, ASA, along with Mary Cortesi and Amy Glynn. Terry has over 25+ years in the international benefit arena and is the managing principal of Global Benefit Associates. Mary, a GBA Senior Associate, has been working with international compensation and rewards for over 18 years. Amy, a GBA Associate, has over 13 years experience in the areas of international benefits and expatriate management. Together, this international team, their support staff, and our network of international affiliates will provide companies with better analysis and service than any major consulting firm to address your international HR needs. See Attachment I for our team’s biographies.
INTERNATIONAL HR AUDIT AND REVIEW
This project will provide clients with a management tool to improve their knowledge of existing Benefit and HR programs which will be of value in the short and long term. By knowing the programs that are currently being provided locally as well as what should be provided, clients will be better able to align their reward strategy with their global business strategy. This global tool will assist corporate and local business units in the management of employee programs while at the same time assuring corporate governance in the provisions, design and funding of these programs. The objectives for this project are listed below.

- Identify all existing benefit (insurance and retirement), compensation programs, other applicable policies and perquisites provided (See following chart of International HR Elements);
- Compare existing programs to industry specific mandated and/or customary practice;
- Determine where programs are out of compliance with Global Reward Philosophy, local regulations, and competitive practice;
- Recommend an approach for reduction of on-going costs; and
- Develop a Global Reward Philosophy that integrates both benefits and compensation (for a consistent and equitable reward approach).

GLOBAL HR MANAGEMENT SERVICES
Through a customized Global HR Management approach, we offer our consulting services on a retainer basis to provide our client companies and their local human resource staff with “One Source” for non-US international Benefits, Compensation, Policy, and Perquisites assistance and information. The services we provide under this arrangement can include the following, depending on client’s needs:

- Implementation with initial or revised recommendations to existing or new plans and programs;
- Individual Global and Country binders with compilation of benefit program, leave policies, compensation and performance management programs, and perquisite documentation and records maintenance (financials, policies, etc.);
- Brokerage services for all existing and proposed future insurance programs;
- Multinational pooling review and maintenance;
- Negotiation and re-marketing of insurance programs prior to renewals;
- Reporting on design, plan costs and providers to US Corporate HR team each year;
- Expatriate benefit and policy management;
- Business Travel Accident and Business Travel Medical review and ongoing service;
- Compensation plan design including design and review of: performance management systems, job design and evaluation systems, incentive plan design and competitive market assessments that include assistance with the selection of appropriate compensation benchmark surveys,
- Regular benefit and compensation compliance reviews of all current benefit and compensation plans (social, mandatory and private) to assure local compliance with any regulatory changes;
- Coordinate and liaise for international benefit and compensation activities with Corporate and designated local HR staff, as well as providers.
INTERNATIONAL ASSIGNMENT PROGRAM DESIGN
Our Global Benefit team can provide services to support client company’s need to develop and implement a consistent philosophy, approach and methodology for international assignments that are:

- Competitive with market practice;
- Consistent with business objectives;
- Equitable to the employees and; and
- Cost effective for the company.

GBA will team with clients to provide recommendations and designs in all of the following areas related to international relocation for each designated expatriate:

- Compensation design, including assessment and provision of competitive market for home-based base salary and total compensation as well as host-based for localization issues, liaison with vendors to provide a benchmark approach to treatment of: G&S differentials; Foreign Service Premiums, Hardship premiums, Home and Host Housing analysis; and Hypothetical tax calculations
- Transportation
- Leave provisions
- Relocation practices and treatment (e.g., Preview trips & temporary living, Visa preparation, Relocation expenses; Air fare; Pets, etc)
- Tax treatment and preparation
- Benefits – advice Home versus Local versus global coverage (Health & Welfare, Life, Disability, Retirement, Savings, etc.)
- Draft Assignment Letter(s) for each expatriate
- Repatriation and localization provisions

INTERNATIONAL ASSIGNMENT PROGRAM MANAGEMENT
Following the expatriation of our client company’s employees to their non-US locations, we can offer through our Global HR Management approach, our consulting services on a retainer or hourly fee basis to provide clients and their human resource staff with “One Source” for international assignment management. The services we provide under this arrangement can include the following, depending on your international assignment needs:

- Initial recommendations for additional vendor provisions such as on-going expatriate cost-of-living data providers, tax providers, insurance coverage and international relocation management companies;
- On-going management of vendors;
- Initial multi-year assignment cost projection and regular cost analysis updates
- On-going communication related to expatriate assignment trends
- Expatriate policy design and management
- Custom design solutions for existing expatriate provisions
MERGERS AND ACQUISITION
We team with our clients on Mergers and Acquisitions from the Initial Due Diligence, to Contract Wording, through Pre- and Post-Closing activities. For each non-US entity being acquired, we would review specific HR and Benefit areas for their potential financial impact, compliance exposures, and short & long term consistency with our client’s business strategy. A few of the areas on our M&A checklist are:

- Labor Relations (e.g., Tin parachutes, Contract terminations, Impact on labor contracts, etc.);
- Benefit Plans (e.g., Retirement & P/S plans, Assets & Liabilities, Continuation of insurance, etc.);
- HR Policies or practices (e.g., Notice periods, Auto, Loans, etc.);
- Compensation policies or practices;
- Compliance with Social and mandatory requirements (e.g., Works council, Severance/Termination benefits, etc.)
- Financials information (e.g., Payroll data, Compensation increases & timing, Stock options, etc.)
- International Practices (e.g., Multinational Insurance Pooling, FAS 87 adoption, Expatriate, TCNs, etc.)

INTERNATIONAL FINANCIAL BENEFIT COST SUMMARY
We work with clients to help them understand their benefit cost structure and how it relates to payroll costs in each of their non-US locations. Individual country cost summaries are combined by region and global levels to provide clients with the ability to break out social and mandatory costs vs. additional private plan costs. This format provides companies with a strategic understanding of the balance of rewards for their employees and the impact to the organization. Companies will gain the following:

- Improved analysis & understanding of Non-US benefit/hr costs
- Support for business strategy and decisions
- Line-of-sight from investments to returns
# International HR Elements

## BENEFITS

1. Retirement Plans  
2. Excess Benefit Retirement Plans  
3. Cost-of-Living Increase Policy  
4. Profit Sharing Plan  
5. Medical Coverage for Actives and Retirees  
6. Life Insurance on Groups and Individuals  
7. Accidental Death Benefit for Business Travel and 24 Hour  
8. Dental Benefits  
9. Disability (Short-Term and Long-Term)  
10. Vision Care Benefits

## COMPENSATION

### Phase I

1. Base Compensation  
2. Frequency of Pay  
3. Mandatory Bonuses  
4. Voluntary Bonuses or Incentive Programs  
5. Other Bonuses (e.g. Maternity)  
6. Equity Based Compensation  
7. Commission Programs  
8. Allowances (Housing; Relocation; Tax; Cost of Living)  
9. Merit Increases

## PERQUISITES

### Phase I

1. Company Cars or Auto Allowances  
2. Club Memberships  
3. Meal Vouchers/Eating Facilities

### Phase II

10. Overtime  
11. Deferred Compensation  
12. Stock Options  
13. Job Classifications  
14. Performance Evaluation Process

## POLICY ITEMS

### Phase I

1. Severance Notification Policy  
2. Severance Payment Policy  
3. Vacation/Holiday Policy

### Phase II

4. Travel Assistance  
5. Sick Leave Policy  
6. Long Term Leave Policy  
7. Employee Assistance Programs  
8. Home Leave Policy  
9. Working Hours
GLOBAL ADVICE and SOLUTIONS FOR GLOBAL CHALLENGES

Global Benefit Associates are benefit, compensation and hr professionals committed to providing Value Added Solutions to international business challenges; assisting in the management of non-US benefit, compensation, policy and perquisite programs; and designing Competitive & Cost efficient plans – Consistent with global strategy.

All clients, large multinationals as well as those with only one international location, receive the following international advantages:

- One Source for international and local country services.
- Greater global consistency for managing their Company Benefit and/or Compensation Policies and Objectives.
- Leverage of one global advisor to gain cost savings and underwriting advantages.
- Access to local country services through GBA’s affiliated network.

Our professionals have extensive background in:

- Actuarial Science,
- Corporate Benefit Design & Administration,
- Corporate Compensation and Performance Management Design
- Expatriate Health Insurance and Assignment Management, and
- Global Insurance Underwriting and Solutions.

We have relationships with affiliated actuaries, brokers, benefit, and compensation consultants around the world; and access to global employee benefit, compensation, pension and individual insurance markets. GBA is independent and not an exclusive representative of any financial institution or insurance company.

GBA provides advice and consulting in all of the major hr service areas, including:

Corporate Level Programs
- Global Benefit Management and Policy Reviews & Audits
- Global Compensation Management and Policy Reviews & Audits
- Multinational Insurance Pooling Arrangements
- Merger & Acquisition Activities (Pre- & Post)
- Global Retirement Design & Funding Reviews and Valuations
- Global Incentive Plan Design

Local Non-Us Employee Programs
- Key Local National Employee Benefit Programs
- Local National Employee Programs (Retirement, Life, AD&D, BTA Plans, Medical Expense, Disability, Dental and Vision)

International Employee Risk & Retirement Programs
- Traveling Executives
- International Transfer Policy and Issues
- US Expatriates and Inpatriates
- Third Country National and Internationally Mobile Employees
GLOBAL BENEFIT ASSOCIATES – BIOGRAPHY

TERRANCE A. DOYLE, A.S.A.
Principal

Terry is an international actuary with over 25 years of experience in the actuarial and benefits field with more than twenty of those years focusing on international consulting. He has worked for some of the world’s largest consulting firms and managed global consulting projects for clients headquartered in the US, Canada, Europe, and South America.

He has consulted to all levels of management on multinational human resource design and funding issues - particularly as they apply to corporate strategies and international organizational structures. He is experienced with developing and managing multi-country and multi-discipline projects. His actuarial and benefits experience has served his clients well in managing international projects covering topics such as:

- Multi-country mergers and acquisitions;
- Multinational insurance pooling studies and implementation;
- Implementation of staff reductions in Europe;
- Creation of a global retirement plan management (design and funding) policy;
- Pension plan re-designs from Defined Benefit to Defined Contribution;
- Multi-country FAS 87 and 404A actuarial valuations; and
- Design, implementation and actuarial valuation for international retirement plans.

Terry has developed and managed consulting relationships with all size of clients such as: A&M Cookie Company; Baker & McKenzie; Coleman, Cultor Food Science; Holcim of Ecuador; Hypertherm; Kellwood; Knightbridge; Nuance Communications; OnlineBenefits; Robert Half International; Terex; Urban Science and many other multinational companies. Terry has been a selected speaker at numerous seminars on topics including International Transfers, Multinational Pooling, FAS 87, Retirement Asset Planning, Mergers & Acquisitions, and International Define Contribution Plans.

Terry is an Associate of the Society of Actuaries in the US, a Member of the International Association of Actuaries, and a Member of the American Academy of Actuaries. He holds a degree with distinction in Actuarial Science from the University of Illinois.
GLOBAL BENEFIT ASSOCIATES – BIOGRAPHY

S. DAVID KOONCE JR.
Associate

Dave recently retired from the General Electric Company after 22 years in Corporate Human Resources. His total international experience spans 30 years working for global firms like Stauffer Chemical, General Foods and American International Group (AIG). Upon his retirement with GE, Dave was the Manager International Executive Compensation, Benefits and Employee Practices with governance responsibility for all GE’s non US employee benefit programs covering 150,000 (over 50% of GE’s total) employees in over 100 countries including programs for US and non US Expatriates. In this capacity, Dave acted as an internal consultant to all the GE businesses and senior management to ensure they understood how their programs worked, were funded and were properly recognized in the most cost effective manner available.

Highlights include:

- Designed and implementing programs and policies responding to complex, business - driven strategies for local national employees
- Developed and managed programs to facilitate mobility of employees (U.S. and non U.S.) worldwide
- Consulted and provided strategic counsel during international acquisitions regarding human resource cost benefit analysis that were critical factors in purchase decisions averaging over 100 (non US) per year over last five years

Selected Achievements include:

- Designed and managed international due diligence integration seminars for all GE businesses
- Developed fair and equitable means to address pension localization issues for former Expatriates
- Developed international due diligence training protocols for web application
- Drove and managed global compliance reviews for over 100 pension plans worldwide
- Developed process to select preferred insurance providers by regional strength resulting in savings of over $1.5+MM per year
- Designed vehicle to provide pension/deferred pay enhancement to key non US executives
- Dave is also active in the Member Foreign Benefits Study Group (FBSG), Co-chari FBSG Membership Committee as well as a former member Board of Directors International Foundation of Employee Benefit and an active member of the Board of Directors International Benefits Hall of Fame.
Gilles is an international benefit specialist with over 30 years of experience in both the insurance and pension field. Gilles’ background has included working with international consulting firms in Europe and North America. His focus has been providing consulting and actuarial advice to corporate officers of European and North American companies with respect to all types of employee benefit programs for expatriates, local employees and third country nationals.

His corporate and consulting experience has included senior positions with major multinational corporations such as: GFA; Actuaires Associés; Européenne de Conseil; Joel Winter & Associés, Actuaires SA; William M. Mercer; and Noble Lowndes International.

Over the last 13 years, Gilles has been owner and President of his own firms in Paris and in Toronto. These companies offer local consulting in France and international benefit consulting in Canada. The consulting areas covered include:

- Design and Funding Surveys
- Multinational Insurance Pools
- Due Diligence for Mergers & Acquisitions
- FAS 87 & IAS 19/26 Actuarial Project for US & European Companies
- International Stock Option Programs
- Indirect Compensation (e.g., executive remuneration, cars etc.)
- Coordination of International Benefits Programs
- Group Insurance Brokerage & Health
- Communications for Employee Benefit Plans
- Domestic employee benefits administration in France
GLOBAL BENEFIT ASSOCIATES – BIOGRAPHY

KARINE LIEGARD
Associate

Karine is an international benefits specialist with more than 10 years of direct experience in the implementation of benefit packages for executives and local nationals in multiple European countries. Her domestic experience includes specializing in the design and implementation of benefit programs for the UK domestic market.

Her work experience includes a senior sales position with a multinational insurance network where she was involved in multinational pooling design and consulting, design and implementation of complex benefit packages for European expatriates, and development and review of Personal Accident & Travel Medical Insurance plans. She obtained this experience with companies such as AXA Sun Life and their insurance network, MAXIS.

Karine joined GBA Paris office in September 2003 where her expertise was focused on providing Global Benefit Management services to US multinational companies with small to medium sized start-up operations in Europe. These management services involved benefit and compensation design as well as hr policy design. Additionally, she acted as an ongoing resource and flow of information to Corporate to assist in the management of their non-US insurance programs.

Karine’s expertise lends itself to assisting multi-national organizations in the design of competitive and cost efficient plans that are consistent with Corporate global strategy, and, in the review of existing programs for consistency with local competitive practice and local compliance exposure.

Karine received a Master Degree of Business law as well as a Master Degree of International law in France and an MBA from the Coventry Business School in the UK.
MARY E. CORTESI  
Senior Associate

Mary is an international compensation and rewards consultant with over 18 years of experience with domestic US and non-US multinational companies. She is a recognized expert in the design and implementation of workable global solutions for companies challenged by the international aspect of total compensation issues, such as pay practices and reward systems. She has used her experience to assist global Fortune 100 companies and U.S. Fortune 500 companies with their global reward system design and compensation strategies. She is an expert with specialized knowledge in total compensation/reward programs as well as international and domestic compensation sales incentive design in a variety of industries as they relate to:

- Local nationals;
- Expatriated US and non-US nationals;
- Third country nationals; and
- Executive and upper management employees.

Among her industry specializations are international power generation and energy businesses, financial investment firms, non-governmental not-for-profit organizations, publishing and retail based organizations and partnership-based consulting firms. Recently, Mary was Director of Total Compensation for a newly formed energy service business. Prior to this, Mary was a senior consultant of ORC Worldwide’s Global Compensation Consulting Team. She has also been involved in the establishment of metrics for tracking and evaluating human capital investments for Fortune 500 organizations.

Mary began her career with Asea Brown Boveri, where she gained experience in international and executive compensation, EEO/Affirmative Action, and assisted in the design of the first annual employee opinion survey. She worked as an internal consultant to the various ABB business service organizations. She has also held positions at Nations Bank Credit Commercial Corporation and Melville Corporation as senior compensation consultant providing specialized expertise for various subsidiary businesses.

Currently, as an active member of the World at Work Association and SHRM, Mary has continued to involve herself in developments in the international business community. She has also completed additional training in the areas of Quality Improvement, High Performance Work Group initiatives, and Valuation and Accounting for Intangible Assets. Mary received a B.A. in psychology from the University of Montana and an M.B.A. from the University of Connecticut with a specialization in International Business.
AMY GLYNN, GPHR
Associate

Amy is an international benefit and human resource consultant with over 13 years of experience with multinational companies. Her specialties include development and design of global benefit programs, management of expatriate programs and international employee relations.

Amy has experience in consulting, corporate and non-profit environments. Her consulting experience includes Aon Consulting and Sedgwick Noble Lowndes advising both U.S. and European multinationals. She also held senior positions with Dow Jones & Company where she managed global benefits, human resources, expatriate and total rewards programs.

Amy’s focus is policy development and implementation. Typical international projects Amy managed include:

- Global benefit audits and surveys;
- Local benefit plan design and implementation;
- Expatriate policy design, relocation management and employee development programs;
- Global risk insurance design;
- Multinational pooling feasibility studies, implementation, annual financial reviews and marketing;
- Merger and acquisitions

Amy earned a BA in Communications from Loyola University of New Orleans and obtained the Global Professional of Human Resources (GPHR) designation from the Society for Human Resource Management (SHRM). She has also participated in numerous World at Work programs.