Belgium

Employment

Labor Concerns

Employee entitlement claims may be possible. To reduce the risk of potential claims to employee entitlements, employees should expressly agree that participation in the option plan is discretionary and that termination of employment will result in the loss of unvested rights. Discrimination based on gender or part-time status is prohibited.

Communications

Employers should provide employee communications in the appropriate local language: Dutch for the Flemish region, French for the Walloon region and French and/or Dutch for the Brussels region. Government filings may be required to be in French or Dutch. Electronic execution of award agreements may be acceptable under certain conditions.

Regulatory

Securities Compliance

Neither the grant nor the exercise of employee options in Belgium is likely to trigger any requirement for securities filings, provided the options are granted free of charge.

Foreign Exchange

There are no foreign exchange restrictions applicable to option plans.

Data Protection

In principle, the processing of personal data by the employer in connection with the administration of a stock option plan does not require consent from the employees or notification to the authorities,as it can be argued that the processing of any personal data is necessary to execute the employment contract and is done in the framework of payroll and personnel administration.

Nevertheless, it is recommended that the employees' explicit consent to the processing of personal data is obtained prior to the processing and that the prior notification to the Belgian Privacy Commission is made, if the Plan is administered by a company other than the employer (e.g. a foreign holding company).

Tax

Employee Tax Treatment

Income tax is calculated on a benefit valued on a lump-sum basis. The taxable base corresponds to a certain rate of the value of the underlying shares as determined at the moment of offer (i.e. the date on which written materials describing the terms and conditions of the options are received by the employees). From the offer date, employees have 60 days to accept the grant in writing. If the option grant is not accepted in writing within the 60-day period, it will be deemed an offer to purchase company stock at a discount and should consequently be taxed upon exercise. If the option grant is accepted in writing before the end of the 60 day period, taxable income is recognized and taxed on the sixtieth day following the date of the offer. The employee will not be subject to tax upon the exercise of the options, the sale of the options or the sale of the stock.

Social Insurance Contributions

No social security contributions will apply, unless the Issuer recharges the cost of plan benefits to the Belgian Subsidiary and the options are "in the money" (which means that the "exercise price" is less than the value of the underlying shares as determined on the "date of offer").

Tax-Favored Program

For options which are not publicly traded, the benefit will, as a general rule, be valued on a lump-sum basis at the flat rate of 18 per cent of the value of the underlying shares as determined at the moment of offer (15 per cent if the options were granted before 01/01/2012). In addtion, for options which expire more than five years after the date of offer, an additional 1 per cent per year, or portion of a year, is added. If the options meet a series of conditions, these rates are halved (i.e. 9 per cent and 0.5 per cent: 7.5 per cent and 0.5 per cent if the options were granted before 01/01/2012). If the option plan does not contain certain conditions (such as the prohibition to exercise the options before the end of the third calendar year folllowing the year of the offer and after the tenth calendar year following the year of the offer) the lower valuation will nevertheless apply if the employee commits himself to respect these restrictions.

This summary is intended to reflect local law and practice as at 1 May 2013. Please note, however, that recent amendments and legal interpretations of the local law may not be included in these summaries. In addition, corporate governance, administration, and option plan design facts that are specific to your company may impact how the local laws affect the company's equity based compensation plans.
With these matters in mind, companies should not rely on the information provided in this summary when implementing their stock plans.

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Belgium (cont.)

Withholding and Reporting	If a non-resident company without an establishment in Belgium grants stock options to employees of a Belgian Subsidiary, no withholding tax is due. However, if the Belgian Subsidiary intervenes in the execution of a stock option plan set up by a non-resident company (e.g. by carrying out or numerous administrative activities related to the plan, etc.), the Subsidiary will be subject to the obligation to withhold payroll taxes. In the case of a non-resident company that has no establishment in Belgium and which grants the options in view of a professional activity carried out by the beneficiary of the options on behalf of a Belgian tax payer (e.g. Belgian Subsidiary), it is the Belgian taxpayer that has the reporting obligation (i.e. reporting the benefit on fiscal slips).
Employer Tax Treatment	A deduction is allowed if the Issuer is reimbursed for the cost of option plan benefits. A formal reimbursement agreement is recommended.

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