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# Definitions

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<b>Home Member State</b>	The Member State of the European Union (“EU”) (“Member State”) with whose regulatory authority the Issuer is required to file a prospectus in certain circumstances. The rules for determining the Home Member State are complex. Generally speaking, if the Issuer’s registered office is in the EU, its Home Member State will be the Member State of its registered office. If the Issuer is listed on a regulated market in the EU, its Home Member State will be the Member State in which it is listed. If the Issuer is not EU-listed and its registered office is not in the EU, its Home Member State will generally be the Member State in which the Issuer’s securities are first offered to the public or admitted to trading.
<b>Issuer</b>	The foreign company which is offering awards to employees of its Subsidiaries under a Plan.
<b>Option</b>	A conditional and non-transferrable right to acquire Stock at the end of a prescribed period (or upon the occurrence of a specified event) for a price determined at grant. This price will usually (but not always) be the market value of the Stock being placed under option on the date of grant.
<b>Plan</b>	Means in each applicable case:
<ul style="list-style-type: none"><li>□ An option plan</li></ul>	Participants in an option plan are granted an Option on the terms set out in the Plan and, possibly, a separate grant agreement. Participants must normally remain in employment for a certain period before they can exercise their Option. In some cases, the Option will become exercisable or “vest” over this period, meaning that, should an employee leave employment before an Option has fully vested, he or she may be entitled to exercise the Option over a proportionate amount of the Stock under Option.
<ul style="list-style-type: none"><li>□ A restricted stock and RSU plan</li></ul>	Participants in restricted stock plans acquire Restricted Stock whereby restrictions apply for a set period during which participants are not permitted to transfer the Stock and the risk of forfeiture may apply.  Under an RSU plan, the conditions of vesting will be stated at grant. Invariably, the main conditions will be that: (i) the employee remains in employment at the end of a specified period, and (ii) separate conditions relating to financial performance of the Issuer or Subsidiary must be met.
<ul style="list-style-type: none"><li>□ An employee stock purchase plan</li></ul>	Under this type of plan, employees are offered the opportunity to purchase Stock in the Issuer using deductions from salary accumulated over a period – for example, six months. A participant is granted a right to purchase Stock at the outset and his or her savings are deducted automatically from his or her salary over the accumulation period. At the end of the accumulation period, the savings are used to exercise the purchase right and buy the Stock. The purchase right is often offered at a discount.
<b>Restricted Stock</b>	Stock which is acquired free of charge and subject to certain restrictions, usually including limitations on transfer and a risk of forfeiture in certain circumstances. The term “vesting” is typically applied to the point when the restrictions cease to apply.
<b>Restricted Stock Units (“RSUs”)</b>	A conditional right to receive Stock free of charge upon “vesting” at the end of a prescribed period (or upon the occurrence of a specified event), subject to the satisfaction of certain conditions.
<b>Stock</b>	Shares in the Issuer.
<b>Subsidiary</b>	A local subsidiary of the Issuer which employs the employees to whom awards are being offered.