

MERGERS & ACQUISITIONS

Post-Transaction and Integration Services

THE CURRENT COMPENSATION ENVIRONMENT

A company's worth is much more than its tangible assets—often people are the defining factor that sets apart an exceptional company from the rest. In times like these where transactions are difficult to close and it is more critical than ever that your venture is successful, you need a partner who can provide competent and innovative compensation advice.

Pearl Meyer & Partners (PM&P) offers an unparalleled level of expertise and experience in dealing with the compensation issues that arise from transactions. Whether your need is a new compensation strategy or the development of retention plans and agreements, there is an experienced PM&P professional that can help you keep your best talent and protect your human capital investment.

■ OUR SERVICES

We have helped our clients with a variety of post-transaction compensation issues such as:

- Performing side by side comparison of compensation programs and philosophies of both Target and Buyer organizations.
- Evaluating the competitiveness of existing compensation programs.
- Reviewing compensation plans for accounting and tax compliance and effectiveness as well as potential public relations and/or institutional shareholder services and concerns.
- Implementing or redesigning base salary, annual incentive and equity-based programs.
- Designing special situation plans such as owner earn-outs, turnaround carve-outs and retention plans.
- Developing market-based provisions for employment and change-in-control (CIC) agreements.

OUR APPROACH

Our M&A specialists have extensive experience assisting clients through the maze of compensation issues in all phases of transactions—from CIC planning through post-merger integration.

Our consulting advice is designed around each client's specific needs. We have worked with numerous entities in a variety of industries on these issues, from the smallest transactions to larger transactions of up to \$40 billion in deal value. Together, we create custom compensation programs, practices and strategies that work to help you achieve your goals and maximize shareholder value.

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OUR COMMITMENT

Our commitment to you begins with our first meeting. Each assignment is staffed by senior professionals who bring a wealth of knowledge and expertise. PM&P is dedicated to providing the best compensation advice in the industry. Throughout our firm's history, we have achieved this by developing innovative compensation designs and practices that are now commonplace and by advancing the relevance of our compensation surveys and custom market research.

Our firm is actively involved with local entrepreneurial communities as well as national organizations, such as the National Association of Corporate Directors, to promote good compensation practices and governance. Our consultants frequently speak on a variety of compensation and governance topics with these organizations as well as virtually through our firm's website www.pearlmeyer.com.

ABOUT PEARL MEYER & PARTNERS

For 20 years, PM&P has served as a trusted independent advisor to Boards and their senior management in the areas of compensation governance, strategy and program design. The firm provides comprehensive solutions to complex compensation challenges through the development of programs that align rewards with business goals to create long-term value for all stakeholders: shareholders, executives and employees. The firm maintains offices in New York, Atlanta, Boston, Charlotte, Chicago, Houston, Los Angeles and San Jose.

For more information on how PM&P can help you create comprehensive compensation solutions, please visit our website www.pearlmeyer.com or contact the PM&P office nearest you.

