

## MERGERS & ACQUISITIONS

### Change-in-Control/Post-Termination Proxy Disclosure

#### THE CURRENT COMPENSATION ENVIRONMENT

Proxy disclosure has been transformed by requirements for an expanded and more holistic approach to reporting executive compensation programs. Under the new rules, companies must calculate and disclose the value of compensation provided to Named Executive Officers (NEOs) as a result of a change-in-control (CIC) or following termination of employment.

With the knowledge we've gained through our intensive research, three years of assisting clients with their disclosures, and hands on experience in actual transactions and executive terminations, we can support you with all aspects of the proxy disclosure making it easier to produce high quality disclosure in a timely manner. Our CIC and post-termination disclosure services are described below.

#### ■ OUR SERVICES

- Development or review of narrative disclosures of CIC and post-termination benefits and triggers.
- Review, quantification, or preparation of CIC/post-termination tables disclosing payouts under alternative triggering scenarios.
- Preparation of IRC Section 280G (golden parachute) calculations where necessary.

#### OUR APPROACH

Our compensation and M&A specialists have extensive experience assisting clients through the maze of compensation and proxy disclosure issues.

We work closely with companies and their advisors to ensure a thorough understanding of compensation and benefit programs, post-termination provisions and CIC provisions and their complexities. If needed, we provide general assistance with the drafting of the narrative component of the disclosure. We then create custom tables for counsel and internal review to be utilized in the proxy disclosure.

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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](http://www.pearlmeyer.com).

#### **ABOUT PEARL MEYER & PARTNERS**

For more than twenty years, PM&P ([www.pearlmeyer.com](http://www.pearlmeyer.com)) 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, San Francisco and San Jose.

**For more information on how PM&P can help you create comprehensive compensation solutions, please visit our website [www.pearlmeyer.com](http://www.pearlmeyer.com) or contact the PM&P office nearest you.**

