BAUMGARTNER #PARTNER

performance management worldwide

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Project Outline May, 2009

"Global Compensation Audit"

Review and renewal of compensation system considering regulatory requirements and value oriented corporate strategy

HR Strategy

HR Operational Excellence

Talent & Performance Management

Compensation Management

Benchmarking

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Key Drivers For The Review & Renewal Of The Compensation System



Baumgartner Approach To Value-Based Pay Design

Common grading structure and pay guidelines build the transparent and sustainable framework for flexible business- & country-specific solutions

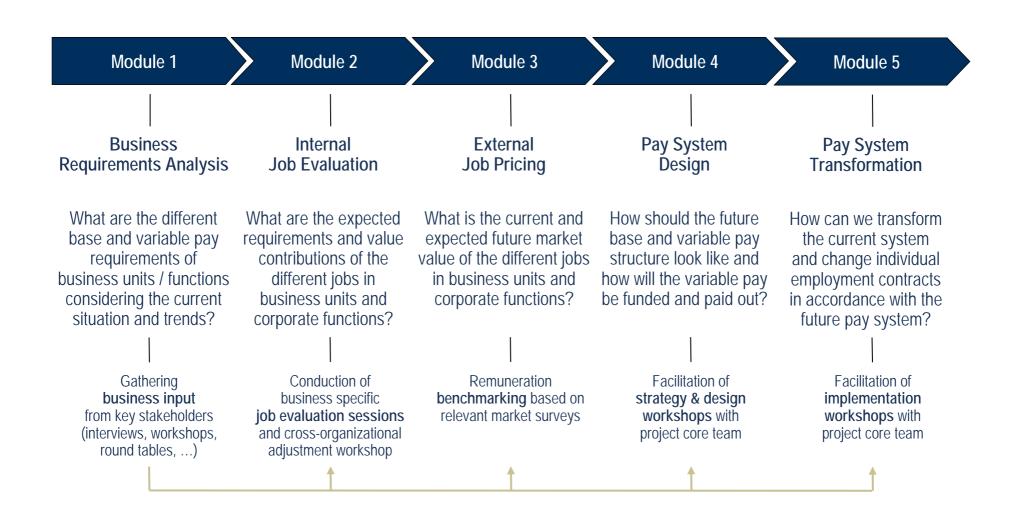
Strategy & Market • strategy-aligned • business-specific • country-specific • competitive Organisational Accountability

- contribution to strategy
- role in business processes
- impact on value drivers

Performance & Risk

- value- & results-related
- risk-adjusted
- · cost of capital adjusted
- deferred variable pay linked to future performance
- at division, business unit, department level
- some discretionary decision element included

Project Outline: Global Compensation Audit



Module 1: Business Requirements Analysis

Module 1

Business Requirements Analysis

Gathering
business input
from key stakeholders
(data analysis,
interviews, workshops,
round tables, ...)

Analysis of relevant business context and regulatory environment

- Regulatory authorities' requirements for different businesses, countries etc.
- Corporate strategy and organisation structure in light of current business environment
- Goals and market activities of the business lines
- Risk assessments of market activities

■ Assessment of current compensation system

- Compensation governance structures and philosophy
- Agreements with unions and works council
- > Salary bands and pay levels by business lines, functions and countries
- Bonus pool sizing and funding
- > Bonus pool allocation: payout ratios by business lines, functions etc.
- Determination of individual bonus
- Payout mechanisms and time horizon
- ➤ Key performance & risk indicators underlying the funding, distribution and payout decisions

Module 2: Internal Job Evaluation (JE)

Module 2

Internal
Job Evaluation

Conduction of business specific job evaluation sessions and cross-organizational review workshops

Requirments and benefits

- Regulatory Authorities require a transparent and sustainable framework for pay decisions
- Supervisory Board, Accountants and Auditors require a transparent system
 - resulting in internally accepted global cross-organisational grading structures
 - providing a transparent framework for flexible business- & country-specific solutions
 - for total compensation and career systems

■ Effective, smooth and **business-driven JE process** in three steps

- > Step 1: Job evaluation sessions within individual organization units:
 - Step 1-1: Each member of the Managing Board evaluates jobs of BU Heads
 - Step 1-2: Each BU Head evaluates direct reporting management and specialist jobs
- > Step 2: Definition of job grades and assigning evaluated jobs to defined grades
- Step 3: Cross-organizational review and adjustment of job assignments to grades (some high-level workshops at division and business unit level)

Module 3: External Job Pricing

Module 3

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External Job Pricing

Remuneration benchmarking based on relevant market surveys

- Due to the current economic situation compensation systems are under review and will change. **Benchmarking** therefore aims to shoot on a moving target.
- This process is regularly executed by HR / compensation & benefits department
- Steps in compensation market analysis for different businesses and functions at country level:
 - ➤ Identification of current remuneration market data sources / surveys
 - Define peer companies for compensation comparisons
 - Identification of benchmark jobs in those surveys
 - Participation in those remuneration club surveys
 - Receive and analyze market data for benchmark jobs
 - Define adequate market pricing for benchmark jobs
- Linkage of internal pay data and external market data with internal job values
- Comparison of internal and external market pay structures

Module 4: Pay System Design (Pay Bands)

Module 4

Pay System Design

Facilitation of strategy workshops with project core team

Start with a review of base pay structures

- Base pay budget requires systematic review and transparent allocation
- Potential attempts to shift portions of variable pay into base pay requires structural framework
- Organisational changes and their impact on job values require review of base pay structure

■ Review base & variable pay bands

- Analyze current base and variable pay structures by job grades, business units and countries
- Simulate and define appropriate base pay ranges by job grades and countries
- Simulate and define appropriate variable pay bands by job grades, business units, etc.

Review and renew the variable pay process

- Define bonus governance process
- Option: Revised intermediate bonus plan for 2009 with pay out in 2010
- Conceptually renewed bonus plan for 2010 and following years

Module 4: Pay System Design (Bonus Process)

Module 4

Pay System Design

Facilitation of strategy workshops with project core team

Compensation governance structures

Design, review and oversight of compensation processes

Bonus pool sizing & funding

Calculation of bonus pool(s) at group, division and business unit level

Bonus pool allocation

Allocation to divisions, business units and functions based on financial and non-financial metrics

Determination of individual compensation

Allocation of bonus pools to individual performance

Pay out and time horizon

Define payment mechanism e.g. cash vs. stock, immediate vs. deferred pay, yearly vs. multi year

Module 5: Pay System Transformation

Module 5

Pay System Transformation

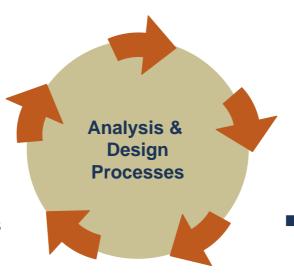
Facilitation of implementation workshops with project core team

- Define principles for introduction, communication and maintenance of grades and individual job assignments to grades
- Define principles for movement from one grade and it's related pay band to another
- Define principles for individual pay development within a pay band
- Define principles for general / collective pay adjustments
- Define principles for transformation from the current to the future pay system
 - base pay system
 - bonus system
- Identification of individual pay deviations from proposed pay bands (outliers above band and below band) and propose appropriate individual solutions

Project Organisation And Processes

- Presentation and discussions with management board
 - Provide direction
 - Decide on renewed compensation system
- Round table discussions with business leaders
 - Advisory input
 - Communication

- Interviews with business leaders
 - Job evaluation
 - Pay processes



- Project team workshops
 - Context analyses
 - Data analyses
 - Plan design
- Workshops with subject matter experts
 - Finance, Risk Management, ...
 - Comp & Ben