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### Cash Bonuses in Connection with this Offering

In connection with this offering, we expect to grant cash bonuses to Messrs. Bisignano, Das, and Patel and certain of our other executive officers, payable in a lump sum cash payment on the first regularly scheduled payroll date immediately following the closing of this offering subject to the recipient's continued service with the Company through the payment date and the recipient not having tendered a notice of resignation prior to the payment date.

If the recipient's employment is terminated by us for cause or by the recipient without good reason, in each case, prior to the fifth anniversary of the date of the closing of this offering, the recipient will be required to repay to the Company an amount equal to the product of the after-tax amount of the cash bonus and a fraction, the numerator of which is 60 less the number of full months of service the recipient has provided to the Company between the date of the closing of this offering and the recipient's termination date, and the denominator of which is 60.

The following table illustrates the cash bonuses to be granted:

	<b>Cash Bonus (\$)</b>
Frank J. Bisignano	5,000,000
Sanjiv Das	4,000,000
Himanshu A. Patel	2,000,000

### Ownership Guidelines

In connection with this offering, we have adopted an equity retention policy for our directors and members of our Management Committee, which requires these individuals to maintain a minimum share ownership level of our stock. Members of our Management Committee (other than the Chief Executive Officer) are required to retain at least 75% of the stock they acquire through our equity compensation plans (net of amounts required to pay taxes, transaction costs and charitable donations) as long as they are employed by us. Our Chief Executive Officer and directors are similarly required to retain at least 90% of the stock they acquire through our equity compensation plans (net of amounts required to pay taxes, transaction costs and charitable donations) as long as they are either employed by us or serve as a director on our Board. "Stock acquired through compensation plans" includes vested restricted stock, restricted stock units, stock held after exercising options and vested equity contributed to qualified or non-qualified retirement plans, but does not include unvested restricted stock, unvested restricted stock units or vested or unvested stock options.

Exceptions to this policy may be granted by the Chief Executive Officer, in consultation with the chairperson of the Governance, Compensation and Nominations Committee, as appropriate, as follows:

- where the retention commitment would create a financial hardship on the director or management committee member (in such instances, the Governance, Compensation and Nominations Committee may also approve an alternative ownership plan that reflects both the intention of the policy and the individual's circumstances); or
- other situations that the Chief Executive Officer deems appropriate.

If the Chief Executive Officer or a director is requesting an exception, the chairperson of the Governance, Compensation and Nominations Committee must grant such exception.