

# Rhapsody in Green: Jazz Pharma

Corporate migration into Ireland & impact on equity incentives

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- **Jazz Pharma – history & background to migration**
  - **Role of equity incentives within Jazz**
  - **Irish law considerations for directors: disclosures, tax, governance**
  - **Irish law governing the issuing of share capital**
  - **Impact of Irish law on plan administration**
  - **Amendments to plans and award agreements**
  - **Other trips & traps**
  - **Q & A**
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- Overview of company history
  - Background to corporate migration
  - Overview of business post-migration (Azur, EUSA)
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- **Culture of ownership**
  - **Nature of awards: options, RSUs, ESPP**
  - **Multi-disciplinary team approach**
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- **Board of directors of Irish company**
    - » **Disclosure of interests**
    - » **Directorship & Irish taxation, withholdings**
    - » **Non-executive director equity**
    - » **Deferred compensation programmes**
    - » **Market practice**
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- **Issuing Shares**
  - » **Key Irish company law requirements**
  - » **Contrast with US practices**
  - » **Impact on plan administration**

- **Participants and options**
  - **Participants and RSU's**
  - **Irish v US practice**
  - **Taxation**
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- **Employee only / director plans**
  - **Definitions / terms**
  - **Deferring vesting/exercise**
  - **Data protection**
  - **Extension of plans outside USA**
  - **Online grant procedures**
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- **Timing of vesting and Irish court procedures**
  - **Company law bill 2014**
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- **Q&A?**

