

**Green Paper on the EU corporate governance framework**

Q 23: Are there measures to be taken, and if so, which ones,  
to promote at EU level employee share ownership?

Question 23 got 252 answers

Notation of answers = -3, -2, -1, +1, +2, +3

| Notation | Number answers |   |   |
|----------|----------------|---|---|
| -3       | 14             | } | } |
| -2       | 38             |   |   |
| -1       | 46             |   |   |
| +1       | 47             | } |   |
| +2       | 45             |   |   |
| +3       | 62             |   |   |

## Green Paper on the EU corporate governance framework

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

|                          | Number answers | Sum notations | Average notation | Highest notation | Lowest notation |
|--------------------------|----------------|---------------|------------------|------------------|-----------------|
| AT                       | 9              | 12            | 1,33             | 3                | -2              |
| AU                       | 1              | 2             | 2,00             | 2                | 2               |
| BE                       | 4              | 6             | 1,50             | 3                | -1              |
| BG                       | 1              | 1             | 1,00             | 1                | 1               |
| CA                       | 1              | -1            | -1,00            | -1               | -1              |
| CH                       | 3              | 1             | 0,33             | 1                | -1              |
| CY                       | 1              | 2             | 2,00             | 2                | 2               |
| CZ                       | 3              | -6            | -2,00            | -2               | -2              |
| DA                       | 8              | -12           | -1,50            | 1                | -3              |
| DE                       | 21             | 12            | 0,57             | 3                | -2              |
| EE                       | 1              | -2            | -2,00            | -2               | -2              |
| ES                       | 6              | 10            | 1,67             | 3                | -1              |
| EU                       | 24             | 12            | 0,50             | 3                | -3              |
| FI                       | 10             | 2             | 0,20             | 3                | -3              |
| FR                       | 33             | 63            | 1,91             | 3                | -1              |
| GR                       | 1              | 1             | 1,00             | 1                | 1               |
| HU                       | 1              | -1            | -1,00            | -1               | -1              |
| IE                       | 2              | 2             | 1,00             | 3                | -1              |
| IT                       | 7              | 17            | 2,43             | 3                | 1               |
| LT                       | 1              | 2             | 2,00             | 2                | 2               |
| LU                       | 3              | -6            | -2,00            | -1               | -3              |
| LV                       | 1              | 2             | 2,00             | 2                | 2               |
| MT                       | 2              | 5             | 2,50             | 3                | 2               |
| NL                       | 10             | -7            | -0,70            | 3                | -3              |
| NO                       | 1              | 1             | 1,00             | 1                | 1               |
| PL                       | 4              | -5            | -1,25            | -1               | -3              |
| PT                       | 2              | 0             | 0,00             | 2                | -2              |
| RO                       | 2              | 5             | 2,50             | 3                | 2               |
| SA                       | 1              | -1            | -1,00            | -1               | -1              |
| SE                       | 23             | -36           | -1,57            | 1                | -3              |
| SI                       | 1              | 2             | 2,00             | 2                | 2               |
| SK                       | 2              | 0             | 0,00             | 2                | -2              |
| UK                       | 59             | 75            | 1,27             | 3                | -3              |
| US                       | 3              | 3             | 1,00             | 3                | -2              |
| TOT                      | 252            | 161           | 0,64             | 1,56             | -0,82           |
| <b>Excluding Sweden:</b> |                |               |                  |                  |                 |
| TOT                      | 229            | 197           | 0,86             | 1,58             | -0,76           |

**Green Paper on the EU corporate governance framework**

Q 23: Are there measures to be taken, and is so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

| Number answers |    | Sum notations |     |
|----------------|----|---------------|-----|
| UK             | 59 | UK            | 75  |
| FR             | 33 | FR            | 63  |
| EU             | 24 | IT            | 17  |
| SE             | 23 | AT            | 12  |
| DE             | 21 | DE            | 12  |
| FI             | 10 | EU            | 12  |
| NL             | 10 | ES            | 10  |
| AT             | 9  | BE            | 6   |
| DA             | 8  | MT            | 5   |
| IT             | 7  | RO            | 5   |
| ES             | 6  | US            | 3   |
| BE             | 4  | AU            | 2   |
| PL             | 4  | CY            | 2   |
| CH             | 3  | FI            | 2   |
| CZ             | 3  | IE            | 2   |
| LU             | 3  | LT            | 2   |
| US             | 3  | LV            | 2   |
| IE             | 2  | SI            | 2   |
| MT             | 2  | BG            | 1   |
| PT             | 2  | CH            | 1   |
| RO             | 2  | GR            | 1   |
| SK             | 2  | NO            | 1   |
| AU             | 1  | PT            | 0   |
| BG             | 1  | SK            | 0   |
| CA             | 1  | CA            | -1  |
| CY             | 1  | HU            | -1  |
| EE             | 1  | SA            | -1  |
| GR             | 1  | EE            | -2  |
| HU             | 1  | PL            | -5  |
| LT             | 1  | CZ            | -6  |
| LV             | 1  | LU            | -6  |
| NO             | 1  | NL            | -7  |
| SA             | 1  | DA            | -12 |
| SI             | 1  | SE            | -36 |

**Green Paper on the EU corporate governance framework**

Q 23: Are there measures to be taken, and is so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

| Average notation | Highest notation | Lowest notation |
|------------------|------------------|-----------------|
| MT               | AT               | AU              |
| RO               | BE               | CY              |
| IT               | DE               | LT              |
| AU               | ES               | LV              |
| CY               | EU               | MT              |
| LT               | FI               | RO              |
| LV               | FR               | SI              |
| SI               | IE               | BG              |
| FR               | IT               | GR              |
| ES               | MT               | IT              |
| BE               | NL               | NO              |
| AT               | RO               | BE              |
| UK               | UK               | CA              |
| BG               | US               | CH              |
| GR               | AU               | ES              |
| IE               | CY               | FR              |
| NO               | LT               | HU              |
| US               | LV               | IE              |
| DE               | PT               | SA              |
| EU               | SI               | AT              |
| CH               | SK               | CZ              |
| FI               | BG               | DE              |
| PT               | CH               | EE              |
| SK               | DA               | PT              |
| NL               | GR               | SK              |
| CA               | NO               | US              |
| HU               | SE               | DA              |
| SA               | CA               | EU              |
| PL               | HU               | FI              |
| DA               | LU               | LU              |
| SE               | PL               | NL              |
| CZ               | SA               | PL              |
| EE               | CZ               | SE              |
| LU               | EE               | UK              |

**Green Paper on the EU corporate governance framework**

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

|                           | <b>Sum notations</b> | <b>Number answers</b> | <b>Average notation</b> | <b>Highest notation</b> | <b>Lowest notation</b> |
|---------------------------|----------------------|-----------------------|-------------------------|-------------------------|------------------------|
| Companies                 | 54                   | 67                    | 0,81                    | 3                       | -3                     |
| Civil society             | 50                   | 51                    | 0,98                    | 3                       | -3                     |
| Enterprises organisations | 26                   | 101                   | 0,26                    | 3                       | -3                     |
| Unions                    | 21                   | 12                    | 1,75                    | 3                       | -2                     |
| Public authorities        | 8                    | 21                    | 0,38                    | 3                       | -3                     |
| <b>TOTAL</b>              | <b>159</b>           | <b>252</b>            | <b>0,83</b>             | <b>3,00</b>             | <b>-2,80</b>           |

**Green Paper on the EU corporate governance framework**

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|   | Coun | Type | Organisation  | Not | Answer   |
|---|------|------|---|-----|--|
| 1 | UK   | E    | 100 Group - Finance directors of the UK's largest companies                   | -2  | We strongly believe that this is a matter best determined by a Company's Remuneration Committee having regard to the Company's overall strategy and individual circumstances. We do not see a role for national or international regulation.   |
| 2 | UK   | E    | ABI - Association of British Insurers   | 1   | Employee share ownership is a well recognised method of incentivising and rewarding employees. Many companies offer schemes that encourage employee share ownership and some EU jurisdictions offer incentives for employees share ownership plans. It is not clear what could be done effectively at EU level as the incentives are primarily tax based, and therefore we do not see a need for the EU to act.  |
| 3 | BG   | E    | ABIRD - Association of Bulgarian Investor Relations Directors                 | 1   | Answer: Definitely, encouraging employees through acquisition of ownership in the form of shares serves to increase their commitment and motivation, enhance productivity and reduce social tensions. However it would be better for each company to be granted discretion to assess whether and/or to what extent it is applicable to the particular company and how it would benefit from this opportunity. In case that such a scheme is implemented in the form of bonuses paid over the basic remuneration, the risk of losing savings in the event of bankruptcy of the company would not to a large extent affect the employee because he has actually received this bonus without any investments in the company. And yet it may be considered a solution where the employee shall have the preferable right to choose whether to receive cash incentive or securities.  |
| 4 | UK   | E    | ACCA - Association of Chartered Certified Accountants                         | 1   | We think employees should be encouraged to hold shares in companies they work for. Employees tend to have longer term interest and more personal capital tied up in the company that employs them than do other shareholders and board members. Employees could therefore be expected to take an active and informed interest in the governance of their companies and this is likely to be in the company's long term interest.<br>However, employees should not be encouraged to concentrate all their investments in one place. If the company were to fail, the employees lose savings as well as their job and possibly their pension.  |
| 5 | LU   | C    | Aditya Sharma (Director at PricewaterhouseCoopers Luxemburg)                  | -3  | No. The employee should be freedom of choice with respect to his / her personal investment and no special measures need to be promoted to invest in the employer company. This is all the more important if an employee stands the risk of losing his / her job during the next performance evaluation irrespective of the level of share ownership. Providing incentives to buy rights in share and then sacking the employee on performance grounds, could only be detrimental to a company.   |
| 6 | FI   | E    | Advisory Board of Finnish Listed Companies                                    | 2   | The possibility to provide compensation to employees and the management in particular, in the form of equity is often beneficial to companies and its shareholders, as the share ownership aligns the interests of the shareholders and the management and employees. However, we would be extremely hesitant with respect to any regulation – whether local or EU level – that would set any requirements for an employee / management shareholding. One size does not fit all, and the composition of a company's shareholder base should not be based on regulation but private agreements.. However, we consider it important that the regulation does not prevent or make it unreasonably difficult to pay a part of the compensation in the form of equity or to create such employee share investment plans.  |
| 7 | ES   | S    | AEMEC - Asociacion Española de Accionistas Minoritarios de Empresas Cotizadas | 3   | It indeed exists in some European countries a long tradition of employee participation in the capital of listed companies they work for. The most vivid examples of this tradition are France and Germany (also the Nordic countries), where the success of response of share offerings to employees who perform on an annual basis all listed companies is remarkable.<br>So the experience of these countries could be used to develop initiatives that promote the participation of employees in the capital of their respective employing companies. We consider that the taking of measures favoring the participation are very positive in terms of corporate governance and social responsibility, as the workers-shareholders are to participate in the results of the company, and all of it, without losing their employee status.<br>In this sense, it could create greater incentives to companies to carry out share offers for employees. And to find a positive response to them, they could also establish an even more favorable tax regime for this type of employees share offerings.<br>In Spain, Law 35/2006, of November 28, about Personal Income set forth an exemption of 12,000 euros (Article 42. 2 a) LIRPF). Therefore, and under certain circumstances discussed below, the delivery of shares to employees would enjoy this exemption, and would not be taxable for purposes of earned income to the amount listed.<br>As noted, it is worth pointing out, that for the exemption to operate a series of requisites must be met that are established in Royal Decree 439/2007 of 30 March, approving the Personal Income Tax Regulation, amongst others the duty to keep, on the part of the employee, their shares during three years without a transfer during that period.<br>The noncompliance with this period would encourage the employee's obligation to file a supplemental liquidation statement, with the corresponding delay interests, in the term that intercedes between the noncompliance of the requirement and the termination of the annual declaration period by the IRPF, corresponding to the year of noncompliance of the 3 year term. |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|    | Coun | Type | Organisation   | Not | Answer   |
|----|------|------|--|-----|--|
| 8  | FR   | E    | AFEP - Association Française des Entreprises Privées       | 3   | <p>L'AFEP souscrit à l'objectif de la Commission européenne de créer un environnement favorable au développement de la participation financière, en particulier de l'actionnariat salarié. En effet, ce dernier est un facteur important de motivation et de cohésion dans les groupes, car il permet d'accroître le sentiment d'appartenance à l'entreprise quel que soit le pays dans lequel les salariés exercent leur activité, et de renforcer leur implication, notamment pour ceux qui sont loin du siège de direction.</p> <p>Par ailleurs, comme le souligne la Commission, l'actionnariat salarié permet de contribuer à accroître la proportion des actionnaires ayant une vision de long terme.</p> <p>Les entreprises soulignent que les difficultés rencontrées par les grandes entreprises ne se limitent pas aux frontières de l'Europe car les plans d'actionnariat peuvent bénéficier à l'ensemble des salariés des sociétés du groupe implantées dans les différents pays du monde : la problématique est donc mondiale. Des solutions qui seraient apportées rapidement au plan européen constitueraient néanmoins une amélioration utile à la construction du marché unique et de l'Europe sociale.</p> <p>I. Les obstacles à la diffusion de la participation financière des salariés en Europe</p> <p>L'AFEP tient à détailler les principales disparités du cadre juridique, fiscal et social qui entraînent des difficultés dans la mise en place, au sein d'un groupe, d'une opération d'épargne salariale, qu'elle soit mondiale ou européenne. Ces disparités sont les suivantes :</p> <p>! la variété des supports d'investissement : les fonds communs de placement d'entreprise (FCPE) proposés par les sociétés françaises ne permettent pas de collecter les souscriptions de tous les salariés en Europe. En effet, dans certains pays, comme l'Allemagne ou l'Italie, il existe des difficultés importantes pour que les salariés puissent être porteurs de parts d'un FCPE français. Il est alors nécessaire de passer par l'actionnariat direct ou un trust, ce qui rend la compréhension et la gestion du dispositif plus complexes et augmente son coût ;</p> <p>! la différence de qualification des avantages tels que la décote sur le prix de souscription des actions et l'abondement (la participation de l'employeur à l'effort d'épargne du salarié) : la qualification de salaire dans certains Etats membres entraîne l'imposition immédiate de l'avantage (fiscal et social). A l'inverse, d'autres Etats membres exonèrent la décote et l'abondement sous réserve du respect d'une période de blocage et dans le cadre d'un montant généralement plafonné. Il en résulte que les salariés ne sont pas</p> |
| 9  | FR   | E    | AFG - French Asset Management Association                  | 3   | <p>It would certainly be appropriate for measures to be taken to promote employee ownership, such as:</p> <ul style="list-style-type: none"> <li>- Providing information to and enhancing communication with decision makers on the ways in which shareholding contributes to company growth. A European Project for the Development of Shareholding in Europe has already been launched.</li> <li>- Enabling mutual recognition of existing shareholding systems, thus allowing French businesses to extend their shareholding arrangements to their employees working in other Member States. In particular, French employee saving schemes (FCPEs) should be recognized in other EU countries.</li> <li>- Promoting and spreading the practice of companies providing financial education for their employees: training sessions for middle management, offering simple tools to help with investment decisions...</li> <li>- Because of the need for concrete social investment policies, shareholding may fall under European economic governance.</li> <li>- Developing employee ownership plans (known as ESOPs). ESOPs are a good way to transfer capital and offer an alternative to selling the company.</li> <li>- Encouraging shareholding in each Member State through suitable tax incentives: there should be an effort to harmonize taxation a little more and to adapt it to different provisions (share ownership schemes, profit-sharing...)</li> </ul>   |
| 10 | EU   | S    | AFME - Association for Financial Markets in Europe         | 1   | <p>The use of employee stock benefit and stock purchase plans are widely recognised in the EU. However, caution should be exercised by companies and regulators alike that employees' investment portfolios are not subject to undue concentration risk.</p>   |
| 11 | FR   | E    | AFTI - Association Française des Professionnels des Titres | 3   | <p>L'AFTI souscrit à l'objectif de la Commission Européenne de créer un environnement favorable au développement de la participation financière, en particulier de l'actionnariat salarié. En effet, ce dernier est un facteur important de motivation et de cohésion dans les groupes, car il permet d'accroître ce sentiment d'appartenance à l'entreprise quel que soit le pays dans lequel les salariés exercent leur activité, et de renforcer leur implication, notamment pour ceux qui sont loin du siège de direction. Par ailleurs, comme le souligne la Commission, l'actionnariat salarié permet de contribuer à accroître la proportion des actionnaires ayant une vision de long terme.</p> <p>Il convient de souligner que les questions à traiter par les grandes entreprises ne se limitent pas aux frontières de l'Europe car les plans d'actionnariat peuvent bénéficier à l'ensemble des salariés des sociétés du groupe implantées dans les différents pays du monde : la problématique est donc mondiale. Des solutions qui seraient apportées rapidement au plan européen constitueraient néanmoins une amélioration utile à la construction du marché unique et de l'Europe sociale.</p>  |
| 12 | AT   | S    | Aktienforum  | 3   | SEE IMAGES   |
| 13 | SE   | S    | Aktiespararna - Swedish Shareholders' Association          | 1   | SEE IMAGES   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|    | Coun | Type | Organisation  | Not | Answer  |
|----|------|------|---|-----|---|
| 14 | BE   | C    | Alcoba (Moorkens Group)   | 3   | La crise du capitalisme de marché occidental nous incite à réfléchir aux moyens de renforcer le modèle social européen. Dès le lendemain de la guerre, les états européens ont, dans l'élaboration de ce modèle, été très attentifs à la recherche des moyens visant à associer étroitement travail et capital. Les réalisations n'ont pas toujours répondu aux attentes. La situation économique et sociale d'aujourd'hui nous force à réfléchir d'urgence à toutes les formes d'associations au sein de l'entreprise, principalement petite et moyenne, créatrice de l'emploi de demain. Dans ce contexte, il ne faudra perdre de vue les réussites évidentes dans plusieurs états membres du concept très unique et très européen de la société coopérative, alliant capital et travail, (agriculture, banque, assurance etc). Plusieurs d'entre-elles, principalement financières, ont été balayées par les vagues successives de fusions et acquisitions dans le monde bancaire. Dans le domaine financier, elles étaient souvent des modèles de stabilité, vigilance et prudence. Il faudra, à l'avenir, songer à réactualiser cet outil précieux.<br>Dans la phase actuelle de crise de l'emploi, il paraît indispensable d'élargir le débat et de rechercher à nouveau toutes les formes d'association du travailleur au capital de l'entreprise.<br>La participation du salarié au capital peut être un incitant important dans le développement de l'entreprise. Cet incitant n'est pas nécessairement financier. Il est, avant tout, utile sur le plan pédagogique, humain et éducatif. Par la formation, la pédagogie, l'enseignement, la transparence, l'entreprise peut intéresser l'Homme à son travail, le motiver, le sécuriser et lui faire, comprendre les rouages du capital et le rôle essentiel que doit jouer l'actionnaire. L'UE, première réserve d'épargne du monde, doit d'urgence mettre en oeuvre une politique visant à encourager une partie de cette épargne à créer de l'emploi. La Commission pourrait, dès à présent, envisager les mesures suivantes :<br>1) placer la relation capital-travail comme priorité à l'agenda politique de la Commission, notamment parmi les mesures visant à l'approfondissement du marché unique ; |
| 15 | SE   | C    | Alecta Insurance Company  | -3  | SEE IMAGES  |
| 16 | RO   | E    | American Chamber of Commerce in Romania                                     | 2   | It should be in the interest of each company to promote share ownership among its employees (e.g. by paying bonuses in shares with a vesting period). Share ownership may be encouraged by providing certain benefits for the companies which introduce share ownership schemes.  |
| 17 | CH   | E    | AMIC - Asset Management and Investors Council                               | -1  | The AMIC believes this is a question that should be addressed at company level.   |
| 18 | EU   | E    | AMICE - Association of Mutual Insurers and Insurance Cooperatives in Europe | 1   | We refer, once again to the aforementioned Report of the Reflection Group on Company Law7 which assesses the current situation at EU level where the participation of employees on the board level, exists in several Member States while it cannot be found in others. The report further notes that "empirically it has not been proved so far that systems which rely completely on contract and labour law are superior to models which provide for codetermination rights on the board level and vice versa. Nor has it been proved that companies without codetermination on the board level fare comparatively better or worse than companies without such a governance structure although numerous empirical econometric studies have tried to find marked differences in the performance of these types of company. The argument that codetermination is detrimental because otherwise it would have been developed by the market and hence need not and should not be introduced by mandatory law disregards that codetermination on the board level is basically an issue of a consciously taken political choice which must be respected (that does not exclude that there are also vested interests in keeping such a system once it is established)."<br>The Reflection Group recommends - "(a) not to ask Member States which have not considered such a system or have deliberately decided against it to introduce it;<br>- (b) not to ask Member States to restrict or cut down on the extent or form of the codetermination chosen by them.<br>The latter includes that it should not be tried to provide for loopholes through which market   |
| 19 | UK   | S    | APCIMS - ASSOCIATION OF PRIVATE CLIENT INVESTMENT MANAGERS AND STOCKBROKERS | 3   | The concern here is that there are disparities between member states in the approach they take to encouraging employee share ownership. Some adopt practical measures such as through tax advantages to do so, others promote it as something for companies to do such as by rewarding their staff with shares as a supplement to the main salary or wage, or as a performance bonus, while in other member states there may be no particular attention paid to the issue. APCIMS' view is that in principle employee share ownership is to be encouraged in order to build stakeholding in the success of the companies for which people work. At the EU level the concept should be generally promoted but there should be no prescription as to how it should be done since this will vary between companies and countries. Examples of best practice from around the EU may however be quoted.  |
| 20 | DE   | C    | ARAG Insurance Company  | 1   | SEE IMAGES  |
| 21 | NL   | C    | ArcelorMittal   | 1   | We do not believe in a "one size fits all" solution to enhance employee share ownership levels. We believe it very much should be left to the company's own discretion. Indeed, companies in different industries have very different risk profiles as certain stocks are significantly more volatile than others and might not necessarily constitute suitable investments for all levels of employees.<br>We also do not think employee share ownership is necessarily something to encourage beyond what is reasonable. Indeed employees already have significant exposure to their employer (cf. Enron) and it begs the question as to whether it would not be more reasonable to diversify risk by encouraging employees to invest in other companies than the ones their work for. Our own experience with the uptake of employee ownership plans is mixed at best and the implementation costs (legal & tax advice, banking fees) involved (in all countries where we do business) do seem to outweigh the benefit provided to our employees.  |
| 22 | SE   | E    | Association of Listed Companies   | -2  | SEE IMAGES  |
| 23 | IT   | S    | Assogestioni - Associazione del Risparmio Gestito                           | 2   | In our opinion, the existing regulation is sufficient.  |
| 24 | IT   | E    | Assonime  | 1   | We believe that the increase of employee share ownership may play an important role in encouraging a long term perspective in investment. However, setting up rules at EU level should not encourage excessive risk concentration in the portfolio of employees.  |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|    | Coun | Type | Organisation  | Not | Answer  |
|----|------|------|---|-----|---|
| 25 | UK   | C    | Aviva   | 1   | We believe that employee share ownership is an important element in the good governance of companies. This can be achieved through employee share incentive and savings schemes which we believe incentivises employees to take a more active role in the stewardship of the company and also to contribute to its long term success. Within reasonable dilution limits, we are supportive of fiscal and tax incentives which already exist in a number of jurisdictions. We do not believe there is a need to go any further. An additional factor to consider is who has the voting rights of shares held in trust for employees. We believe that these shares should not be voted unless the trustee is independent. A further safeguard is that trusts should hold no more than 5% of the company's share capital in a trust for employees.   |
| 26 | FR   | C    | Axa - IM  | 3   | Many jurisdictions have mechanisms to encourage share ownership by employees. All jurisdictions should be encouraged to adopt such schemes. However, there should be no compulsion on employees to participate in such schemes.   |
| 27 | DE   | S    | Axel Jaeger   | 3   | Nein  |
| 28 | AT   | E    | BAKÖ - BundesArbeitsKammer  | 1   | SEE IMAGES  |
| 29 | UK   | C    | Barclays  | 3   | SEE IMAGES  |
| 30 | UK   | E    | BBA - British Bankers' Association  | -2  | The BBA supports the principle of employee engagement which includes the issue of employee share ownership. This should be on a voluntary basis as companies will seek to engage with their employees in a manner which suits their national frameworks and individual business models. The BBA does not believe that there is any need for measures to be taken at the EU level as this would be prescriptive and disproportionate.  |
| 31 | DE   | E    | BDI - BDA - Bundesverband der Deutschen Industrie - Bundesvereinigung der Deutschen Arbeitgeberverbände | -2  | Die Förderung der Kapitalbeteiligung von Arbeitnehmern sollte in erster Linie durch steuerliche und sonstige staatliche Begünstigungen (z. B. Zulagen, Steuerfreibeträge) erfolgen und damit den Mitgliedstaaten vorbehalten bleiben. EU-Maßnahmen sind daher nicht erforderlich.   |
| 32 | UK   | C    | BLK - BlackRock   | 1   | We do not believe that measures need to be taken at EU level specifically to encourage employee share ownership as it should be determined at the company level. Indeed, we would note that regulations in the US are limiting the levels of employee share ownership. Thought may need to be given by some Member States whether tax structures discourage employee share ownership. We are generally supportive of employee share ownership as long as it does not involve excessive dilution of existing shareholders. We believe that shares held in trust on behalf of employees should be voted by a body clearly independent of management to ensure that the trust does not act as a management entrenchment tool.  |
| 33 | FR   | C    | BNP Paribas   | 3   | Employee share ownership has been, for many years, an important issue for companies. Many systems exist in order to develop employee share ownership such as : employee profit sharing schemes, company savings plans, company savings plans for retirement, etc. The setting up of such plans is negotiated with employee representatives. The trusts ("Fond Commun de Placement d'Entreprise") in which the funds of the employees are invested, are subject to approval by market authorities. The employee savings are generally blocked for a minimum period of time. Towards such savings plans, employees have the choice to invest their savings in diversified investments and not only in the company's shares. Moreover, when the investments are made in the company's shares, the employee can offer guarantee systems to the employees. The promotion of employee shareholding schemes at European Union level is an objective that must be continued to be worked on, both from a legal perspective than from a tax/social point of view. This question is very important for international groups and is in particular strengthened by employees mobility. Concrete measures could be considered. For example, harmonisation could in particular be envisaged concerning share capital increase reserved for employees of international groups in the following domains:<br>Reasons for early reimbursement<br>The reasons for early reimbursement are very different according to the different European legislations. Some countries allow for a large number of reasons for early reimbursement whereas others limit the reasons to 3 or 4. This creates a certain inequality among employees of the same Group, not very easy to deal with for the management. With regards to intra-Group mobility, this is even more difficult to explain to an employee having subscribed in a country where for example having a third child is a reason for early reimbursement, and is now working in a country where this reason is not valid. We therefore suggest to fix a unique list of reasons for early reimbursement among the European Union. Each jurisdiction will then have to fix the list of the documents required to justify the reason invoked for the early reimbursement.<br>Approval of the operation<br>Although the operation is approved in the country where the Company has its headquarters, it is also |
| 34 | DE   | S    | Böcking + Gros - Goethe Universität   | -2  | No; a market solution should be relied on within this context. Furthermore, this question cannot be answered cross-sectorally or regardless of the specific business model. Aim and purpose, as well as the importance of employee share ownership or contribution of capital differ, for example, within large industrial companies and those being comparatively young and research-intensive.  |
| 35 | FR   | C    | BPCE - Banques Populaires et Caisses d'Epargne  | -1  | Le Groupe BPCE souhaite que la subsidiarité soit respectée dans ce domaine.   |
| 36 | UK   | C    | BT  | 2   | SEE IMAGES  |
| 37 | RO   | E    | Bucharest Stock Exchange  | 3   | Yes, by promoting ESOPs and similar plans. For example, there are still some jurisdictions where such employee shares ownership plans are not regulated, and therefore there is a lot of room for interpretation on their actual implementation. In addition to regulating ESOPs where necessary an increased awareness about the advantages of implementing such a plan would be advisable. Such increased awareness may be achieved for instance by trainings and seminars organized for the relevant entities.   |
| 38 | HU   | E    | Budapest Stock Exchange   | -1  | We can see no obstacles against that the company could decide on employee shares, but we can not see any reason for central EU regulation.  |
| 39 | DE   | E    | Bundesverband der Deutschen Industrie - Bundesvereinigung der Deutschen Arbeitgeberverbände             | -1  | Die Förderung der Kapitalbeteiligung von Arbeitnehmern sollte in erster Linie durch steuerliche und sonstige staatliche Begünstigungen (z. B. Zulagen, Steuerfreibeträge) erfolgen und damit den Mitgliedstaaten vorbehalten bleiben. EU-Maßnahmen sind daher nicht erforderlich.   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|    | Country | Type | Organisation  | Not | Answer   |
|----|---------|------|---|-----|--|
| 40 | EU      | E    | Business Europe   | -3  | For BUSINESSEUROPE, employee share ownership is not an issue that should be addressed at EU level.   |
| 41 | UK      | S    | BVCA - British Private Equity & Venture Capital Association   | 1   | SEE IMAGES   |
| 42 | DE      | E    | BVI - Bundesverband Investment und Asset Management           | -1  | We do not perceive any need for EU regulatory activities in this regard.   |
| 43 | US      | C    | CalPERS   | 3   | SEE IMAGES   |
| 44 | UK      | C    | Capita Registrars   | 3   | Whilst employee share ownership is to be encouraged, there is an investment risk for employees that needs to be fully understood by them and perhaps the more serious issue is financial education for employees.<br>Employees do tend to be long term investors (albeit small investors) in their companies and as such do exert some influence on the corporate governance behaviours of their company. However, as employees their opportunity to be a strong voice in corporate governance and their freedom to challenge their employers might be limited.<br>Differing legislative and tax treatments of employee share plans between EU countries make the operation of such plans across a number of different EU countries, particularly when staff are mobile between different jurisdictions, more complicated than is optimal. Some level of consistency in tax treatment, even if necessarily not in tax rate, would be very helpful and avoid the pressure to operate a multiplicity of different plans for different countries.   |
| 45 | UK      | E    | CBI - Confederation of British Industry                       | -1  | We strongly support voluntary initiatives to promote employee share ownership, but we do not believe that there is any need for prescriptive action at EU level.   |
| 46 | IE      | E    | CCAB - Consultative Committee of Accountancy Bodies - Ireland | -1  | Any requirement for employee involvement in shareholding could pose challenges and problems. If employee share ownership is mandated the job security and some savings of the employees are concentrated in the same entity undermining their security if the employer becomes bankrupt. Should such a regime be promoted, it should be accompanied by appropriate safeguards.   |
| 47 | EU      | S    | CCBE - European Lawyers                                       | -1  | It is desirable to promote staff participation in the capital so that it is not only a source of additional income for employees but also a way for issuers to have loyal and stable shareholders.<br>However, Member States should have the right to decide which measures should be taken.   |
| 48 | FR      | E    | CCIP - Chambre de Commerce et d'Industrie de Paris            | 1   | Pour la CCIP, la participation des salariés au capital de la société est un moyen privilégié de favoriser leur implication dans la politique de la société, et de lutter contre les pratiques excessivement court-termistes. Si la CCIP valide cette assertion, elle relève également qu'il s'agit là d'une question sur laquelle les différences de perspective, de culture et de législation sont extrêmement importantes entre les Etats membres. De ce fait, il lui apparaît pour l'heure périlleux de mettre en place des mesures contraignantes à l'échelle de l'Union européenne sur ce point.  |
| 49 | FR      | E    | CDF - Coopératives de France                                  | 1   | Les coopératives appartiennent à leurs sociétaires. Certaines coopératives peuvent prendre la décision d'ouvrir le sociétariat aux salariés, cela relève alors d'une décision de l'assemblée générale extraordinaire. Certaines coopératives agricoles ont ouvert leur capital à leurs salariés.   |
| 50 | EU      | E    | CEA - European insurance and reinsurance federation           | -3  | No. In order to promote a continuous build-up of old-age provisions insurance solutions should be favoured against unbound accumulation of capital. In particular there should be no legal or tax preference for employee share ownership models over respective insurance solutions.  |
| 51 | EU      | U    | CEC - Confédération Européenne des Cadres                     | 3   | . CEC welcomes the European Commission support to employees' financial participation in their company. With the economic and financial crisis, the need to reinforce long-term interests of executive directors and investors has been brought to light, and a stronger financial involvement of employees is a possible way to reach this (either employees buy shares, or the company allocates shares to employees as an incentive). Employee share ownership could lead to a better supervisory control of the company's management by employees, and as such it could be a positive element for better corporate governance. <sup>12</sup> As noted by the Commission, such schemes are also means to increase the commitment and motivation of workers, and therefore are beneficial for raising competitiveness and company performance.<br>. From CEC's viewpoint, the European Commission should continue to regularly publish general reports commenting national systems of employees' national participation. As some studies showed <sup>13</sup> , a competitive process might result from the benchmarking and the analysis of good practices: indeed, economic stakeholders in countries where employees' financial involvement is less developed might be afraid to be out of competition, and therefore might be obliged to implement such systems.<br>. CEC also calls on the Commission to promote, for instance through a recommendation, stronger efforts from Member States towards the implementation of legal and fiscal incentives to employee share ownership. Indeed, one of the cross-national obstacles to employees' financial involvement identified in 2002 by the European Commission <sup>14</sup> is the lack of incentives offered by certain national tax systems, while other Member States subsidize this mechanism.<br>. Furthermore, it must be ensured that employees are well-informed when companies open to stakeholders the opportunity to acquire company's shares. They must be treated in the same way as other investors in this process, regardless the amount of shares they could purchase.<br>. Notwithstanding the general support of CEC for financial participation schemes, Member States should also address a potential conflict of interest between occupational pension systems and employee participation systems. Companies should not go so far as to encourage their employees to completely neglect their retirement provisions and to rely solely on their companies' participation |
| 52 | SK      | S    | CECGA - Central European Corporate Governance Association     | 2   | SEE IMAGES   |
| 53 | ES      | E    | CEOE - Confederacion Española de Organizaciones Empresariales | 1   | SEE IMAGES   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|    | Country | Type | Organisation  | Not | Answer   |
|----|---------|------|---|-----|--|
| 54 | FR      | C    | CEPGA (Groupe Alpha)  | 1   | <p>La participation des salariés au capital des entreprises ne peut se concevoir que dans un environnement sécurisé qui implique que la logique d'épargne salariale l'emporte sur la logique actionnariale. Dans la plupart des cas, le risque actionnarial est tel qu'il ne peut être assumé par les salariés de l'entreprise sans quelques garde-fous solides. Dans les entreprises dont la marge de manoeuvre est très limitée (sous-traitance, par exemple), qui exercent dans un environnement concurrentiel particulièrement rude ou dont la stratégie n'est pas convaincante, il faut s'abstenir de proposer aux salariés d'être associés au capital.</p> <p>Dans celles qui présentent des caractéristiques plus satisfaisantes et notamment dans les entreprises et groupes d'une certaine taille, une démarche très prudente est néanmoins de mise.</p> <p>D'une part, dans le cadre d'accords d'épargne salariale, liés à des schémas d'intéressement et de participation aux bénéfices, le support représenté par les actions de l'entreprise doit être complété par d'autres supports externes. Les salariés ont, bien entendu, la liberté de choisir entre ces différents investissements et les modalités d'abondement ou les facilités d'investissement ne doivent pas avantager démesurément les actions de l'entreprise.</p> <p>D'autre part, il va sans dire qu'une implication des salariés dans le capital de l'entreprise, à plus forte raison si elle se réalise dans le cadre de plans d'épargne salariale, doit conduire les actionnaires majoritaires et la Direction de l'entreprise à définir une stratégie équilibrée et sans risques excessifs, même s'il faut avoir conscience de la difficulté de l'exercice.</p> <p>Pour que les représentants des salariés, responsables syndicaux ou élus des institutions représentatives du personnel puissent prendre leurs responsabilités et assumer des décisions toujours délicates, il faut qu'ils aient une visibilité parfaite sur la stratégie de l'entreprise et, mieux encore, qu'ils soient, d'une manière ou d'une autre, associés aux réflexions qui précèdent les prises de décision. Sur ce point essentiel, on peut envisager que ce soient les institutions représentatives du personnel qui jouent ce rôle et des progrès non négligeables ont été enregistrés dans certains pays pour qu'elles soient sollicitées autrement que lorsque les choix essentiels sont effectués. Mais l'idéal serait une participation des représentants du</p> |
| 55 | CZ      | C    | CEZ Group (electricity producer)  | -2  | <p>No. Despite the fact that employee share ownership may have positive motivation effect, generally we consider that decision regarding employee share ownership should be always upon the company itself. In addition to that, according to our opinion, share ownership available to all employees of the company could have negative impact on the economy of the company.</p>   |
| 56 | FR      | U    | CFE-CGC   | 3   | <p>La participation des salariés au capital devrait être généralement promue étant donné que cette participation est unanimement saluée comme contribuant aux performances de l'entreprise. A ce titre, les mécanismes d'augmentation de capital réservés aux salariés avec décote de 20% pratiqués en France devraient être étendus à l'union européenne. Selon la CFE-CGC, cela mériterait d'autant plus d'être mis en oeuvre que pour encourager leur effort contributif à la performance de leur entreprise, les Dirigeants de grandes entreprises touchent à titre gratuit et de fait sans prise de risque financier, des stock-options dont ils perçoivent régulièrement les plus-values.</p>  |
| 57 | FR      | U    | CIES - Comité Intersyndical de l'Epargne Salariale                                | 2   | SEE IMAGES   |
| 58 | UK      | E    | CLLS - City of London Law Society   | -1  | <p>We doubt whether encouraging employee share ownership will make a significant difference to the balance of long-term-oriented shareholders in a company. [We think employee share ownership should be considered as a means of incentivisation and not as a corporate governance lever.]</p>  |
| 59 | IT      | E    | CNDCEC - Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili | 3   | <p>We believe so, at least in issuing companies.</p> <p>The participation of employees in the company's activities has been the subject of previous initiatives on the part of the European Union. By way of example, reference can be made to Directive 2001/86/EC which completed the European Company Statute.</p> <p>With reference to measures affecting issuing companies, other than policies aimed at regulating information and consultation (see reply no. 17), employee share ownership should be encouraged so as to make employees necessarily involved in governing the company and at the same time creators of new value and productivity, attracted by the possibility of increasing earnings (and favouring long-term investment). Finally, with a view to stimulating greater involvement of employee shareholders, the introduction of procedures aimed at facilitating the exercise of voting rights through proxy should also be encouraged.</p>   |
| 60 | UK      | C    | Computershare   | 3   | <p>We do believe that employee share ownership schemes should represent a tool for shifting the employment relationship. It directly aligns employees' benefits with the performance of the company. In the long term, these schemes will encourage employee involvement in corporate decisions and potentially contribute to the dispersion of the share capital.</p> <p>Computershare Plan Managers, part of the Computershare Group, has extensive experience in the provision of employee share plan services to companies of all sizes. In 2009 Computershare Plan Managers and the London School of Economics published results of two years of unique research into whether employee share plans have any measurable benefit for firms. The results showed that, executed correctly, a share plan creates employee shareholders who feel empowered to act in the interests of the company and 'go the extra mile' more frequently than non-shareholding employees.</p> <p>In many European countries, company ownership structure is largely concentrated and characterised by the presence of large shareholders who hold decision-making power. It should be noted that closely-held companies do not tend to implement such participation schemes. In our opinion, the progress of employee ownership across Europe has been impeded by country-specific factors, such as legislation and tax concessions.</p> <p>We suggest that the Commission consider a "simplified model" of employee ownership with the same tax arrangements and incentives throughout the EU. Our experience in the management of local and international employee share ownership plans reveals the need to promote the understanding and benefit of employees' financial participation, especially in those Member states with less supportive policies.</p>   |
| 61 | DA      | E    | Confederation Danish Industry   | -3  | Employee share ownership is not an issue that should be addressed at EU level.   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|    | Coun | Type | Organisation                                     | Not | Answer   |
|----|------|------|--|-----|--|
| 62 | FR   | E    | Coop FR  | 1   | Les coopératives appartiennent à leurs sociétaires. Certaines coopératives peuvent prendre la décision d'ouvrir le sociétariat aux salariés, cela relève alors d'une décision de l'assemblée générale extraordinaire.<br>Il existe par ailleurs une forme de coopératives, les sociétés coopératives participatives (Scop), dont les sociétaires sont les salariés de l'entreprise, qui détiennent au moins 51% du capital de la coopérative.  |
| 63 | FR   | C    | Crédit Mutuel                                    | 1   | Le Crédit Mutuel appartient à ses 7,2 millions de sociétaires-clients.<br>Il existe par ailleurs en France une forme de coopératives, les sociétés coopératives participatives (Scop), dont les sociétaires sont les salariés de l'entreprise, qui doivent détenir au moins 51% du capital de la coopérative.  |
| 64 | UK   | S    | Cronin - Mellor (British experts)                | -1  | As correctly pointed out in the consultation employee share ownership carries its own costs and benefits. The benefits to the issuer are employee motivation, commitment and an alternative source of compensation; to the employee it is a direct stake in the success of the business. The cost to the employee (aside from deferred compensation) is that failure of the business directly impacts wealth. It may have a multiple effect on the employee, if loss of employment due to failure of the employer coincides with a significant loss of wealth due to an undiversified portfolio. On balance we feel that employee stock ownership places asymmetric risks upon the employee and should not be considered as an instrument to promote long-term-orientated investment. Further, unless the employee has a very senior position in the company, it is unlikely that the employee's views on corporate strategy, composition of the board and other matters will be given any serious consideration by the employer.  |
| 65 | UK   | C    | Crowe Horwath Global Risk Consulting             | -1  | No comment   |
| 66 | AU   | E    | CSA - Chartered Secretaries Australia            | 2   | As noted above, legislation encouraging employee share schemes was introduced in Australia 1995. Currently, it is not a policy priority for the Australian Government. CSA recommends that taxation arrangements be considered to promote employee share ownership.  |
| 67 | DA   | S    | DAF - Danish Shareholders Association            | -1  | No comments.   |
| 68 | DE   | E    | DAI - Deutsches Aktien Institut                  | -1  | "No answer."   |
| 69 | DE   | C    | Daimler  | 3   | Employee shares have been offered at Daimler AG for many years.<br>In 2002, the EU Commission, supported by experts, examined obstacles to EU-wide expansion of national equity investment schemes for employees, cf. Communication of the Council of July 5, 2002, COM (2002) 364. The results indicated that the differences in national tax and social security frameworks and formal requirements, which make these kinds of schemes particularly expensive from the standpoint of interested companies (e.g. obligations to draw up stock market or securities prospectuses, notarial certifications and other formal, costly requirements), are the most relevant in this context. We recommend including the findings gathered at the time in the further discussion of question 23.  |
| 70 | DA   | S    | Danish CG Committee                              | -3  | Employee share ownership is according to the DCG-Committee not a question of corporate governance and should not be promoted at EU level.  |
| 71 | DA   | E    | Danish Chamber of Commerce                       | 1   | SEE IMAGES   |
| 72 | DA   | E    | Danish shipowners                                | -2  | No, employee share ownership is matter best left for the company that may choose to use it as a competitive advantage.   |
| 73 | BE   | C    | Deminor  | 2   | Measures to promote employee share ownership could be taken at EU level in order to better align the interests of the employees with those of the shareholders. However, we believe that the European Commission should in this case provide guarantee that there will not be permeability between the shareholders' area and the area of the trade-unions.  |
| 74 | DA   | E    | DIA - Danish Insurance Association               | -1  | No opinion.  |
| 75 | DE   | U    | Die Führungskräfte                               | 2   | Die Förderung der finanziellen Beteiligung am Unternehmen ist sehr zu begrüßen. Der Weg der Kapitalbeteiligung wird tatsächlich das Handeln der Beteiligten noch stärker auf Nachhaltigkeit und Langfristigkeit ausrichten und in den Unternehmensstrukturen verankern. Es wird auch dazu führen, dass über diesen Weg der Beteiligung eine bessere Kontrolle aus dem Unternehmen heraus möglich wird. Insofern wird es einer guten Corporate Governance zuträglich sein.<br>Wie schon unter 8. erwähnt wird die stärkere Beteiligung der Arbeitnehmerschaft zu positiven Effekten führen, dies wird auch durch dieses Instrument der Fall sein. Entscheidungen werden auf eine breitere Basis gestellt – langfristiger Erfolg wird zum ureigenen Interesse der Beteiligten. Die Kommission sollte für Best Practices und Benchmarks werben, mit denen eine Kapitalbeteiligung in den Mitgliedsstaaten gefördert werden kann. Hierbei sind insbesondere steuerliche Vergünstigungen denkbar, es sollte sich letztlich um Anreize für die Unternehmen handeln. Verpflichtend sollte dieser Punkt nicht ausgestaltet werden. |
| 76 | DE   | E    | DIHK - Deutscher Industrie- und Handelskammertag | -2  | Ob und wie eine Kapitalbeteiligung von Arbeitnehmern im Unternehmen angeboten wird, ist den Unternehmen zu überlassen. Soweit es sich um steuerliche Förderungen etc. handelt, obliegt dies den Mitgliedsstaaten. Zudem ist dies keine Frage eines Corporate Governance Kodex.   |
| 77 | DE   | E    | DIIR - Deutsches Institut für Interne Revision   | -1  | Keine Angaben  |
| 78 | IT   | U    | DirCredito                                       | 3   | SEE IMAGES   |
| 79 | FR   | C    | DTTL - Deloitte                                  | 1   | SEE IMAGES   |
| 80 | EU   | E    | EACB - European Association of Cooperative Banks | -2  | There are different practices in the Member States for employee share ownership. It should be left to the discretion of the Member States.<br>In Austria, there are tax benefits for employee equity instruments.  |
| 81 | EU   | E    | EBF - European Banking Federation                | 1   | The participation of employees in their company is generally positive.<br>Employee share ownership has been, for many years, an important issue for companies. Many systems exist in order to develop employee share ownership such as: employee profit sharing schemes, company savings plans, company savings plans for retirement, etc.<br>The promotion of employee shareholding schemes at European Union level is an objective that must be continued to be worked on, both from a legal perspective than from a tax/social point of view. This question is very important for international groups and is in particular strengthened by employees mobility.<br>The existing regulations concerning shareholders are also applicable to employee shareholders. Our opinion is that those measures are sufficient.  |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|    | Country | Type | Organisation   | Not | Answer  |
|----|---------|------|--|-----|---|
| 82 | EU      | S    | ECJ - European Coalition for Corporate Justice                               | 2   | Monitoring and implementation of Corporate Governance Codes.  |
| 83 | UK      | C    | ECGS - European Corporate Governance Service                                 | 3   | YES: ECGS encourages employee ownership as employees can act as knowledgeable monitoring shareholders, however as such investment concentrates the risk profile of the employee it is quite important that the vehicle supervising the employees share portfolio is not under the control of the company's management regarding the choice of custodians and asset managers, the yearly voting decisions, and the eventual delivery of securities in case of public offering. It should be insured that, unlike in France and other countries, in respect of the European directive on shareholders rights, the company's management cannot participate directly or indirectly (shares lending) in the decisions on company shares held under employees benefit plans or options or free share plans.   |
| 84 | EU      | E    | ECLE - European Company Law Experts  | -1  | Employee share ownership is supported by different types of measures, including financial and tax rules, in several jurisdictions. This subject is largely a matter to be left to national regulations and especially negotiations between employers and employees. We call to the concern that employee ownership should not lead to a high level of risk concentration for employees, and that risk diversification remains necessary.  |
| 85 | EU      | E    | ecoDA - European Confederation of Directors' Association                     | 1   | In certain Member States (like France), employee share ownership has proven to be a viable route for aligning the interests of the corporation and the employees, while at the same time promoting the long term sustainability of corporations. Moreover the public outcry over variable remuneration of top executives may be reversed into a more positive perception if corporations would enlarge the concept of variable remuneration to a more inclusive approach, including granting shares or share options. However attempts to introduce such system in other countries (e.g. in Belgium) have been without great success. Maybe that success will only come alongside additional complimentary factors. On the one hand, special fiscal treatment of such variable income might make such employee ownership more attractive. However there are also serious impediments. First and foremost, employees fear the downside such investments might entail, especially if these investments represent the only non-diversified investment employees possess. On the other hand, non-diversified investments make you care about your investment and this can generate a new dynamic in the company as far as employees are concerned. Additional points of attention are the 'classical fight between capital and labour' mentality, which is incompatible with important employee ownership. Caution has also to be paid to the pressure that employees can exercise in shareholders' meeting to appoint board members. ecoDa would agree that more attention should be paid by the Commission to further investigate possible regimes for employee shareholding on a voluntary and contractual basis and what may be their conditions for success. |
| 86 | EU      | E    | EFAMA - European Fund and Asset Management Association                       | 1   | EFAMA considers that employee share ownership is already a very common concept and often fiscally attractive in a large number of Member States. Employee share ownership is a very good concept to create awareness and enhance interest of the employees in their employer. However, especially in large listed companies, employee share owners are often minority shareholders and not necessarily active or engaged shareholders. Furthermore, employees are not necessarily long term share owners. EFAMA considers that it is important that pension vehicles should not be used for such employee share ownership to avoid making employees more vulnerable in case of difficult economical situations of their employers. If pension vehicles would be used, employees are exposed to risks regarding their jobs as well as risks regarding their savings.   |
| 87 | EU      | E    | EFB - GEEF - European Family Businesses                                      | -1  | no answer   |
| 88 | EU      | E    | EGIAN - European Group of International Accounting Networks and Associations | -1  | We support employee share ownership which we believe has increased in recent years. We are not convinced that additional measures are needed at this stage.   |
| 89 | UK      | S    | EIRIS - Ethical Investment Research Services                                 | 2   | EIRIS supports EUROSIF's response which recommends that the EU explore how already existing employee share ownership standards in some EU Member States can be standardized at the EU level. EIRIS would welcome the existence of greater employee-level share ownership.   |
| 90 | FI      | E    | EK - Confederation of Finnish Industries                                     | -2  | EK's view is that in general the question regarding promotion of employee ownership does not exactly concern corporate governance in listed companies. From the corporate governance perspective, the company and its shareholders need to have the choice whether to actively promote employee ownership or not, and by which means, if any. Therefore we don't see an actual need for EU action on this subject.  |
| 91 | SE      | C    | Electrolux   | -2  | Same answer as SN - Confederation of Swedish Enterprise   |
| 92 | ES      | E    | Emisores Españoles   | -1  | Employee stock plans tend to be used as a mechanism to encourage motivation and loyalty of the company's employees, contributing towards structuring a compensation and benefits culture. Employee company share ownership depends on the laws and practices of each country. In any case, Emisores Españoles considers that this practice must be discretionary on the part of each company since it is directly related, inter alia, to the running of the company, the sector to which it belongs, the type of shareholder structure or the applicable legal and tax scheme.   |
| 93 | SE      | C    | Eniro  | -2  | Same answer as SN - Confederation of Swedish Enterprise   |
| 94 | UK      | C    | Equiniti   | 2   | We strongly support voluntary initiatives to promote employee share ownership, but we do not believe that there is a need for a prescriptive approach.  |
| 95 | SE      | C    | Ericsson   | -2  | Same answer as SN - Confederation of Swedish Enterprise   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Coun | Type | Organisation                                     | Not | Answer   |
|-----|------|------|--|-----|--|
| 96  | EU   | E    | ESBG - European Savings Banks Group              | 3   | In our opinion, in order to enhance the employee's involvement in the affairs of the company and also in order to encourage employee share ownership, the focus should lie on incentives which are based on the shares retention period.<br>One of the most efficient instruments for this purpose is tax incentives with the aim to enhance employee share ownership by way of a tax shelter when purchasing the shares (for example, tax-free amount for a certain retention period), but also by stimulating fiscally long-term shares retention.<br>Should the Commission reach the conclusion that EU-wide tax incentives for employee share ownership are appropriate, further discussion on the length of the tax-free/tax-privileged period would be welcome.<br>While the issue from the employee's point of view is critical, the employer's interest is equally important. Focus should also lie on stimulating companies to encourage employee share ownership. Thus, it is advisable for the Commission to also consider some financial facilities/improvements in favour of the companies granting shares to their employees.  |
| 97  | CH   | S    | Ethos  | 1   | Ce serait aux sociétés d'encourager l'actionariat salarié, à travers leur participation à des plans d'achat d'actions. Cependant, il faut veiller à ce que les véhicules d'investissement des salariés restent indépendants du management. On pense en particulier à la France où les FCPE (Fonds communs de placement d'entreprise) sont parfois contrôlés par la société et non pas par les salariés eux-mêmes, notamment en ce qui concerne l'exercice des droits de vote.  |
| 98  | EU   | U    | ETUC - European Trade Union Confederation        | 1   | Although employee financial participation (EFP) offers opportunities for businesses, employees and society as a whole to participate in the increasing Europeanization of economic activity at the same time caution must be exercised with regard to the characteristics and modalities of EFP. EFP must be introduced voluntarily and neither be a substitute for existing remuneration system nor impede collective bargaining. The opinion on "Employee financial participation in Europe" (SOC/371 adopted 21 Oct 2010) by the European Economic and Social Committee (EESC) offers a comprehensive basis for approaching this issue. It outlines ten measures for adoption at the EU level, including making EFP subject to collective bargaining (where this exists), ensuring that EFP does not replace wage progression, and doing further research on and identification of best practice in EFP.  |
| 99  | NL   | S    | Eumedion Corporate Governance Forum              | -3  | No.  |
| 100 | EU   | E    | EuroChambres                                     | -3  | no   |
| 101 | EU   | S    | EuroInvestors - European Federation of Investors | 3   | We refer to the measures already in place in France for decades, which have resulted in a large development of the employee share ownership. EuroInvestors considers development of employee share ownership as positive provided that:<br>- Employee shareholder rights are not confiscated or limited by issuers (there are many cases where the supervisory board of the employee shareholder fund includes the issuer's representatives, who decide on how the fund will vote at the issuer's AGM);<br>- Employees' shareholdings of the company they work for remain a limited percentage of their total savings in order to diversify the risks, as their salary is already subject to the same company's failure risk. We refer here to the Enron case in the US or Vivendi one in France where the DC schemes were much too heavily invested in company shares.  |
| 102 | EU   | E    | European Issuers                                 | 2   | There is strong support for the recent reduction of the Prospectus Directive requirements for offers of shares to employees. We would encourage the Commission and ESMA to prioritise any technical advice on transposing these amendments into Member State law.<br>For companies, the development of financial participation, and of employee shareholding in particular, is a strong factor in the motivation and cohesion within groups. We have identified certain obstacles to the growth of employee financial participation in Europe, which should be investigated further. The main disparities are as follows:<br>- Variety of investment support e.g. discount or rebate;<br>- Different characterisation of the benefits e.g. some Member States offer exemptions from taxation and social charges on the employer's supplementary payments when the employee has signed up for the capital increase. Some Member States do not recognise this participation, while others refer to it as a bonus or topping up;<br>- Disparity of vesting periods: these range from 0 to 10 years so that there is considerable variation in treatment according to the beneficiary's country of residence;<br>- Disparity in the case of early release: only a few Member States allow for exceptions to the vesting periods, while granting a tax and social benefit in the case of certain events such as marriage, death, etc.<br>We suggest that some form of mutual recognition between the different systems in different Member States could be useful here. |
| 103 | EU   | S    | EuroShareholders                                 | 3   | We refer to the measures already in place in France for decades, which have resulted in a large development of the employee share ownership. Euroshareholders considers development of employee share ownership as positive provided that:<br>- Employee shareholder rights are not confiscated or limited by issuers (there are many cases where the supervisory board of the employee shareholder fund includes the issuer's representatives, who decide on how the fund will vote at the issuer's AGM);<br>- Employees' shareholdings of the company they work for remain a limited percentage of their total savings in order to diversify the risks, as their salary is already subject to the same company's failure risk. We refer here to the Enron case in the US or Vivendi one in France where the DC schemes were much too heavily invested in company shares.   |
| 104 | FR   | S    | Eurosif  | 2   | Eurosif recommends that the EC explore how already existing employee share ownership standards in some EU Member States can be standardized at the EU Level. <sup>20</sup> However, Eurosif believes that this issue needs to be analyzed differently according to companies' business-sector and type of growth. It is necessary to avoid employee share-ownership (and their voting rights) being controlled by management, while it is financed by shareholders (through dilution).   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Country | Type | Organisation   | Not | Answer   |
|-----|---------|------|--|-----|--|
| 105 | EU      | E    | EVCA - European Private Equity & Venture Capital Association | 2   | It is not necessarily a given that a high level of EU level employee share ownership would have any correlation or causal link with positive corporate governance of these companies nor with their relative success compared to other jurisdictions. However greater participation in the upsides and downsides of a company should in general terms incentivize employees to act in the best interests of the company for which they work, though not necessarily over a long term period. Tax incentives for ownership of securities in companies affiliated to employer including (in the case of private PE/VC companies) companies held by funds managed by employer might assist in promoting employee share ownership as will generally low levels of capital gains tax act to promote private share owning and savings generally.   |
| 106 | UK      | C    | EY - Ernst & Young   | 2   | SEE IMAGES   |
| 107 | UK      | C    | F&C Investments  | 1   | SEE IMAGES   |
| 108 | EU      | S    | FEAS   | 3   | <p>Les premières mesures visent à contourner ou à aplanir les obstacles transnationaux à l'actionnariat salarié. Ces mesures sont aujourd'hui bien identifiées. Elles résultent de plusieurs années de réflexion, de discussion et de décantation, et elles ont abouti à l'Avis d'Initiative voté le 21 octobre 2010 par le Comité Economique et Social Européen.</p> <p>Cet avis contient toutes les recommandations appropriées:<br/>(voir <a href="http://www.efesonune.org/EESC/SOC%20371%20FR.pdf">http://www.efesonune.org/EESC/SOC%20371%20FR.pdf</a>).</p> <p>En bref, une politique européenne d'actionnariat salarié adaptée aux besoins présents devrait s'articuler autour de deux propositions principales, visant d'une part les grandes entreprises, d'autre part les petites et moyennes.</p> <p>Visant les grandes entreprises:<br/>Chaque pays devrait introduire dans sa législation un "modèle simplifié" d'actionnariat salarié.</p> <p>Dans les pays où une législation adaptée est absente, cette introduction apporterait un premier élément d'encouragement.</p> <p>Dans les pays où la législation est raffinée et de longue date, comme la Grande Bretagne et la France, constituant par la même un obstacle aux plans d'actionnariat salarié des entreprises du pays voisin, l'introduction d'un modèle simplifié, rudimentaire, à côté des législations existantes représenterait une facilité considérable. L'extension hors frontières des plans d'actionnariat salarié des grandes entreprises françaises serait grandement facilitée en Grande Bretagne et réciproquement.</p> <p>Visant les petites et moyennes entreprises:<br/>Chaque pays devrait encourager la transmission des entreprises aux salariés, à l'exemple de ce que les USA ont mis en place dès 1974 avec le dispositif ESOP.</p> <p>Nous plaçons donc pour l'introduction partout en Europe d'un "modèle ESOP européen".</p> <p>On ne s'étend pas ici sur les avantages d'une telle politique pour la transmission des entreprises au-delà des générations, pour les propriétaires d'entreprises et pour les</p> |
| 109 | FI      | E    | Federation of Finnish Enterprises                            | -3  | no   |
| 110 | FR      | S    | FFCI - Fédération Française des Clubs d'Investissement       | 1   | <p>We refer to the measures already in place in France for decades, which have resulted in a large development of the employee share ownership. FFCI considers development of employee share ownership as positive provided that:</p> <ul style="list-style-type: none"> <li>- Employee shareholder rights are not confiscated or limited by issuers;</li> <li>- Employees' shareholdings of the company they work for remain a limited percentage of their total savings in order to diversify the risks, as their salary is already subject to the same company's failure risk.</li> </ul>   |
| 111 | FI      | E    | FFI - Federation of Finnish Financial Services               | -1  | The FFI doesn't see this question essentially as a matter of corporate governance. This is merely a national political decision to make which is impacted by many societal aspects such as cultural and sociological aspects and the tax system. Therefore, it would be challenging to try to harmonize the level of promotion.  |
| 112 | FR      | E    | FFSA - Fédération Française des Sociétés d'Assurances        | -1  | <p>Le droit français prévoit déjà assez largement la participation des salariés au capital de l'entreprise tel que le plan d'épargne entreprise et les attributions gratuites d'actions. En effet, le rapport présenté par le Conseil d'administration à l'Assemblée générale rend compte annuellement de l'état de la participation des salariés au capital social au dernier jour de l'exercice et établit la proportion du capital que représentent les actions détenues par le personnel de la société (articles L.225-100 et suivants du code de commerce).</p> <p>De plus, l'article L.225-129-6 du code de commerce prévoit la possibilité d'augmentation du capital qui sera réservée aux salariés.</p> <p>La FFSA pense qu'il n'est pas nécessaire de promouvoir cette participation au niveau de l'Union européenne.</p>   |
| 113 | FR      | S    | Finance & Gouvernance  | 1   | The share ownership of employees should be let at the Board's hand, reflecting its strategy in balancing stakeholders' interests.  |
| 114 | FI      | E    | Finland Chamber of Commerce                                  | -1  | SEE IMAGES   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Coun | Type | Organisation   | Not | Answer   |
|-----|------|------|--|-----|--|
| 115 | FI   | E    | Finnish Bar Association  | 3   | <p>The goal of employee compensation schemes is to ensure that employees are incentivized to act in the interests of the company and its shareholders. Indeed, it could be argued that some form of participation in the success of the company (or lack thereof) should be an inherent element of corporate employment.</p> <p>It should be noted, however, that employees already have a significant investment in the success of the company (it being a considerable source of their income generally) and further equity ownership would increase their dependency on the company - i.e. employees 12 (13) are not diversified with respect to their risk towards the company. We have understood that employee shareholding schemes have not always been successful. Share prices may have decreased over time, the shareholdings may have been limited and the related financial incentive too small, or different employees may have had different risk appetite and interest in investing in the company.</p> <p>We believe that formal requirements or programs for employee share ownership may not be appropriate, but steps could be taken to encourage employee participation in the enterprise on a more general level. Steps could be taken to encourage or favour employee compensation models that better reflect the developments in the employer's business. This is best done by tax regulation, for example, which would be mainly a matter for EU member states to pursue. Other steps would be to decrease disclosure regulation related to employee share offerings and to develop an cost efficient system for employees to hold shares on a cross-border basis. By encouraging the development of such flexible compensation models at the EU level, employee participation would develop over time.</p>  |
| 116 | FR   | S    | FIR - Forum pour l'Investissement Responsable                                  | 3   | <p>Oui, il est nécessaire de promouvoir cette participation. Néanmoins, il faut veiller à ce que la supervision des véhicules de détenions de l'actionariat salarié ne soit pas sous la dépendance de la direction des entreprises pour le vote, le choix des dépositaires et des sociétés de gestion, ainsi que pour la livraison des titres en cas d'offre publique.</p>   |
| 117 | SE   | C    | Fjärde AP Fonden - Fourth Swedish National Pension Fund                        | -2  | SEE IMAGES   |
| 118 | UK   | S    | FSUG - Financial Services User Group   | 3   | <p>The recent economic crisis has encouraged many institutions and companies to reexamine the role and purpose of corporate governance. Employee financial participation (EFP) provides a natural route towards a model where labour and capital are more closely linked. Shareholding encourages long-term employee interest in the company's progress and performance.</p> <p>Employee share ownership can lead to employee participation in the corporate decisionmaking processes. This can only lead to increased scrutiny of company policies by those who have a vested interest in avoiding excessive risk taking.</p> <p>EFP can also provide a model for business succession using an Employee Benefit Trust or similar vehicle.</p> <p>Despite these clear benefits EFP remains at the fringe in all but a handful of the member states. With further encouragement it could play a much larger role in social, economic and industrial policy.</p> <p>A number of measures could be adopted to encourage increased participation including more focused financial education and targeted tax measures.</p> <p>If employee share ownership is to be encouraged, then the first objective must be to increase awareness and the availability of relevant financial education for employees especially those who work in hard to reach smaller businesses. An example of educational initiatives can be found in the work of the UK think-tank, The ESOP Centre.</p> <p>For many participants in employee share schemes the financial value of shares received through plans can be a life-changing sum. However, those at the lower end cannot afford financial advice on how best to invest their gains.</p> <p>Employees face a large risk in both holding a large amount of shares in and being employed by the same company. Financial services providers could do more to provide advice on how to diversify properly to employee shareholders.</p> <p>Indeed, increasingly as pensions fall away the savings based share plans, such as SAYE Sharesave in the UK, are seen as a way to supplement pensions. Facilitating a</p> |
| 119 | MT   | E    | Ganado   | 3   |  |
| 120 | UK   | E    | GC100 - Association of General Counsel and Company Secretaries of the FTSE 100 | 3   | <p>The GC100 is supportive of companies which encourage employees to become shareholders. It is also supportive of the arrangements in the UK supported by the Government under which certain share schemes are made available to all (or substantially all) employees which allow limited exemption from certain taxes as further encouragement to hold shares. However, we would not be supportive of prescriptive requirements at EU level on the form as to which employee share ownership would take. Our preference would be to continue to support as good practice that employees should become shareholders and for each member state government to decide the best way in which to support that environment.</p> <p>Naturally, tax regimes vary between member states and hence listed companies which operate across more than one member state will need to adapt as necessary employee share schemes offered across multiple member states. Any practical measures which may help to simplify the offering and administration of employee schemes for a company on a pan-European Union basis would be beneficial.</p> <p>Cross-border all-employee share plans may also face administrative difficulties in organising the payment of dividends in different currencies, and enabling employees to vote at shareholder meetings and employees and former employees to sell their resultant shares. It is recognised that some of these problems may be alleviated by the use of employee nominee share accounts.</p>   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Country | Type | Organisation  | Not | Answer   |
|-----|---------|------|---|-----|--|
| 121 | DE      | E    | GDV - Die Deutschen Versicherer                             | -1  | From the point of view of the German insurance industry, the promotion of old-age provision should take priority over any free asset formation, so that in the future sufficient old-age provision may be ensured for the public from all three pillars. Although, in principle, employee share ownership is to be welcomed, the rights of the current shareholders should be taken into account as well, in particular where small unlisted companies are concerned. Moreover, it should not be given preference over occupational pension schemes, for instance, by providing special incentives in tax and social security law. Only recently, the Commission, in its Green Paper towards adequate, sustainable and safe European pension systems, has strongly pointed out the challenges faced by pension systems in Europe. The combination between rising life expectancy and factually lower retirement age has put the pay-as-you-go-financed pension systems under pressure on a European scale. The task of safeguarding and extending funded pension systems should not be complicated by providing wrong incentives with regard to asset formation.   |
| 122 | DE      | E    | German Bar Association                                      | 2   | Die gesellschaftsrechtlichen Möglichkeiten für eine Mitarbeiterbeteiligung, insbesondere im Hinblick auf die Beschaffung der notwendigen Aktien und der Gewährung eines Preisnachlasses, erscheinen ausreichend. Die Entscheidung über ein Investment in Aktien der Arbeitgebergesellschaft muss in der völligen Entscheidungsfreiheit jedes einzelnen Mitarbeiters bleiben. Auch auf Seiten der Unternehmen kann die Entscheidung der Unternehmensführung, ob und zu welchen Konditionen ein Mitarbeiter-beteiligungsprogramm aufgelegt werden soll, nicht eingeschränkt werden.<br>Entscheidend für ein stärkeres und längerfristiges kapitalmäßiges Engagement von Arbeitnehmern sind daher die finanziellen und steuerlichen Anreize. Diesbezüglich wären in einzelnen Ländern Verbesserungen im Hinblick auf steuerliche Begünstigungen, ggf. verbunden mit Haltefristen, wünschenswert, um auch dem Gedanken der Nachhaltigkeit einer Mitarbeiterbeteiligung Rechnung zu tragen. So werden sowohl in Belgien als auch in Frankreich steuerliche Vorteile von einer Mindesthaltefrist abhängig gemacht. Es erscheint jedoch wenig realistisch, dass eine Befugnis der Kommission zur Harmonisierung von einkommensteuerlichen oder kapitalertragsteuerlichen Regelungen für diesen Zweck begründet werden kann. |
| 123 | UK      | S    | GingellPeter  | 3   | Tax breaks on giving share to employees, no withholding tax on dividends to anyone and no income tax on any dividends. This would give a tax benefit for paying in shares, helping the company's cash flow an providing an incentive to the employees to work for the benefit of the company in general.   |
| 124 | UK      | S    | GO - Governance for Owners                                  | 3   | We believe strongly in ownership by employees at all levels of a corporate organisation. We are supportive of companies that offer employees the opportunity to participate in share schemes as they can help employee motivation and retention, and encourage a long-term commitment to the company. The French example is encouraging given the high percentage of employees who choose to participate in such plans. In France, all corporations with at least 50 employees are legally required to set up an employee savings scheme. The duration of the plans (5 years) demonstrates that employee ownership programmes can be designed to be suitably long-term. We would welcome efforts by companies in all Member states to set up similar employee share ownership structures.  |
| 125 | UK      | E    | GRAcenter - Center for Governance Risk & Assurance          | 2   | As a principle, employee share ownership should be beneficial up to a certain limit. However, it must be voluntary, liquid and accompanied by clear, independent advice on the downside of concentration of wealth and income.   |
| 126 | UK      | C    | Grant Thornton  | -1  | As noted in this green paper, employee share ownership is common in some European Member States. As the paper notes, while employee share ownership can align the incentives of employee with the long-term success of the company, there are also potential risks from employee share ownership, which can include an inappropriate focus on short-term goals, depending on how the share ownership is structured, as well as a lack of diversification in that an employee would both work for and invest in the same company.<br>We do not support measures at the EU level to promote employee share ownership. This is a decision primarily for individual companies – with input from their shareholders – and secondarily for individual Member States.   |
| 127 | FR      | C    | Groupe Caisse des Dépôts                                    | 3   | La question de la participation des salariés au capital s'analyse différemment en fonction des secteurs d'activités et des types de croissance des sociétés (holdings, tech/croissance, grands groupes industriels...);<br>- Nous sommes très favorables à l'actionariat salarié mais nous préférons une déclaration de principe au niveau européen plutôt qu'une règle stricte;<br>- Nous souhaitons éviter que l'actionariat salarié (et donc leurs droits de vote), souvent mis en place dans des conditions dilutives pour l'actionnaire, ne puisse être contrôlé par la société alors qu'il a été financé par les actionnaires.   |
| 128 | BE      | E    | Guberna   | -1  | no answer  |
| 129 | FI      | E    | HallAm - Finnish Association for Professional Board Members | -1  | SEE IMAGES   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Coun | Type | Organisation  | Not | Answer  |
|-----|------|------|---|-----|---|
| 130 | DE   | U    | HBS - Hans Böckler Stiftung                                     | 3   | <p>Nachweislich wird die Kluft zwischen Lohn- und Gewinneinkommen größer. Die Gewinne aus dem Kapitalvermögen fließen in der Regel jedoch nur einer kleinen Bevölkerungsgruppe zu und sind in den vergangenen Jahren stets schneller als die Lohneinkommen gewachsen. Dies ist kein deutsches Phänomen. Auch in anderen Ländern geht die Schere immer weiter aus-einander. Das sich an diesem Trend etwas ändert, ist nicht absehbar.</p> <p>Die finanzielle Mitarbeiterbeteiligung ermöglicht es Arbeitnehmern, zusätzlich zum (tariflich) vereinbarten Arbeitseinkommen, am Kapitaleinkommen zu partizipieren. Aber auch unternehmensseitige Vorteile sind mit einer finanziellen Beteiligung verbunden. Neben den Vorteilen einer Liquiditätsverbesserung erhöhen solche Angebote die Attraktivität als Arbeitgeber und tragen zur Mitarbeiterbindung und –motivation bei.</p> <p>Daher ist in vielen europäischen Ländern die Mitarbeiterbeteiligung – insbesondere die Belegschaftsaktie – vielfach gelebte Praxis. Aber es gibt auch Länder, in denen eine Beteiligung der Arbeitnehmer am Erfolg oder Kapital des Unternehmens nur sehr selten anzutreffen und somit deren Bekanntheitsgrad verschwindend gering ist. Hinzu kommt die Problematik der länderspezifischen Regelungen, die es insbesondere für grenzüberschreitend tätige Unternehmen schwierig macht, allen Arbeitnehmern im Unternehmen ein Angebot zu unterbreiten.</p> <p>Deshalb begrüßen wir außerordentlich die Initiativstellungnahme des Europäischen Wirtschafts- und Sozialausschusses (EWSA) „Finanzielle Mitarbeiterbeteiligung“ vom Oktober 2010, weil wir Maßnahmen zur Förderung der Kapitalbeteiligung auf freiwilliger Basis als notwendig erachten.</p> <p>Die Förderung des EWSA nationale Modelle und deren Inanspruchnahme detailliert auszuwerten, sowie die Identifikation und Präsentation von Best Practice-Beispielen aus unterschiedlichen Ländern, erachten wir als geeignete Form um dem Thema neue Impulse zu geben und es in das öffentliche Bewusstsein zu rücken.</p> <p>Die Europäische Union mit ihren 27 Mitgliedsländern ist sehr heterogen. Ähnlich wie bei dem Thema</p> |
| 131 | UK   | C    | Henderson   | 3   | <p>In general we are supportive of employee share ownership. Historically, employee share schemes have been successfully promoted in many countries through the provision of tax advantages to companies and their employees. Employee share plans should be subject to shareholder approval and the overall level of potential dilution clearly disclosed. In addition, it is important to ensure that the voting power of employee share ownership Trusts is not abused by company management and used to entrench management interests at the expense of shareholders.</p>   |
| 132 | UK   | C    | Hermes Equity Ownership Services                                | 3   | <p>We welcome long-term equity ownership by employees and directors in the companies for which they work. However, we would also note that there are some dangers in such arrangements. These include cases where employees can lose out twice over when their employer is brought down by management errors or worse. In less extreme cases, employees can be exhorted into supporting the board at general meetings. This can encourage the existence of de facto poison pills. Furthermore, we note the recent case of the Royal Bank of Scotland whose share price sharply decreased on the day that bonus shares vested as a result of employees immediately selling them. We make these points, not to denigrate employee share ownership but to emphasise that it is not a panacea for problematic governance or short-termism.</p> <p>We believe that any EU action should be to provide some tax incentives to encourage share schemes, perhaps including better benefits for long-term ownership, though any action should be mindful of inadvertently encouraging problems such as those described above.</p> <p>To mitigate some of these concerns, one step might be that employee shareholding trusts should not be empowered to vote; clearly once the shares are vested in individual employees they should have the right to vote, but while the trust holds a block shareholding there are some significant downsides associated with this.</p>   |
| 133 | SE   | E    | IÄF - Association of Swedish Institutional Owners               | -3  | SEE IMAGES  |
| 134 | UK   | E    | ICAEW - Institute of Chartered Accountants in England and Wales | 3   | <p>Employee ownership can mean many different things to different people and there are very many different ways employees can hold shares. There are several rationales for employees to hold shares and research indicates that employee ownership appears to increase productivity and profitability and improve employees' dedication and sense of belonging.</p> <p>In general terms we believe that at EU level it is right to promote employee share ownership. However, it must always be remembered that employees around the world have lost much of their retirement savings by over investing in their employers' shares and so it is important to remember there can be disadvantages to employees. Employee share ownership can be stimulated by providing incentives in the tax system to make it advantageous for employees to hold their employers' shares. However, careful thought should be given to the incentives within the system as shares can sometimes act as a disincentive if they remain under water or actually lose employees' money. There needs to be fresh and innovative thinking to look at ways in which market participants seek to incentivise boards, managers and each other to act in the interests of those that they are meant to serve. Corporate boards have traditionally operated on the assumption that superior shareholder value could be achieved if the interests of</p>   |
| 135 | UK   | E    | ICAS - Institute of Chartered Accountants of Scotland           | -2  | <p>ICAS does not support the Commission in developing any measures to promote employee share ownership at an EU level. There are established practices in Member States that suit their respective historic and cultural backgrounds and we believe that Member States should be allowed to continue this type of engagement at that level should they deem it appropriate to do so.</p>  |
| 136 | UK   | S    | ICGN - International Corporate Governance Network               | -2  | <p>No. Employee share owner plans (ESOPs) could have benefits in a sense that the interests over employees and shareholders could become more aligned. The involvement of employees in the long-term performance of the company can be increased and the foundation that manages the employees' shares has an incentive, therefore, to take the attitude of a committed shareholder. As a result the interests of long-term shareholders and employees could become more aligned. Apart from that ESOPs can be used as a tool to attract and retain key or skilled employees, but also create an ownership mentality among employees.</p> <p>At the same time we believe that companies should decide for themselves whether ESOPs are the most useful tool to achieve the objectives as mentioned in the above. Companies should have the freedom to design remuneration schemes that fit their situation best. Therefore we oppose the idea that measures should be taken to promote employee ownership at an EU level.</p>   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Coun | Type | Organisation  | Not | Answer  |
|-----|------|------|---|-----|---|
| 137 | UK   | E    | ICSA - Institute of Chartered Secretaries and Administrators                  | 3   | Employee share ownership plans should be encouraged in order to motivate and retain employees and align their interests with those of other shareholders. Differing legislative and tax treatments of employee share plans between EU countries make the operation of such plans across a number of different EU countries, particularly when staff are mobile between different jurisdictions, more complicated than is optimal. Some level of consistency in tax treatment, even if necessarily not in tax rate, would be very helpful and avoid the pressure to operate a multiplicity of different plans for different countries.   |
| 138 | UK   | E    | ICSA Registrars Group - Institute of Chartered Secretaries and Administrators | -1  | We strongly support voluntary initiatives to promote employee share ownership, but we do not believe that there is a need for a prescriptive approach.  |
| 139 | DE   | S    | IFG Köln - Insitute for Company Law, University of Cologne                    | -2  | Regulations to promote employee share ownership should be left to the member states' discretion. The EU does not have the legislative power to implement tax advantages. Corporate law rules seem to be disproportionate given the uncertain findings on corporate-governance-benefits of employee share ownership.   |
| 140 | UK   | S    | ifs Proshare  | 3   | We are naturally pleased that the European Commission (EC) has recognised the importance of employee share ownership in this Green Paper.<br>ifs ProShare agrees that employees' interest in the long-term sustainability of the company for which they work is an element that a corporate governance framework should take into account.<br>Furthermore, we agree with the Commission's contention that employee share ownership plans can play an important role in increasing the proportion of long-term-oriented shareholders.<br>A wealth of UK and international evidence demonstrates that employee share ownership can lead to higher productivity and financial performance, greater innovation, lower staff turnover and improved employee advocacy; all of which benefits the employer and the wider economy.<br>Over the past thirty years employee share plans in the UK have also proved to be a very useful, simple and tax efficient savings and share acquisition mechanism for employees on a wide range of incomes thus encouraging medium and long term saving and benefitting millions of individual workers.<br>Response to Green Paper<br>1) We note that the Green Paper states that "employee share ownership also involves risks from lack of diversification: if the company fails, employee shareholders may lose both their job and their savings."<br>This worst case scenario is incredibly rare.<br>Since our inception, ifs ProShare has highlighted the fact that employees need to understand risk and have the opportunity to build diversified share portfolios. We would not encourage employees to put all their savings into a single savings plan and this view is shared by our member companies, many of whom actively discourage too large a proportion of savings from being invested in employee share plans.<br>All-employee share plans approved by HMRC in the UK also have a number of risk reducing mechanisms. For example, employees who are participating in a Save As You Earn (SAYE) plan are in a no lose situation. In the event their shares are worth less than when they commenced their 3, 5 or 7 year plan they can simply have their savings returned together with a tax free cash bonus. Furthermore, in the event that the company collapsed during this 3, 5 or 7 year period, employees' savings are held by an independent savings carrier so can easily be returned in whole. Similarly, should the savings carrier collapse, the employees' savings would be entirely covered by the Financial Services Compensation Scheme (FSCS). |
| 141 | CY   | E    | IIA - INSTITUTE OF INTERNAL AUDITORS OF CYPRUS                                | 2   | Employee ownership should be encouraged. National measures can encourage share option schemes (instead of for example cash bonus). We believe that employee share ownership can be beneficial for achieving loyalty and improving long term performance.<br>However, we are not strong advocates for employee participation on the Board in a voting capacity (other than mere observant).  |
| 142 | LU   | E    | ILA - Institut Luxembourgeois des Administrateurs                             | -1  | Sometimes employees have an interest to acquire shares in the company in which they work, but when employees are faced with a choice between being paid in cash only or receiving part of their remuneration in shares, they generally prefer to be paid in cash only, probably because they don't want to take the risk of the company's share price dropping once they have received the shares. It is unlikely that increased share ownership will lead the majority of employees to be more loyal to the company, and there is no evidence that companies, which have a higher percentage of employee ownership, actually perform better.<br>However, introducing a scheme whereby top management needs to hold a certain percentage of their annual salary in the form of the company's shares, may lead to a better alignment of management's and shareholders' objectives. Such schemes should however be limited to those who have a real influence on the company's performance (e.g. the members of the Executive Committee).<br>The recent financial crisis has also shown that the additional financial exposure of employees, who have invested in the employer's stock may lead to the loss of a substantial part of the employees' assets.   |
| 143 | UK   | C    | ILAG - Investment & Life Assurance Group                                      | -3  | No.   |
| 144 | UK   | E    | IMA - Investment Management Association                                       | -2  | Employee share ownership is already a common concept in a large number of Member States. However, especially in large listed companies, employee share owners are often minority shareholders and not necessarily active or engaged. Also if employees own shares in their employer's company they are more exposed to their employer in terms of their jobs as well as their investments. As such we do not consider there should be measures to promote employee share ownership.   |
| 145 | NL   | S    | INREV - EUROPEAN ASSOCIATION FOR INVESTORS IN NON-LISTED REAL ESTATE VEHICLES | 2   | As stated above, we believe a key corporate governance measure is alignment of interest between fund managers and investors. This is an important foundation principle of the INREV Guidelines in this area as well as a focus of frequent reviews of corporate governance and reporting best practice in the non-listed real estate funds industry. Coinvestment by the manager or sponsor and its team is an important means of achieving this alignment.   |
| 146 | SE   | E    | Institute Accountancy Profession in Sweden                                    | -3  | No further regulation is required. This is a shareholder issue.   |
| 147 | PT   | S    | Instituto Portugues de Corporate Governance                                   | -2  | We consider that it would be worthless to take measures on the employee share ownership at this moment.   |
| 148 | UK   | E    | International Underwriting Association (insurance and reinsurance companies)  | -1  | We do not see any pressing need for any EU legislative activity in this area.   |
| 149 | SE   | C    | Investor AB (Wallenberg family)   | -2  | SEE IMAGES  |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Country | Type | Organisation   | Not | Answer  |
|-----|---------|------|--|-----|---|
| 150 | UK      | S    | IRSG - International Regulatory Strategy Group of the City of London | -1  | We strongly believe that matters such as shareholder cooperation and employee share ownership (Questions 17 and 23) should be matters of national competence, reflecting the different shareholder structures and legislation which apply at national levels. However if current EU law is being interpreted in a way that limits collective engagement, the situation should be clarified.   |
| 151 | IE      | E    | ISE - Irish Stock Exchange   | 3   | The ISE believes that employee share ownership should be encouraged. The most effective method for doing so is through a tax advantaged scheme. There are several designs across the EU for such schemes, some of which are more effective than others. However, the use of some form of tax advantage has the effect of reducing the concentration risk which such schemes will by definition entail (i.e. employees having their job, pension and savings too heavily linked to the fortunes of a single company). For every long term ex-Ford employee who is a dollar millionaire, there is likely to be an ex-Enron employee who has been less fortunate.  |
| 152 | US      | C    | ISS - Institutional Shareholder Services Inc.                        | -2  | ISS does not support measures at EU level to promote employee share ownership. Employee ownership in companies is generally positive because it can align employee interests with that of shareholders, but the promotion of such should be left to the individual boards of directors, and any employee share plan should be subject to shareholder approval. ISS does not unequivocally endorse the assertion by the Commission that the corporate governance framework should directly take into account the interest of employees, as the primary function of the corporate governance framework is to manage the relationship between equity holders and company management. The interests of employees are already taken into account in various forms specific to national values, such as collective agreements, employee representation on the board, and the board's general consideration of all stakeholders. In companies with significant share ownership by employee-owned funds the experience is often that the fund serves to entrench management rather than serve employees. One also needs to consider that employee ownership increases risk for the employee, as in the event of liquidation, the employee's job and investments may be lost.  |
| 153 | IT      | S    | Istituto per il Governo Societario                                   | 3   | Yes. European institutions have constantly placed great emphasis on the theme of the involvement of employees in large companies (numerous studies, reports, working papers, and Directive 2001/86/EC regarding the involvement of employees in the European company). Considering that significant and incisive measures regarding the financial participation of employees have been introduced in a number of EU countries, while there is a legislative vacuum in other countries, a uniform and targeted course of action, also through soft law, could at least bridge this gap and favour the development of common regulations to be applied by multinational companies at a European level.<br>Employee share ownership should be encouraged so as to make employees necessarily involved in company activities and at the same time, interested in long-term investment strategies. In this context, and in line with what has occurred in a number of Italian companies, it could be decided to prohibit the transfer of shares before a certain period of time has elapsed. At the same time, the introduction of procedures aimed at facilitating the exercise of voting rights through proxy should also be encouraged.   |
| 154 | IT      | E    | Italian Banking Association  | 2   | Employee share ownership in business sustainability can take many forms, in particular regarding: a) disclosures and information; b) membership of the board of directors; c) financial investment, especially where employees hold company shares. The issue seems to affect different and deeper levels, i.e. that relating to EU regulations and their potential harmonisation and that regarding the regulatory features already covered by Italian law on regulation of the various bodies mentioned.<br>From the point of view of potential harmonisation of regulations at EU level it is important to note that this could, in effect, result in employee share ownership becoming easier, firstly for those working in transnational companies. However, this should be limited to identifying the main driving forces behind any EU regulation.<br>In terms of ownership intended as employee information and consultation rights, note that in Italy – through joint notices that formed the basis for subsequent legislative decrees – the “trio” of EU directives on the European Works Council, the European Company and information and consultation in companies with over 50 employees have already been implemented. Specifically, it should be remembered that on 12 April 2011 a joint communication was defined – also signed by ABI – for the implementation of EU Directive 38/2009 on the setting up of a European Works Council (EWC) or a procedure for informing and consulting employees in EU-sized companies and groups.<br>Therefore ABI considers that the regulatory framework on this topic is already extensive and essentially complete. It should also be remembered that in the Joint Communication – signed by ABI and other Organisations on 9 December 2009 – the signatories defined certain agreed principles and objectives (see attachment). |
| 155 | AT      | E    | IV - Industriellen Vereinigung                                       | 3   | SEE IMAGES  |
| 156 | FR      | C    | Jantet Advocates   | 1   | SEE IMAGES  |
| 157 | UK      | C    | JPMAM - JP Morgan Asset Management                                   | 2   | The use of employee share plans and benefit schemes are already widely recognised in the EU. The EU, or individual Member States, are well disposed to encourage such schemes by way of tax breaks etcetera. Shares held within employee plans, especially when coupled with multiple voting rights, should not be used as a block vote to entrench management.   |
| 158 | SA      | E    | JSE - Johannesburg Stock Exchange                                    | -1  | SEE IMAGES  |
| 159 | PL      | S    | K Grabowski - Independant Expert                                     | -2  | SEE IMAGES  |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Coun | Type | Organisation   | Not | Answer  |
|-----|------|------|--|-----|---|
| 160 | NL   | C    | KPMG   | -1  | Employee share ownership is already common practice in many EU member states and workers councils and employee representations are now adopted by some member states with the aim of achieving similar objectives as employee share ownership. Other initiatives, such as tax efficiency arrangements, might also encourage a greater level of employee share ownership.<br>We do not believe additional measures need to be taken at EU level. The current arrangements, where individual governments choose the timing and extent of employee share ownership promotion, should already take account of national economic circumstances.  |
| 161 | UK   | S    | LAPFF - Local Authority Pension Fund Forum                               | 1   | The Forum believes the market is best placed to encourage employee ownership.   |
| 162 | FR   | S    | Laurent Legendre - Board Member representing EADS' employee shareholders | 3   | L'actionnariat salarié est un facteur de création de valeur pour les entreprises car il aligne les intérêts entre les dirigeants, les actionnaires et les salariés. Le taux d'actionnariat salarié moyen des sociétés européennes n'est que de quelques pourcent du capital alors que près de quarante pour cent en moyenne du capital de ces entreprises est détenu par des fonds étrangers comme les hedge funds qui accroissent la volatilité des titres ou des fonds de pensions qui captent la création de valeur de titres européens pour servir des retraites en dehors de l'Europe.<br>Afin de réconcilier les notions d'épargne longue sécurisée et d'actionnariat salarié à l'opposé des systèmes anglo saxons liant le risque de l'épargne au risque de l'entreprise illustrés par le cas Enron, l'UE pourrait mettre en place un cadre fiscal spécifique favorisant l'émergence d'un nouveau produit d'épargne ouvert par un ensemble d'entreprise souscriptrices mutualisant le risque par un effet de mutualisation offert par un fonds de fonds d'actionnariat salarié.<br>Les entreprises cotées pourraient trouver avantage à se grouper pour créer dans un système de fonds de fonds qui maintiendrait le développement de leur actionnariat salarié et dont le fonctionnement serait le suivant:<br>- Les entreprises adhèreraient au système sur une base volontaire car elle sont souveraines dans leur choix de gouvernance (et le développement de la participation des salariés et un choix de gouvernance fort)<br>- Au sein de leur fonds d'actionnariat salarié les entreprises pourraient créer un réceptacle spécifique d'actionnariat salarié qui constituerait le premier étage du dispositif. C'est l'étage visible du salarié qui y détient des titres vifs.<br>- Le second étage du dispositif serait un fonds de mutualisation qui apporterait la sécurisation financière de son épargne au salarié, chaque jour l'ensemble des titres des entreprises y seraient remontés pour mutualiser les créations ou pertes de valeur quotidienne et les répartir à J+1 en redescendant les titres d'entreprise dans les fonds de premier niveau.<br>Pour illustrer le fonctionnement de ce dispositif, prenons un exemple simplifié d'un dispositif composé entre trois sociétés<br>Au jour de création (jour J) les trois sociétés A, B et C ouvrent (ou détournent dans un FCP existant) chacune |
| 163 | UK   | C    | LGIM - Legal & General Investment Management                             | 3   | In many countries there is a well established and widely recognised culture of employee share ownership schemes. It is up to the company how to establish and maintain such schemes and national tax systems should support such schemes. If similar schemes are not as well recognised in the EU Member States we would urge the Commission to encourage companies to adopt such schemes which strongly align the interests of employees with the company.   |
| 164 | FR   | C    | L'Oréal  | 2   | A première vue, cette question ne relève pas des problématiques propres au gouvernement d'entreprise. Cela étant, si certaines législations nationales, dont le droit français, prévoient déjà des mécanismes d'association des salariés au capital, (en particulier via les plans d'attribution d'options de souscription ou d'achat d'actions et les plans d'attribution gratuite d'actions ou les augmentations de capital réservées aux salariés), la principale difficulté réside dans l'absence d'harmonisation fiscale et sociale pour les plans internationaux.   |
| 165 | UK   | E    | LPEQ - Listed Private Equity   | 2   | We have seen and agree with the responses submitted by Capita Registrars and the BVCA that financial education and understanding investment risks are key concerns in this matter, but that in principle employee ownership should be encouraged.   |
| 166 | UK   | E    | LSEG - London Stock Exchange Group                                       | 2   | We fully support employees being encouraged to become shareholders.<br>However, we believe that this should be based on good voluntary corporate governance, and not mandated.  |
| 167 | UK   | E    | LSEW - Law Society of England and Wales                                  | 2   | The Society believes that the role of the EU in this area should be to facilitate employee share ownership rather than to promote it. Whether or not it is financially sound for employees to hold shares in their employers is a complex question requiring thoughtful and fact-sensitive analysis.  |
| 168 | FI   | S    | Mähönen Sjäfjell - University of Turku and University of Oslo            | 2   | The claim that the employees have a long-term interest in the companies is highly debatable. All Member States do not share this German stand, which does not necessarily represent the present reality of labour markets with hired labour, part-time jobs and short-term jobs. On the contrary, employees', ie the trade unions', goal may often be to keep the domestic "old" long-term jobs without a global or even EU or national view of social justice and sustainability.<br>However, employee ownership should be encouraged as such. The employees are the most important asset the companies have, and economic incentives should be created to enhance their commitment, if not long-term, at least short-term basis, depending on their working horizons. However, if employee ownership is realized, not through direct ownership, but through funds or companies owned by them, global justice in their governance should be secured. The funds should be not governed by domestic employees only when the majority of employees work in other states, eg, in developing countries.<br>It may be mentioned here that the Takeover Directive probably has a negative effect on employees and their commitment to the company, whether or the employees also are shareholders. If long-term commitment from investors and employees are desired, the takeover rules should be considered, preferably as a part of a larger evaluation of the both the company law and financial market law regulation of companies. (Please see the response to question 13 above.)   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Coun | Type | Organisation                                     | Not | Answer  |
|-----|------|------|--|-----|---|
| 169 | FR   | E    | MEDEF  | 2   | On constate que certaines législations nationales, dont le droit français, prévoient déjà des mécanismes d'association des salariés au capital, en particulier via les plans d'attribution d'options de souscription ou d'achat d'actions et les plans d'attribution d'actions gratuites ou les augmentation de capital réservées aux salariés. La principale difficulté paraît résider dans l'absence d'harmonisation fiscale et sociale pour les plans internationaux.<br>Le Medef estime néanmoins que cette question ne relève pas des problématiques propres au gouvernement d'entreprise.   |
| 170 | FR   | E    | MiddleNext - French Association of Listed SMEs   | 1   | MiddleNext supports reduction of the requirements of the prospectus directive to take place shortly. For small and medium-sized companies, the development of financial participation and of employee shareholding in particular, can be a strong factor of motivation to compensate lower pay levels. However, we don't believe this should form part of any EU wide corporate governance regulation.  |
| 171 | UK   | S    | NAPF - National Association of Pension Funds     | -1  | SEE IMAGES  |
| 172 | SE   | E    | Nasdaq OMX                                       | -1  | The ownership structure of companies should not be regulated. It is an issue for the company to decide in relation to for instance the financing of the company. For listed companies there are already, by nature, requirements on share distribution and number of shareholders. Furthermore, any intervention in the ownership would entail a restriction of the fundamental right of private ownership.   |
| 173 | NO   | C    | NBIM - Norges Bank Investment Management         | 1   | SEE IMAGES  |
| 174 | SE   | C    | NCC Group  | -2  | Same answer as SN - Confederation of Swedish Enterprise   |
| 175 | NL   | S    | Netherlands Participation Institute              | 3   | In dealing with the shareholders' role in corporate governance the question about employee share ownership (question 23) we consider as extremely important. It will be obvious that especially employee shareowners being 'long-term investors' are very much interested in 'long-term value creation'. In recent year many research projects, conferences (also sponsored by the Commission), policy documents and recommendations (e.g. European Parliament, Economic and Social Committee) have pointed at the need for and usefulness of European policy initiatives in the field of employee share ownership. In this connection a considerable number of concrete measures has been put forward. As one example out of many we could mention the 'Roadmap for employee ownership in Europe' as developed by the European Federation of Employee Share Ownership (EFES). Also the recent (2011) final report from the project carried out by the International Association for Financial Participation (IAFP) presents valuable key findings and recommendations to the European Commission.<br>3. Taking into account the representation of stakeholders' interests we like to stress that it is essential for employee shareowners to be able to exercise their voting rights, individually but also collectively e.g. via associations. Active engagement by employee shareowners will contribute to the improvement of corporate governance, especially with a view on longterm investment strategies. Finally we would like to ask attention for one specific element, possibly somewhat beyond the context of this consultation. This concerns the ruling of tax authorities about the valuation of non-listed companies in the case of employee share ownership. In practice there is no consistency in policy even in similar cases, not only over different member states, but also inside one state. A European initiative addressed to national tax authorities aiming at the adoption of uniform or at least comparable valuation models would be an effective and practical measure to encourage employee share ownership. |
| 176 | SE   | U    | NFU - Nordic Financial Unions                    | 1   | In general, employee share schemes are a very positive way to reward employees in a company. These systems should be designed in such a way as to ensure all employees an equal share of the company's profit. Employee share schemes should not be based on individual tasks or performance, and should contribute to sustainable risk models. The systems must not impinge on employees' regular wage or limit the possibility for wage increases. However, the political system should not attempt to regulate these schemes, neither on national nor EU level. It is a matter between the concerned parties, i.e. management and employee's organizations.  |
| 177 | SE   | C    | Nordea   | -1  | Same answer as SN - Confederation of Swedish Enterprise   |
| 178 | US   | S    | NSFM - Network for Sustainable Financial Markets | 2   | Here you address a critical difficulty on European level, how to position other stakeholders such as employees in the governance structure of a company. There are big differences in Europe about the role of employees. In some countries they have a critical role, for example employee representing bodies such as unions and works councils can nominate board members, where in other countries there is fierce opposition against these practices. Also the role of governments differs in European jurisdictions. The institutional framework in which companies operate is a complex set of (implicit) norms and values. Current corporate governance discussions within the European Commission may still be too much based on assumptions related to agency theory and "efficient capital markets," which the financial crisis has shown to be too simple. <sup>18</sup> A broader perspective on the roles of employees as knowledge bearers, risk bearers in the companies in which they work, and shareholders could better inform corporate governance developments. We would welcome a more open debate about these issues in Europe. The European Commission could take the lead in these discussions. Interesting, for example, is Dutch legislation in which employees have to take into account the social role of companies in addition to representing employee interests. <sup>19</sup> Within a European perspective it would be very relevant how companies are structured in the best performing economic regions of the EU, for example in Germany.   |
| 179 | AT   | U    | OGB - Österreichischer Gewerkschaftsbund         | 1   | SEE IMAGES  |
| 180 | AT   | C    | OMV Aktiengesellschaft                           | 3   | From a corporate law perspective, the legal framework is appropriate. To promote employee share ownership program in international companies a harmonization initiative in tax legislation may be considered.   |
| 181 | PL   | E    | PBA - Polish Bank Association                    | -1  | Employee share ownership is a part of the capital market and form of relationship between company and its employees, but on the other hand, such a formula, might also have a negative impact on the company. Employees also will be a part of conflict of interest when they choose between the amount of salary and the amount (and manner of payment) of dividends. Employees will also oppose all forms of company restructuring.   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Coun | Type | Organisation  | Not | Answer  |
|-----|------|------|---|-----|---|
| 182 | UK   | S    | PIRC - Pensions & Investment Research Consultants Ltd   | 2   | We are in favour of greater employee share ownership, but have no particular recommendation here.   |
| 183 | PL   | E    | PKPP Lewiatan Confedearion of Private Employers   | -1  | SEE IMAGES  |
| 184 | PT   | E    | Portuguese Issuers Association - AEM - Associação de Empresas Emitentes de Valores Cotados em Mercado | 2   | <p>Na Europa, em virtude da Directiva dos Prospectos, estão já em vigor medidas que prevêem uma derrogação à exigência do prospecto em caso de oferta de distribuição de valores mobiliários a membros dos órgãos de administração ou trabalhadores, existentes ou antigos, pelo respectivo empregador quando este tenha valores mobiliários admitidos à negociação num mercado regulamentado ou por uma sociedade dominada pelo mesmo. Estas medidas foram, aliás, objecto de uma extensão a emitentes de países terceiros com regime equivalente, em virtude da alteração ao art. 4.º, n.º 1 e) da Directiva dos Prospectos introduzida pela Directiva 2010/73/UE, do Parlamento Europeu e do Conselho, de 24 de Novembro de 2010.</p> <p>Fora destes casos, entende-se que não deve ir-se mais longe na promoção do investimento accionista pelos trabalhadores.</p> <p>Os modelos de propriedade accionista – como é caso do modelo do trabalhador--- accionista --- não devem ser impostos por via da lei, sendo ao invés preferível que resultem de escolhas autónomas e livres dos empresários.</p> <p>Além disso, estão actualmente muito desacreditados os modelos de governação que recomendam ou impõem o envolvimento de trabalhadores na gestão ou fiscalização societária (tal como sucede com o modelo germânico de co--gestão).</p> <p>Por fim, o investimento accionista em acções da empresa empregadora resulta num aumento exponencial de riscos se essa empresa é atingida por dificuldades financeiras (riscos esse que, por seu turno, resultam amplificados se o</p>  |
| 185 | FR   | S    | Proxinvest  | 3   | OUI : il convient que la supervision les véhicules de détections de l'actionariat salarié ne soient pas sous la dépendance de la direction des entreprises tant pour le vote, le choix des dépositaires et des sociétés de gestion, et la livraison des titres en cas d'offre publique. Il convient la loi prévoit en application de la directive européenne Droit des actionnaires que, directement ou indirectement, la direction de l'entreprise ne saurait participer au vote des actions réservées aux salariés ou aux bénéficiaires d'options ou d'actions gratuites.   |
| 186 | UK   | E    | QCA - Quoted Companies Alliance   | 2   | <p>One of the biggest impediments to securing wider employee share ownership over the last few years has been the EU Prospectus Directive passed in 2003 which failed to contain adequate exemptions or provisions for lower disclosure for offers of shares to employees. Changes in 2010 have removed some of these problems, and we would encourage the Commission to press ESMA and national authorities over the coming months to prioritise transposing these amendments into Member State law to take advantage of these reliefs and also to implement uniform interpretations on common issues, which has been lacking and which has also prevented obstacles to companies operating cross- EU share schemes efficiently.</p> <p>A particular concern is the impact of EU state aid rules on approved employee share schemes. In the UK, tax-favoured Enterprise Management Incentive (EMI) options have been limited to companies or groups with 250 or fewer full-time equivalent employees. The UK HM Revenue and Customs announced at the time of the change that this was the result of European Commission concerns that to continue without this cap would otherwise cause the EMI tax reliefs to be impermissible state aid. The basis of this conclusion has not been shared publicly, but the EMI scheme has been a significant conduit for the extension of employee equity participation in the UK particularly in smaller quoted companies, and the cap has not been helpful as it has prevented companies and groups which would otherwise consider themselves small from benefiting from the tax advantages available.</p> <p>We suggest that the European Commission consider the effect of EU state aid rules on Member States' ability to create attractive share scheme structures, which would further encourage employee share ownership. However, overall we do not believe that there is a need for a prescriptive approach or measures to be taken at EU level on employee share ownership.</p> |
| 187 | AT   | C    | Raiffeisenverband   | 1   | In diesem Zusammenhang ist für Kreditinstitute auf die erforderlichen Umsetzungsmaßnahmen im Rahmen der CRD III zu verweisen.<br>Nützlich, aber wohl nicht EU-Kompetenz, wäre ein Ausbau der Steuerbegünstigungen für Mitarbeiterbeteiligungen.   |
| 188 | UK   | C    | Railpen Investments   | 3   | SEE IMAGES  |
| 189 | DE   | P    | Regierungskommission Deutscher Corporate Governance Kodex   | 1   | SEE IMAGES  |
| 190 | LU   | S    | Rick Minor - Lawyer   | -2  | SEE IMAGES  |
| 191 | UK   | S    | Roger Collinge - Chartered Accountant   | -1  | Employee share ownership: this does not require EU involvement. Such ownership is developing differently in the different cultures which exist in the EU.   |
| 192 | UK   | C    | RSM International   | 2   | Employee share ownership should be encouraged but this is not an area where specific measures should be taken at the EU level. National governments can take measures, principally through tax legislation to promote employee share ownership.   |
| 193 | SE   | C    | Saab  | -2  | Same answer as SN - Confederation of Swedish Enterprise   |
| 194 | SE   | C    | SCA   | -2  | Same answer as SN - Confederation of Swedish Enterprise   |
| 195 | GR   | E    | SEV - Hellenic Federation of Enterprises  | 1   | Employee share ownership affects two distinct regulatory areas: corporate governance and individual retirement schemes (where share ownership competes with insurance products). Employees' ownership in their employer as opposed to any other company, makes economic sense only for the purposes of good corporate governance – not necessarily for an efficient retirement mechanism. There is no reason for employees to view ownership in their employer as any better retirement mechanism than ownership in any other company (an argument against incentivizing employee participation), although such ownership promotes long-termism (an argument in favour of incentivizing employee participation). Due to the inherent conflict in this field other factors (tax treatment of such participation, labour relations) determine the degree to which employees participate in the capital of their employer from one MS to the other. In any event, EU rules ensuring employee participation in certain circumstances already exist. Further promotion of employee participation should be left to member states to regulate.  |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Coun | Type | Organisation  | Not | Answer  |
|-----|------|------|---|-----|---|
| 196 | FR   | E    | SFAF - Société Française des Analystes Financiers     | 3   | La SFAF est favorable au développement de l'actionnariat salarié. Cet actionnariat peut être un pôle de stabilité dans le capital de l'entreprise, naturellement orienté vers l'intérêt de long terme de l'entreprise.<br>Toutefois, l'actionnariat salarié ne peut se développer durablement que si les conditions suivantes sont remplies:<br>- faible dilution du capital,<br>- faible effet de levier : le capital ainsi mobilisé doit être de l'épargne et non une simple dette.<br>- gestion du FCPE d'actionnariat salarié par les seuls salariés. Ces FCPE sont trop souvent contrôlés par la direction, qui met ainsi en place un contrôle de facto du capital.  |
| 197 | FR   | C    | SG - Société Générale                                 | 3   | La France dispose d'une large gamme de mécanismes, dont l'un est même obligatoire, de partage des bénéfices et d'épargne salariale, selon des modalités qui permettent l'actionnariat salarié et débouchent dans certains cas sur la participation aux décisions.<br>En Europe, les grandes sociétés opérant dans plusieurs pays sont confrontées à des problèmes d'application pratique des régimes d'actionnariat compte-tenu des différents régimes fiscaux applicables et des divergences en matière de droit des sociétés.<br>Une réelle promotion de la participation des salariés au capital au niveau de l'UE ne peut exister qu'en rendant les régimes d'actionnariat salarié plus homogène sur le plan fiscal et social.  |
| 198 | BE   | C    | Shellter Strategy Consulting                          | 2   | The promotion of staff participation in the capital should be encouraged as it is not only a source of additional income for employees but also a way for issuers to have loyal and stable shareholders. The existing regulations concerning shareholders are equally applicable to employee shareholder-ship. Hence, no additional EU level measures are required. This is a matter for the individual company and in doing so it benefits if the interests of employees and shareholders become more aligned.   |
| 199 | DE   | C    | Siemens   | 3   | SEE IMAGES  |
| 200 | SE   | E    | SIFA - Swedish Investment Fund Association            | -1  | Many companies provide incentive structures for their employees with the objective of making the employees into owners aligning the interests of the employees with the interests of the shareholders. However, there is no evidence that employees make more active owners than other shareholders. SIFA cannot see the reason for EU measures to promote employee ownership.  |
| 201 | UK   | C    | SL - Standard Life                                    | 3   | SEE IMAGES  |
| 202 | FI   | E    | SMA - Securities Market Association                   | 1   | The possibility to provide compensation to employees, and the management in particular, in the form of equity is often beneficial to companies and its shareholders, as the share ownership aligns the interests of the shareholders and the management (employees). However, the composition of a company's shareholder base should not be based on regulation but private agreements.<br>Nationally the most effective way to promote employees shareholding is through taxation.   |
| 203 | UK   | C    | Smith & Nephew  | 3   | SEE IMAGES  |
| 204 | SE   | E    | SN - Confederation of Swedish Enterprise              | -2  | SEE IMAGES  |
| 205 | ES   | E    | Spanish CNMV - Comisión Nacional del Mercado de Valor | 2   | The Advisory Committee of the CNMV considers that it may be premature to adopt an initiative in this regard since it is an area where it is preferable that national legislators act. At all events, the Advisory Committee of the CNMV views as favourable the legislative initiatives that have been introduced in several Member States to facilitate—even through tax measures—employee share ownership, either through the acquisition of shares or through employee mutual funds.   |
| 206 | FR   | C    | Spencer Stuart  | 1   | In our view, this should be regulated individually by companies in line with company law.   |
| 207 | SE   | C    | SSAB Group  | -2  | Same answer as SN - Confederation of Swedish Enterprise   |
| 208 | UK   | C    | Standard Chartered                                    | 2   | In the UK, employees are able to purchase company shares through Save As You Earn schemes and Share Incentive Plans. Both plans are successful in the UK and we would only support initiatives that improve this structure.<br>However, we would not be supportive of prescriptive requirements at EU level on the form as to which employee share ownership would take.<br>At Standard Chartered, as at 31 December 2010, approximately 34 per cent of eligible employees globally participated in the Standard Chartered all employee Sharesave scheme; and approximately 65 per cent of eligible staff participated in the International Sharesave scheme. For the 2010 performance year, elements of total variable compensation were deferred using the 2006 Restricted Share Scheme. Furthermore, share ownership is used as a performance mechanism in the reward process with senior managers having minimum shareholder requirements.  |
| 209 | UK   | C    | Standard Life Investments                             | 3   | We concur with the views set out in the Green Paper, which point to the benefits from employees share ownership that help to sustain the long-term success of a company through an effective alignment of longterm interests. We welcome and generally support well-structured corporate sponsored share ownership programmes which operate in accordance with generally accepted principles.<br>At a time when the importance of ensuring that pay in the boardroom has regard for pay in employment conditions elsewhere within the company, we are surprised that there is not greater use of profit sharing schemes by European companies, since these provide an obvious way of providing a performance related incentive that rewards all employees in a fair manner. We should like to see the Commission exploring further how profit sharing schemes can be developed and promoted more effectively in the EU.<br>We are struck by how little engagement there is between the boards of European companies and their employee shareowners. Whilst most companies have developed effective channels for their chief executive and executive business leaders to communicate corporate governance developments to employees, it is generally a 'one-way street'. Often, there is not an effective forum for employee shareowners to feed back comments to the board. Also, non-executive directors are rarely involved in the process. Therefore, we suggest that the Commission give consideration to arrangements that would require a board |
| 210 | SE   | C    | Stora Enso  | -2  | Supports answers by SN - Confederation of Swedish Enterprise and by EK - Confederation of Finnish Enterprises   |
| 211 | SE   | E    | Swedish Bankers Association                           | 1   | SEE IMAGES  |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Coun | Type | Organisation                             | Not | Answer   |
|-----|------|------|--|-----|--|
| 212 | UK   | E    | TCAM - The Co-operative Asset Management | 3   | <p>We are generally in favour of employee share ownership that helps provide a culture of 'ownership within' as well as a natural alignment with the sustainable long-term success of a company. To that end we have typically supported well structured allemployee share schemes that follow best practice.</p> <p>Where employees own a significant portion of the issued share capital we tend to advocate restrictions over the time leaving employees are permitted to sell their holdings. For instance, emerging best practice endorsed by the Business Roundtable (Aspen Principles) and the Council of Institutional Investors in the US is calling for senior executives to hold a significant portion of equity based remuneration for a period beyond their tenure. We agree that an element of hold-through will facilitate greater long-term alignment of interests between directors and shareholders</p> <p>Such a measure also has the additional benefit of limiting the potential incentive for executives in their last year or so of tenure following short-term value creating strategies at the cost of long-term performance simply for the purpose of meeting final year bonus targets. The implication being that the director would not be so inclined to take 'big bets for big bonuses' in his final year in the knowledge that the value of his shares would be at risk over the following two years over which he would be required to retain ownership.</p>   |
| 213 | FR   | S    | TEE - French Experts                     | 2   | <p>I. Droit positif</p> <p>Des mesures existent en droit français afin de promouvoir la participation des salariés au capital et leurs représentations au sein des organes de gouvernance.</p> <p>La société doit ainsi soumettre au vote des actionnaires un projet d'augmentation du capital réservée aux salariés lors d'une assemblée générale se prononçant sur les augmentations de capital en numéraire ou tous les trois ans si les actions détenues par le personnel de la société et des sociétés représentent moins de 3 % du capital.</p> <p>Si les actions détenues par le personnel représentent plus de 3% du capital social, les actionnaires doivent se prononcer sur une résolution prévoyant l'élection d'au moins un administrateur représentant les salariés, sur proposition des actionnaires salariés ou parmi les salariés membres du conseil de surveillance d'un FCPE.</p> <p>Des mesures fiscales incitent également les entreprises françaises à développer l'actionnariat salarié.</p> <p>Le régime juridique français a contribué à la promotion de l'actionnariat salarié, avec l'un des niveaux d'actionnariat salarié les plus élevées en Europe : Les salariés français détiennent en moyenne 3.52% du capital des sociétés, contre 1.03% en Allemagne ou 0.96% en Angleterre et 1.42% en moyenne sur les 29 pays Européens. Néanmoins des mesures de promotion au niveau de l'UE semblent délicates.</p> <p>II. Préconisations</p> <p>Le livre vert rappelle les avantages et inconvénients de la participation des salariés au capital.</p> <p>Néanmoins l'un des risques non évoqué par la commission est l'utilisation dans certaines sociétés de l'actionnariat salarié en tant que moyen de défense anti-OPA. Les offres publiques sont généralement perçues comme négative en raison de l'atteinte à l'emploi et font généralement et les salariés se prononcent généralement contre les offres</p> |
| 214 | AT   | C    | TelekomAustria                           | -2  | SEE IMAGES   |
| 215 | UK   | C    | Tesco                                    | 1   | SEE IMAGES   |
| 216 | EU   | E    | UEAPME                                   | -1  | no answer  |
| 217 | DE   | U    | ULA - Deutsche Führungskräfteverband     | 3   | <p>CEC – European Managers und Deutscher Führungskräfteverband befürworten das Konzept einer stärkeren Beteiligung von Arbeitnehmern am Kapital ihrer Unternehmen. Mitarbeiterkapitalbeteiligungen stärken die Identifikation der Arbeitnehmer mit ihren Unternehmen und deren unternehmerischer Strategien. Sie ermöglichen auch eine bessere Teilhabe von Arbeitnehmern an der Wertentwicklung ihrer Unternehmen.</p> <p>Eine solche Beteiligung sollte jedoch freiwillig erfolgen und, mit Blick auf die unvermeidlichen Anlagerisiken, nicht übermäßig stark auf Kosten einer ergänzenden Altersversorgung erfolgen.</p> <p>Auch kann eine Beteiligung am Unternehmenskapital eine formelle institutionelle Beteiligung wie zum Beispiel die Unternehmensmitbestimmung in Deutschland in keiner Weise ersetzen.</p> <p>Dies vorausgeschickt, stellen CEC und Deutscher Führungskräfteverband ULA fest, dass die steuerlichen Anreize für eine Mitarbeiterkapitalbeteiligung innerhalb Europas stark unterschiedlich entwickelt sind. Erheblichen Bedarf für eine verbesserte steuerliche Anerkennung sieht der Deutsche Führungskräfteverband ULA für das deutsche Steuerrecht.</p> <p>Verbesserungen der steuerlichen Rahmenbedingungen für Mitarbeiterkapitalbeteiligung müssen jedoch in den umfangreichen und vielschichtigen Prozess einer europaweiten Steuerharmonisierung eingebettet werden. Die EU</p>   |
| 218 | EU   | U    | UNI Europa                               | 1   | <p>Although employee share ownership linked with mechanisms for the collective expression of the employee "voice" can increase employee influence in the company, at the same time employee share ownership schemes should not replace cash income and employees should not be faced with the double risk of loosing their jobs as well as a large portion of their savings tied up in "their" company.</p>  |
| 219 | IT   | C    | Unicredit Group                          | 3   | <p>UniCredit affirms the value of share ownership as a valuable tool for enabling the affiliation and alignment of interests between shareholders, management and the general employee population.</p> <p>In 2008 the Company introduced an Employee Share Ownership Plan (ESOP) called "Let's Share", offering employees the opportunity to purchase UniCredit shares at favorable conditions. Let's Share is currently operating in 12 EU countries, allowing 125,000 colleagues across the Group to sign up to the Plan.</p> <p>As no tradition exists in many of the European countries to invest in the capital markets, the European Commission can play an important role in creating a framework at EU level to facilitate employee share ownership. More in particular we see the following main areas of support:</p> <ul style="list-style-type: none"> <li>☒ Harmonisation of Tax advantages and Regulatory framework across EU;</li> <li>☒ Double Taxation Agreements exist between EU countries but the process is complex for employees to benefit from them;</li> <li>☒ Education programs about financial markets, including service centers/points with on line information / call centers;</li> <li>☒ Facilitate the sharing of knowledge for employees (e.g. access to proxy advisors forums) and employers (best practice forums).</li> </ul>   |
| 220 | NL   | S    | VEB - Vereniging van Effectenbezitters   | -1  | SEE IMAGES   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Country | Type | Organisation   | Not | Answer  |
|-----|---------|------|--|-----|---|
| 221 | FR      | C    | Veolia Environnement   | 3   | Il conviendrait pour faciliter le développement en Europe des plans internationaux d'actionnariat des salariés d'éliminer, autant que possible, les principales divergences qui se situent au plan fiscal et social entre Etats-membres.  |
| 222 | DA      | C    | Vestas   | -1  | Nej, det vurderes ikke relevant at træffe foranstaltninger, som skal fremme medarbejderaktier på EU-plan. Et sådan tiltag vil ikke hjælpe globale koncerner, idet de ofte har ansatte uden for Europa – såsom i Asien og USA. Der vil derfor fortsat i sådanne situationer ske forskelsbehandling af medarbejderne, hvilket ikke findes formålstjenligt.  |
| 223 | NL      | E    | VEUO - Vereniging Effecten Uitgevende Ondernemingen  | -2  | No, this should not be imposed at the EU level but be left to national law. Such measures, if deemed useful, will also need to take account of specifics of the national labour law and labour relations as well as national company law.   |
| 224 | NL      | U    | VNO-NCW - Netherlands Employers' Organization  | -2  | No, to be left to the national markets.   |
| 225 | SE      | C    | Volvo  | -2  | Supports answers by SN - Confederation of Swedish Enterprise and by EK - Confederation of Finnish Enterprises   |
| 226 | CH      | E    | VSUD - VEREINIGUNG SCHWEIZERISCHER UNTERNEHMEN IN DEUTSCHLAND                                  | 1   | Die VSUD stimmt der Kommission zu, dass durch eine Kapitalbeteiligung von Arbeitnehmern die Motivation und Produktivität der Arbeitnehmer gesteigert werden kann. Allerdings ist nach Ansicht der VSUD eine Sicherstellung der Förderung der Kapitalbeteiligung von Arbeitnehmern durch Rechtsvorschriften auf Ebene der EU nicht erforderlich. In den Mitgliedsstaaten der EU existieren bereits rechtliche Rahmenbedingungen zur Ermöglichung einer Kapitalbeteiligung von Arbeitnehmern.   |
| 227 | SI      | S    | VZMD – the PanSlovenian Shareholders' Association  | 2   | We refer to the measures already in place in France for decades, which have resulted in a large development of the employee share ownership. EuroInvestors considers development of employee share ownership as positive provided that:<br>- Employee shareholder rights are not confiscated or limited by issuers (there are many cases where the supervisory board of the employee shareholder fund includes the issuer's representatives, who decide on how the fund will vote at the issuer's AGM);<br>- Employees' shareholdings of the company they work for remain a limited percentage of their total savings in order to diversify the risks, as their salary is already subject to the same company's failure risk. We refer here to the Enron case in the US or Vivendi one in France where the DC schemes were much too heavily invested in company shares.   |
| 228 | AT      | E    | Wirtschaftskammer Österreich - Division Bank and Insurance - Austrian Federal Economic Chamber | 1   | In this context, credit institutions should be referred to the implementation measures and provisions required under CRD III.<br>The safe custody and administration of employee shares can alleviate the risk in the event of a company's insolvency in that employees enjoy direct access rights to their shares under the trusteeship. In addition, the respective fiscal and regulatory provisions should take greater account of the peculiarities of employee stock ownership, allowing companies, employees and the banks in charge to implement this model and provide ongoing support without having to incur excessive costs and invest too much effort.  |
| 229 | AT      | E    | WKÖ - Wirtschaftskammer Österreich   | 1   | In this context, credit institutions should be referred to the implementation measures and provisions required under CRD III.<br>The safe custody and administration of employee shares can alleviate the risk in the event of a company's insolvency in that employees enjoy direct access rights to their shares under the trusteeship. In addition, the respective fiscal and regulatory provisions should take greater account of the peculiarities of employee stock ownership, allowing companies, employees and the banks in charge to implement this model and provide ongoing support without having to incur excessive costs and invest too much effort.  |
| 230 | DE      | S    | Wolfgang Richter - Clifford Chance   | -1  | SEE IMAGES  |
| 231 | CA      | S    | York University Canada   | -1  | In short, no. The desirability of employee ownership ought not to be prejudged by regulators. The question of motivating employees is a fundamental challenge faced by all companies, and various companies will arrive at different solutions. There is far too little consensus regarding the best combination of salary, bonuses, equity, and non-financial rewards such as status or public recognition. Nor is it likely that there is one right solution that is best for all organizations. Further, there is insufficient evidence of social benefit from employee share ownership to make such ownership a policy objective. Finally, there is a risk that any move taken to promote employee share ownership will inadvertently result in overinvestment in single firms by employees who ought, instead, to be encouraged to hold diversified investment portfolios. At most, the Commission should encourage issuers to take a thoughtful approach to the issue, such as neither to discourage nor over-encourage employee share ownership. The Green Paper (at page 18) notes that employees' involvement in the affairs of the company may take the form of participation in the board, as well as share ownership. Although employee participation on the board was not addressed in question 23, we offer some views. |
| 232 | DE      | E    | Zentraler Kreditausschuss  | 2   | Den Mitarbeitern eines Unternehmens kommt im Kreis der Stakeholder eine besondere Bedeutung zu. Maßnahmen zur Förderung der Kapitalbeteiligung von Arbeitnehmern an ihrem jeweiligen Unternehmen (z. B. in steuerrechtlicher Hinsicht) sind grundsätzlich positiv zu bewerten, da sie zu einer stärkeren Identifikation mit dem Arbeitgeber beitragen. Nicht übersehen werden sollte, dass Mitarbeiter nur über eine begrenzte Kapitalbasis verfügen und dass aus der Kapitalbeteiligung des Mitarbeiters, der monatlichen Gehaltszahlung und gegebenenfalls einer hinzutretenden betrieblichen Altersvorsorge aufgrund der fehlenden Diversifikation ein „Klumpenrisiko“ erwächst. In einer finanziellen Schiefelage des Unternehmens wären Arbeitnehmer daher erheblich gefährdet. Daher sollten bei einer Förderung der Arbeitnehmerbeteiligung auch angemessene Schutzmechanismen eingeführt werden.  |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Coun | Type | Organisation                                     | Not | Answer  |
|-----|------|------|--|-----|---|
| 233 | CZ   | P    | Czech National Bank                              | -2  | <p>The Czech National Bank does not have objections against the remuneration of employees in the form of shares. However, the decision on the remuneration and its form must be left entirely up to the company, and should not be forced on the company through regulation. The Czech National Bank considers that it is therefore inappropriate to adopt rules at European level to support the ownership of shares by employees.</p> <p>The Czech National Bank opposes the Commission's idea that employees in the position of shareholders can play a role in increasing the portion of shareholders with long-term interests. In the case of SMEs, measures to support the ownership of employee shares can, in extreme cases, lead to the deformation of the ownership structure of the company and the transfer of its ownership from its founders to its employees. As the Commission pointed out, there is the threat of insufficient risk diversification in relation to employees who could incur significant losses.</p>   |
| 234 | CZ   | P    | Ministry of Justice – Czech Republic             | -2  | <p>We deem that on EU level it is not accurate to adopt measures supporting employee share ownership. Decision on the remuneration and its form must be left entirely up to the company and should not be imposed on companies by means of regulation.</p> <p>Moreover, we do not agree with the European Commission's opinion that employees in position of shareholders can play any role in increasing the proportion of shareholders with long-term interests. In case of SMEs the measures supporting the ownership of employee shares can in extreme case lead to the deformation of ownership structure of the company and to the transfer of its ownership from its founders to its employees. As European Commission pointed out, in case of employees there is a threat of insufficient diversification of risk and these employees can, in the end, lose significant funds.</p>  |
| 235 | DA   | P    | DANISH MINISTRY OF ECONOMIC AND BUSINESS AFFAIRS | -2  | <p>It should remain the decision of the individual company to decide if they think employee share ownership in their company should be promoted or not. There has been presented no convincing justification for promoting employee share ownership at EU level and it is difficult to see what the justification should be. Furthermore, employee share ownership is not a question of corporate governance.</p>   |
| 236 | DE   | P    | Bundesregierung Deutschland                      | 3   | <p>Employee share ownership is promoted by two routes in Germany which can also be claimed in combination and which were most recently expanded in 2009. The principles of voluntariness and equal treatment apply equally to both types of promotion:</p> <ol style="list-style-type: none"> <li>1. exemption from tax and social charges when the employer assigns non-wage compensations or tax exemption where workers engage in salary exchange.</li> <li>2. reimbursement of employer's savings allowance for capital accumulation benefits paid by employers.</li> </ol> <p>The investor's risk of employee share ownership for employees can be securitised.</p> <p>Participants may regulate the nature of insolvency protection on their own responsibility. With worker loans and registered bonds, insolvency security must be taken up through a bank guarantee or an insurance company in order to be able to claim the state benefit. Such security against insolvency is not necessary if the employer is a domestic financial institution.</p> <p>More and more companies in Germany have introduced forms of employee share ownership in recent years. The Federal Government is interested in as many companies as possible availing themselves of employee share ownership so that its positive impact on major entrepreneurial success factors can have a broader spread. This applies in particular to the segment of small and medium-sized enterprises. The Federal Government is hence</p>   |
| 237 | EE   | P    | Ministry of Justice – Estonia                    | -2  | <p>Estonia firmly opposes the establishing of measures on the European Union level regarding employee participation in directing bodies of the companies. It is the opinion of Estonia that the topic of employee participation is important and worth of attention on the EU level, but we do not consider it justified to establish additional unified models on the level of the European Union. The practices and cultures of various Member States regarding employee participation are very different. Yet, it is important to have comprehensive knowledge about the background and the capabilities and expectations of the labour market participants in order to achieve success. The most direct information in this matter is held by the respective Member State, thus the respective Member State is also the most competent to decide what additional measures are necessary for promoting employee participation in the region. Estonia does not have a long-term tradition of employee participation, and placing our employers and employees into the same legal space as the experienced labour market participants of other Member States in this matter will not guarantee a sudden development. Rather, the Estonian employers and employees need time and support to ensure the full integration of the existing rules of involvement (for example, the procedure of informing and consulting employees). Allowing employees to have financial holding in the company and using this measure to increase the connection and motivation of employees depends primarily on the generally accepted business practices and also the size, extent of activities, legal organisation of company. The promoting of the relevant measure can be considered justified regarding listed companies, as there the employees have an opportunity to transfer the rights received for their work contribution if necessary. For listed companies, this topic is regulated in the European Union on the level of company managers; this allows extending these remuneration principles to other employees as well. Considering the sizes and holding structures of companies, a requirement for remunerating employees with shares or other similar rights cannot be deemed a proportional measure.</p> |
| 238 | ES   | P    | Ministerio de Justicia - Spain                   | 2   | SEE IMAGES  |
| 239 | ES   | P    | Spanish Authorities                              | 3   | <p>The measures for promoting at EU level employee share ownership would be welcome, siempre que se respeten los diferentes sistemas de organización de las compañías europeas ( dualist and monist system).</p>  |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Coun | Type | Organisation                                      | Not | Answer  |
|-----|------|------|---|-----|---|
| 240 | FI   | P    | Finland Ministry of Finance                       | 2   | <p>No, although some measures should be analyzed to remove obstacles from employee share ownership. Primarily, it is a national political decision, how much a member state wishes to promote share ownership by employees in the employer company. This decision is affected by many societal aspects such as access to equity investments by retail customers, cultural and sociological aspects and the tax system. These all affect the national policy. In Finland employee ownership is not viewed as a corporate governance tool, but considered as one form of a financial investment.</p> <p>Hence the level of promotion cannot be harmonized. To our knowledge most of the promotion by member states is currently done through national tax incentives, as a result of such political decision. Today, many multinational companies from third countries have subsidiaries in the EU, the employees of which could be eligible for employee share ownership, provided that the administrative procedures are efficient within EU.</p> <p>We identify three areas where it is possible to remove obstacles from employee share ownership at EU level:</p> <p>a) Allow exemptions from excessive disclosure requirements, which create costs. The Prospectus Directive already includes the necessary exemptions, after the review in 2010.</p> <p>b) Create an efficient security holding and settlement system allowing employee share ownership cross-border without unreasonable costs for the employee or need of subsidy from the employer. The holdings are often small and there is no trading. Multi-national share ownership plans cause significant administrative costs for listed companies that operate multi-nationally. More lean mechanisms can be achieved only as part of a pan-European securities holding and settlement system, which allows cross-border transfers at less costs than today.</p> <p>c) Create a new European regime for administering the employee share plans and holding the shares throughout the EU. The regime could for example be called "European Employee Ownership Regime" (EOR). If available, the setting up of a single legal entity – would save costs of multinational companies, as no local employee share plan</p> |
| 241 | FR   | P    | AMF - French Authority for Financial Markets      | 3   | <p>Employee share ownership is a way to motivate participating employees. It also allows companies to promote a stable, long-term shareholding base. The AMF believes that more should be done at EU level to promote employee share ownership, within limits consistent with the sound and prudent management employees' savings and in accordance with risk diversification principles.</p> <p>Consideration could be given to practical measures, modelled on those provided for under French law, including the following: providing a special reduced subscription price in capital increases reserved for employees; making the allocation of bonus shares or stock options to corporate officers conditional on also allocating bonus shares to all employees or setting up a profit-sharing agreement; requiring companies to appoint one or more representatives of employee shareholders to the board if they hold more than a certain percentage of the share capital. In terms of transparency, the board's management report to the general meeting could report annually on the percentage of share capital held by employees.</p>  |
| 242 | FR   | P    | French Authorities                                | 2   | <p>La France a mis en place depuis longtemps un ensemble de mesures permettant d'associer les salariés aux résultats de leur entreprise. L'objectif de ces mesures est de favoriser l'épargne collective et le développement des investissements des entreprises. Distincte du salaire, modalité de reconnaissance du travail fourni et élément de motivation, l'épargne salariale fait le plus souvent partie de la politique de rémunération globale de la société. En France, l'épargne salariale repose à titre principal sur les mécanismes de participation et d'intéressement. L'intéressement est une prime versée aux salariés en fonction de l'atteinte par l'entreprise de certains objectifs. Contrairement à la participation, il ne donne en général pas accès au capital de la société (sauf sur décision du salarié de le verser sur un plan d'épargne d'entreprise investi en actions de celle-ci). Obligatoire en France dans toutes les entreprises de plus de 50 salariés (et dans les associations depuis 1967), facultative - mais peu pratiquée - dans les entreprises plus petites<sup>8</sup>, la participation aux résultats est mise en place par un accord d'entreprise précisant les modalités de son application. Plusieurs modes de placement de la participation existent, dont certains (placement au sein d'un plan d'épargne d'entreprise, attribution au salarié d'actions de la société) permettent de faire participer les salariés au capital de l'entreprise.</p> <p>La loi no2008-1258 du 3 décembre 2008 en faveur des revenus du travail est venue compléter ces mécanismes en restaurant un nouveau dispositif innovant dit « stock-options pour tous ». Ce régime conditionne - dans les sociétés cotées - l'attribution d'options de souscription ou d'achat d'actions aux mandataires sociaux, à l'attribution aux salariés de l'entreprise et de ses filiales d'actions gratuites, d'options de souscription ou d'achat d'actions, ou encore à la mise en place ou à l'amélioration d'un accord de participation ou d'intéressement aux résultats de l'entreprise.</p>  |
| 243 | LT   | P    | Ministry of Economy – Lithuania                   | 2   | <p>Atsižvelgiant į tai, kad pastaruoju metu ypač išaugęs bendrovių darbuotojų mobilumas, svarstyti nauji reguliuoti akcijų nuosavybės suteikimo darbuotojams klausimai ES lygiu. Manoma, kad šie klausimai galėtų būti reglamentuojami rekomendacinio pobūdžio nuostatomis (nacionaliniuose bendrovių valdymo kodeksuose).</p>  |
| 244 | LV   | P    | Latvian Authorities                               | 2   | <p>Latvia agrees that employee share ownership can lead to increased commitment and motivation of workers, higher productivity and reduced social tensions, at the cost of lower the diversification. However, when viewing it as one of mechanisms according to Green Paper, "to increase the proportion of long-term-oriented shareholders", Latvia is sceptical whether achievement of this aim by means of promoting employee share ownership is feasible or desirable enough to justify any EU level legislative measures. EU level recommendations or guidelines could encourage employee share ownership at national level, while respecting the fact that companies vary across member states. As it has already been noted with regard to non-listed companies, there are mostly small and medium sized companies in Latvia. Small and medium sized companies (non-listed) most probably will not be interested in having measures on employee share ownership since shareholders of these companies usually already are employees.</p>  |
| 245 | MT   | P    | Government of Malta                               | 2   | <p>Malta believes that rules on capital gains tax and duties on documents should be reformed to promote employee share ownership.</p>   |
| 246 | NL   | P    | AFM - Netherlands Authority for Financial Markets | -1  | <p>We do not see a role for EU-regulation to promote employee share ownership.</p>  |
| 247 | NL   | P    | Dutch Ministry of Justice                         | -3  | <p>SEE IMAGES</p>   |

Green Paper on the EU corporate governance framework

[http://ec.europa.eu/internal\\_market/consultations/2011/corporate-governance-framework/index\\_en.htm](http://ec.europa.eu/internal_market/consultations/2011/corporate-governance-framework/index_en.htm)

Q 23: Are there measures to be taken, and if so, which ones, to promote at EU level employee share ownership?

Notation of answers = -3, -2, -1, +1, +2, +3

Type (C = Company, E = Employers organisations, U = Unions, S = Civil society, P = Public authorities)

|     | Coun | Type | Organisation                      | Not | Answer  |
|-----|------|------|-----------------------------------|-----|---|
| 248 | PL   | P    | Polish Government                 | -3  | Rząd RP zwraca uwagę, że doświadczenia polskie wskazują, że pracownicy będący akcjonariuszami, którzy uzyskali bezpłatne akcje, niemal natychmiast pozbywają się tych praw udziałowych. Poza nielicznymi państwami, gdzie akcjonariat pracowniczy ma utrwaloną pozycję, sami pracownicy nie są zainteresowani długotrwałym posiadaniem praw udziałowych. Z tego względu nie powinno się popierać propozycji zaangażowania UE w tej dziedzinie i pozostawić tę kwestię prawu krajowemu państw członkowskich.   |
| 249 | SE   | P    | Swedish Ministry of Justice       | -1  | Employee share ownership occurs in many listed companies. It should be emphasised that the specific purpose of employees becoming shareholders is not to ensure a certain degree of influence on the company, although that is a consequence. Instead, employee share ownership is mainly an effect of remuneration programmes. Hence, these are two very distinct phenomena that should not be confused. This is clearly a matter for the shareholders to decide. There are other measures designed to promote employee involvement.   |
| 250 | SK   | P    | Slovak Government                 | -2  | Poskytovanie zamestnaneckých akcií je internou záležitosťou každej spoločnosti. V Slovenskej republike boli zamestnanecké akcie zrušené.  |
| 251 | UK   | P    | FRC - Financial Reporting Council | 1   | European company law already provides for employee share schemes and for employees to be consulted, for example, over takeovers. We do not see a need for further measures in this area. Although individuals might run the risk of lack of diversification if their savings are all tied up in employee share schemes, we believe that, on balance, these schemes are useful and that it may make sense to promote them through tax concessions.<br>A decision to do this is one for national governments rather than the EU, however. Also we do not believe that a large emphasis on employee share ownership will necessarily lead to greater long termism. Lehman Brothers, whose staff owned a large proportion of its business, did not pursue a sustainable long term strategy. Also the preponderance of staff ownership turned out to be an obstacle to refinancing the company when it got into difficulty.  |
| 252 | UK   | P    | UK Government                     | 3   | We agree that there is good evidence that giving employees a stake in a business and an influence in how it is run can improve business performance, employment relations as well as the working environment. The UK Government therefore believes that businesses should consider positively, the benefits of employee ownership and engagement. Practically this is commonly achieved through employee share ownership schemes. The UK Government provides four types of tax-advantaged employee share schemes, to encourage employers to give employees a stake in their business and help improve business performance and growth. Such incentivisation measures remain matters for individual Member States' tax policies. Any EU measures might therefore share best practices between Member States to promote employee share ownership; and engage also with relevant industry-led initiatives.<br>Businesses may alternatively choose to adopt an ownership structure under which part or indeed all of the business is mutually-owned by its employees, often through an employee trust. The UK Government is committed to supporting the creation and expansion of such employee-ownership models, and indeed other mutual forms. Although they will not be appropriate for all businesses, or in all sectors, we believe that they have a significant role to play as part of our wider strategy for sustainable economic growth.<br>We do not believe that legislative measures are needed to enable this kind of mutual ownership – the existing UK company law framework is sufficiently flexible to facilitate a wide range of ownership models. The UK Government is also modernising its legislative framework for industrial and provident societies – which provide an alternative legal form specifically for mutual businesses. |

|    |    |   |             |  |
|----|----|---|-------------|--|
| 12 | AT | S | Aktienforum | <p data-bbox="918 84 2116 196">3 Wir stehen der Kapitalbeteiligung von Arbeitnehmern im Sinne einer stärkeren Identifizierung mit dem Unternehmen und einer zusätzlichen Motivation sehr positiv gegenüber und würden entsprechende Maßnahmen sehr begrüßen.</p> <p data-bbox="918 204 2116 858">Auf gesellschaftsrechtlicher Ebene ist dies im Bereich der Aktiengesellschaften etwa die Klärung von Möglichkeiten der langfristigen Stimmrechtsbündelung bei kollektiv verwalteten Kapitalbeteiligungsmodellen. Eine steuerrechtliche Förderung von Kapitalbeteiligungen der Mitarbeiter ist zwar nicht Voraussetzung für die Umsetzung derartiger Modelle, sehr wohl aber eine wesentliche Unterstützung für die weitere Verbreitung. Die derzeit sehr unterschiedliche diesbezügliche Praxis in Europa bestätigt diese Annahme. Die vergleichsweise höhere steuerliche Förderung von Kapitalbeteiligungen in Großbritannien, Frankreich oder auch den Niederlanden ist sicherlich auch ein Grund für die in diesen Ländern stärker verbreitete Kultur von Mitarbeiterkapitalbeteiligungen. Die betriebswirtschaftlichen und volkswirtschaftlichen positiven Auswirkungen von Kapitalbeteiligungsmodellen lassen eine verstärkte steuerliche Förderung sinnvoll erscheinen. Dies kann, je nach Ausgestaltung nationaler Steuersysteme, über die abgabenfreie Verwendung von Entgeltbestandteilen (derzeit zB UK, NL), abgabenfreie Zuwendungen seitens des Arbeitgebers bzw. abgabenfreie Nutzung von Preisreduktionen (dzt. zB A, D) oder auch Systeme der nachgelagerten Besteuerung sein (dzt. zB PL). Die teilweise Ersteinführung und andererseits Erhöhung von bereits bestehenden steuerlichen Anreizen würde die für die Entwicklung der europäischen Gesamtkonomie sinnvolle Ausbreitung von Mitarbeiterkapitalbeteiligungen sicherlich wesentlich fördern.</p> <p data-bbox="918 866 2116 1230">Auf europäischer Ebene sind in Anbetracht der zunehmenden Vernetzung der europäischen Wirtschaft Maßnahmen zu setzen, die eine grenzüberschreitende Umsetzung von Kapitalbeteiligungsmodellen vor allem in international tätigen Konzernen erleichtern. Derzeit sind die beträchtlichen Unterschiede in der Steuergesetzgebung, aber auch in Teilen des Gesellschaftsrechtes (etwa bei Stimmrechtsbündelung), oft ein wesentliches Hindernis für die Ausrollung internationaler Aktienbeteiligungsmodelle. Unter Respektierung der nationalen Steuerhoheit könnte die wechselseitige (auch steuerrechtliche) Anerkennung von Aktienbeteiligungsmodellen ein Weg zur Förderung grenzüberschreitender Modelle sein. Ein am Sitz des Konzerns zugelassenes Modell könnte so, kosten- und verwaltungseffizient, die Basis für die europaweite Einbindung von Tochterunternehmen sein.</p> |
|----|----|---|-------------|--|

|    |    |   |   |    |   |
|----|----|---|---|----|---|
| 13 | SE | S | Aktiespararna - Swedish Shareholders' Association | 1  | Employee share ownership has a rather long and well-established tradition in Sweden. SARF believes that such schemes could often be considered as means to increase commitment and motivation of the employees. The long-term component in such schemes is important and that they are offered to the majority of the employees. Stocks or convertible bonds seem more suitable than stock-options, warrants etc. In SARF's opinion there is no need at an EU level to impose regulations on employee share ownership.  |
| 15 | SE | C | Alecta Insurance Company                          | -3 | 23. No. The ownership structure of companies should not be regulated. Share ownership must be based on the individual's voluntary contribution and interest, not on subsidies.  |
| 20 | DE | C | ARAG Insurance Company                            | 1  | <i>Anteilsoptionen können ein sinnvolles Instrument zur Mitarbeiterbindung sein. Insbesondere in inhabergeführten- bzw. Familienunternehmen muss jedoch die Entscheidung zur Gewährung einer Kapitalbeteiligung autonom getroffen werden können. Zwingende Vorgaben kollidieren auch insoweit mit der europarechtlichen Eigentumsgarantie (Art. 17 ChGR).</i>   |
| 22 | SE | E | Association of Listed Companies                   | -2 | The Green Paper indicates that the EU would regulate the ownership composition of listed companies. This would entail a compulsory watering down of the private proprietary rights. The Association of listed companies strongly opposes that any such measures are taken. The European Convention for the Protection of Human Rights and Fundamental Freedoms contains rules on the protection of property.<br><br>The question of whether the company should have new owners, and if so on what conditions, should be for the existing shareholders only to decide. |

1 Kapitalbeteiligungen von ArbeitnehmerInnen sind aus Sicht der BAK nicht generell zu empfehlen, sondern nur dann, wenn definiert ist, welche personalpolitischen Ziele damit verfolgt werden und ob sich eine Beteiligung als geeignetes Instrument dafür herausgestellt hat. Eine individuelle Beurteilung der Rahmenbedingungen, der wirtschaftlichen Situation des Unternehmens, der finanziellen Leistungsfähigkeit der betroffenen Beschäftigten sowie der Ziele des Modells sind dafür unabdingbare Voraussetzungen. Grundsätzlich ist dabei zu beachten, dass Beteiligungen von ArbeitnehmerInnen immer zu einer Risikoagglomeration führen (Einkommens- und Vermögensrisiko). Das Zusammentreffen dieser Risiken kann im Extremfall zu schwerwiegenden, existenziellen Folgen für die beteiligten Beschäftigten führen.

Als Voraussetzung für die Anwendbarkeit von Kapitalbeteiligungsmodellen muss gelten, dass keine Insolvenzgefährdung der Unternehmen vorliegt, dass zudem für die Beschäftigten das Risiko verkraftbar ist und entsprechende Risikoreduzierungsinstrumente angeboten werden (z.B. verpflichtender Rückkauf zu vereinbarten Preisen etwa in persönlichen Notsituationen). Dienen Mitarbeiterbeteiligungen zum Aufbau von strategischem Eigentum, müssen zusätzlich Instrumente zur Bündelung von Stimmrechten eingerichtet werden. Stimmrechtslose Anteile werden von Seiten der BAK strikt abgelehnt. MitarbeiterInnenbeteiligungsmodelle sollten zudem keinesfalls kollektivvertragliche Gehaltsverhandlungen ersetzen und dürfen nur im Einverständnis der Kollektivverhandlungspartner umgesetzt werden. Darüber hinaus müssen Aktienoptionen für AufsichtsrätInnen und Vorstände verboten werden, da durch diese Instrumente die kurzfristige und spekulative Ausrichtung der Unternehmenssteuerung gefördert wird.

|    |    |   |   |  |
|----|----|---|---|--|
| 29 | UK | C | Barclays  | <p>3 Employee share ownership has a long tradition in the UK across both listed and unlisted companies. Barclays has a number of very successful all-employee share incentive plans that provide for participation by our employees in the UK and in businesses outside the UK. Our all employee share plans help to align our employees' interests with those of our shareholders and serve the long term interests of both. Employee share ownership has been promoted in the UK for a number of decades, by individual corporate organisations and by many shareholder representative bodies. In addition, a number of all employee share schemes in UK received some time ago employee-favourable tax status from the UK tax authorities which has helped to increase the popularity of all employee share schemes both for employers and for employees. We would encourage similar measures and practices in other European countries where employee share ownership may not be as widespread or as successful as in the UK, although, given differing tax regimes in Member States, this is not something that we think can or should be dealt with by legislation.</p> <p>We note that amendments were made in December 2010 to the Prospectus Directive to extend the exemption from the requirement to publish a prospectus in relation to offerings under employee share schemes to all companies established in the EU and to non-EU companies listed on an EU equivalent regulated market. This should remove what has been a barrier to establishing employee share schemes for companies such as those on non-regulated markets (such as the AIM) and those listed on regulated markets outside the EU. We welcome these changes, although note that the success of the changes may depend upon how they are implemented by Member States.</p> |
| 36 | UK | C | BT  | <p>2 Employee share ownership schemes are widespread in UK listed companies and are generally viewed as helping employees to build closer alignment with their employer. These schemes, generally open to all employees of a company, are approved by Her Majesty's Revenue and Customs ("HMRC") and are tax efficient for those employees within closely defined limits.</p> <p>We note that the Green Paper states that "employee share ownership also involves risk from lack of diversification: if the company fails, employee shareholders may lose both their job and their savings". In our view this scenario is very rare, the restrictions imposed by HMRC limit the amounts that can be invested by individuals, and for Save As You Earn Plans employee funds are held by an independent savings carrier.</p> <p>Ownership schemes are more complex to operate for employees outside a company's home jurisdiction but are still possible to implement. BT for example does offer share ownership schemes for its non-UK employees, but if additional regulatory complexity is added in this area, it would make it more difficult to maintain these schemes.</p>   |
| 41 | UK | S | BVCA - British Private Equity & Venture Capital Association | <p>1 Tax rates, exemptions and incentives are critical to employee share ownership, but we believe that this is a matter for national governments rather than EU-level action.</p>   |

|    |    |   |   |   |  |
|----|----|---|---|---|--|
| 43 | US | C | CalPERS   | 3 | <b>Yes, as a general rule, CalPERS supports stock ownership at all levels within a company, which provides alignment of interest with long term shareowners.</b>   |
| 52 | SK | S | CECGA - Central European Corporate Governance Association     | 2 | It is necessary to remove a legislative ban for listed companies on employee shares so that company owners, who perceive <i>employee shares</i> as an efficient incentive for employees, have the opportunity to use such a tool.  |
| 53 | ES | E | CEOE - Confederacion Española de Organizaciones Empresariales | 1 | <p>La participación en el capital de los empleados puede constituir un mecanismo potencialmente valioso de alineamiento de incentivos. No obstante, la decisión de implantar mecanismos de participación y delimitar, en su caso, el colectivo de beneficiarios ha de ser tomada por cada empresa, atendiendo a sus propias circunstancias. La Unión Europea, en virtud del principio de subsidiariedad, no debe entrar a regular esta cuestión.</p> <p>En este sentido, conviene no confundir los incentivos acordados para los consejeros y directivos de una empresa, cuya propuesta inicial compete a la Comisión de Nombramientos y Retribuciones y que está dentro del ámbito del gobierno corporativo, con la política de retribución para el conjunto de los empleados (excluido el cuadro directivo).</p>   |
| 57 | FR | U | CIES - Comité Intersyndical de l'Épargne Salariale            | 2 | <p>En premier lieu, il nous paraît souhaitable de promouvoir des mécanismes permettant la participation des salariés au Conseil d'administration ou de surveillance dans les entreprises d'une certaine taille (1000 salariés par exemple). L'expérience française d'administrateurs salariés élus par l'ensemble du personnel nous paraît devoir être encouragée à l'échelle européenne (voir nos remarques sous la rubrique « questions d'ordre général »).</p> <p>La participation des salariés au capital pourrait être encouragée, dès lors que cette participation est généralement considérée comme contribuant aux performances de l'entreprise. Les mécanismes d'augmentation de capital réservés aux salariés avec décote de 20% pratiqués en France pourraient être étendus à l'Union européenne. Il convient néanmoins d'insister sur les risques que comporte l'actionnariat pour les salariés, qui devraient systématiquement se voir proposer des placements diversifiés.</p> |
| 71 | DA | E | Danish Chamber of Commerce                                    | 1 | <b>I Danmark har vi allerede velfungerende regler omkring medarbejderaktier. Der ses derfor ikke at være behov for yderligere regler på området. Såfremt regler for medarbejderaktier skal være ens for alle ansatte i en større koncern med afdelinger i forskellige lande, vil der typisk opstå et problem af skatteretlig karakter. Ens regler omkring på medarbejderaktier på EU-plan forudsætter derfor også en ensretning af den skattemæssige behandling af medarbejderaktier i de forskellige EU-lande.</b>  |

*We strongly support employee share ownership in the framework of financial participation guidelines set out in the Communication from the Commission to the Council, the European Parliament, the Economic and Social Committee and the Committee of the Regions on a framework for the promotion of employee financial participation of 5.7.2002 (COM (2002) 364).*

*More in detail we fully share the opinion of EFES (European Federation of Employee Shareownership):*

***Employees' interest in the long-term sustainability of their company is going to be increasingly a crucial element of trust and corporate governance. Not only can employee owners contribute greatly to increase the proportion of long-term shareholders, but we will also see that employee ownership itself will be more and more perceived as a trust indicator.***

***Two types of measures must be taken in order to facilitate and encourage it.***

***The first measures aim at bypassing or smoothing the cross-border obstacles to employee ownership. Today these measures are clearly identified. They are the result of several years of thought, discussion and settling, and they have led to the Own-Initiative Opinion on Employee Financial Participation voted by the European Economic and Social Committee on October 21, 2010.***

***This Opinion contains all appropriate recommendations:***

***See <http://www.efesonline.org/EESC/SOC%20371%20EN.pdf>***

***In short: Considering employee ownership, an adequate European policy for present needs should be articulated around two main proposals, seeking both large enterprises, and small and medium sized ones.***

***Aimed at large enterprises:***

***Each European country should introduce into its legislation a "simplified model" of employee ownership.***

***In countries where appropriate legislation is lacking, this introduction would provide a first element of encouragement.***

***In countries where legislation is sophisticated and with a long tradition, like Britain and France, this sophistication forming an obstacle to employee share schemes for companies from neighbouring countries, the introduction of a simplified, basic model beside existing legislation would ease things considerably. Extending employee share plans beyond borders would be greatly facilitated for French companies in Britain and vice versa***

***In addition we point out that Employee shareholder rights must be exercised in an fully independent way, with no limit by issuers through embarrassing conflicts of interest (board of the employee shareholder fund, who decide on how the fund will vote at the issuer's AGM, inclusive of the issuer's representatives); employee shareholder's rights must have the possibility of collective exercise, through specific funds, all over Europe in transnational Companies.***

***As a final consideration, related to the Italian situation in the Banking system, we point out that Employee Ownership plans have been successfully carried over, but suddenly interrupted as soon as the IAS/IFRS accounting standards introduced the need of accounting them as costs.***

|     |    |   |   |    |  |
|-----|----|---|---|----|--|
| 79  | FR | C | DTTL - Deloitte   | 1  | Employee share ownership is already a common feature of the governance landscape in many member states. We acknowledge employees as important stakeholders in corporate governance and we acknowledge societal interest in protecting these stakeholders in cases of corporate failure. However, we do not believe promotion of employee share ownership should conflict with a fair and open market for corporate control. Beyond this, explicit policy goals to increase levels of employee share ownership may be a political, and not a governance question.   |
| 106 | UK | C | EY - Ernst & Young  | 2  | Works councils and employee representations are now adopted by some member states, and these initiatives aim to achieve similar objectives as employee share ownership. Other initiatives, such as tax efficiency arrangements and measures to protect against takeovers, might also encourage a greater level of employee share ownership.<br>The current arrangements, where individual governments choose the timing and the extent of employee share ownership promotion, take account of national economic circumstances and the consequential risks to employees if their shareholdings are not sufficiently diverse.  |
| 107 | UK | C | F&C Investments   | 1  | Employee share ownership is a widely used method of incentivising, rewarding and retaining employees. We believe that employee share ownership should be encouraged through company policies and share incentive schemes. Care should be taken, though, to ensure that: (i) employee share ownership schemes do not involve excessive grants of free shares; (ii) the discount to the market price offered to employees is not excessive; and (iii) shareholder approval is sought prior to implementing employee equity schemes to avoid significant dilution of holdings. We do not believe that measures at the EU level to promote employee share ownership are necessary at this stage. |
| 114 | FI | E | Finland Chamber of Commerce                                 | -1 | We do not support EU level measures to promote employee share ownership, even though management ownership is often recommendable. Companies differ to a great extent and one size does not fit all. We would also like to point out that share ownership always includes risks. However, it is important not to have barriers to management or employees remuneration in the form of equity.   |
| 117 | SE | C | Fjärde AP Fonden - Fourth Swedish National Pension Fund     | -2 | No further regulation is required. The ownership structure of companies should not be regulated. For listed companies there are already, by nature, requirements on share distribution and number of shareholders.   |
| 129 | FI | E | HallAm - Finnish Association for Professional Board Members | -1 | This question has very many aspects and cannot be addressed in a meaningful fashion without an in-depth analysis of a variety of issues, which include several areas of legislation. Before further studies and analysis being made, HallAm is not in a position to respond to this question.  |
| 133 | SE | E | IÄF - Association of Swedish Institutional Owners           | -3 |  |

|     |    |   |                                 |    |   |
|-----|----|---|---------------------------------|----|---|
| 149 | SE | C | Investor AB (Wallenberg family) | -2 | <p>Variable remuneration to employees, including share- and share-price-related incentive programs, is common in listed companies as part of the employee's total compensation package. The purpose is to align the interest of the employee with the company's shareholders. While we as owners are strong supporters of long term variable share based remuneration, we do not believe it would be advisable to have any regulation to promote such compensation or ownership. It must be the decision of each individual company which incentives are adequate and which dilution of shareholders that can be accepted. We believe the decision on maximum dilution should be a shareholders decision, while the decision and responsibility for the actual terms of any such compensation program should rest with the Board. Any regulation on employee ownership would restrict and reduce the ownership rights of shareholders.</p>  |
| 155 | AT | E | IV - Industriellen Vereinigung  | 3  | <p>Wir stehen der Kapitalbeteiligung von Arbeitnehmern im Sinne einer stärkeren Identifizierung mit dem Unternehmen und einer zusätzlichen Motivation sehr positiv gegenüber und würden entsprechende Maßnahmen sehr begrüßen.</p> <p>Auf gesellschaftsrechtlicher Ebene ist dies im Bereich der Aktiengesellschaften etwa die Klärung von Möglichkeiten der langfristigen Stimmrechtsbündelung bei kollektiv verwalteten Kapitalbeteiligungsmodellen. Eine steuerrechtliche Förderung von Kapitalbeteiligungen der Mitarbeiter ist zwar nicht Voraussetzung für die Umsetzung derartiger Modelle aber sehr wohl eine wesentliche Unterstützung für die weitere Verbreitung. Die derzeit sehr unterschiedliche diesbezügliche Praxis in Europa bestätigt diese Annahme. Die vergleichsweise höhere steuerliche Förderung von Kapitalbeteiligungen in Großbritannien, Frankreich oder auch den Niederlanden ist sicherlich auch ein Grund für die in diesen Ländern stärker verbreitete Kultur von Mitarbeiterkapitalbeteiligungen. Die betriebswirtschaftlich, aber auch volkswirtschaftlich gesehen positiven Auswirkungen von Kapitalbeteiligungsmodellen lassen eine verstärkte steuerliche Förderung sinnvoll</p> |

|     |    |   |  |  |
|-----|----|---|--|--|
|     |    |   |  | <p>erscheinen. Dies kann, je nach Ausgestaltung nationaler Steuersysteme, über den Weg von abgabenfreien Verwendung von Entgeltbestandteilen (derzeit zB UK, NL), abgabenfreie Zuwendungen seitens des Arbeitgebers bzw. abgabenfreie Nutzung von Preisreduktionen (dzt. zB A, D) oder auch Systeme der nachgelagerten Besteuerung sein (dzt. zB PL). Die teilweise Ersteinführung und andererseits Erhöhung von bereits bestehenden steuerlichen Anreizen würde die für die Gesamtentwicklung der europäischen Gesamtwirtschaft sinnvolle Ausbreitung von Mitarbeiterkapitalbeteiligungen sicherlich wesentlich fördern.</p> <p>Auf europäischer Ebene sind in Anbetracht der zunehmenden Vernetzung der europäischen Wirtschaft Maßnahmen zu setzen, die eine grenzüberschreitende Umsetzung von Kapitalbeteiligungsmodellen vor allem in international tätigen Konzernen erleichtern. Derzeit sind die beträchtlichen Unterschiede in der Steuergesetzgebung, aber auch in Teilen des Gesellschaftsrechtes (etwa bei Stimmrechtsbündelung), oft ein wesentliches Hindernis für die Ausrollung internationaler Aktienbeteiligungsmodelle. Unter Respektierung der nationalen Steuerhoheit könnte die wechselseitige (auch steuerrechtliche) Anerkennung von Aktienbeteiligungsmodellen ein Weg zur Förderung grenzüberschreitender Modelle sein. Ein am Sitz des Konzerns zugelassenes Modell könnte so, kosten- und verwaltungseffizient, die Basis für die europaweite Einbindung von Tochterunternehmen sein.</p> |
| 156 | FR | C | Jeantet Advocates                            | 1<br><u><b>Short answer: The French system regarding incentives and shareholding is adequate although a stable tax treatment of such mechanisms would be welcome.</b></u>  |
| 158 | SA | E | JSE - Johannesburg Stock Exchange            | -1<br>We strongly believe that it would be inappropriate to have mandatory legislation regarding share ownership for employees. The relationship of an employee is very different to that of a shareholder. It is the responsibility of the board to consider implementing share incentive schemes as part of the remuneration package of the executive directors and other key employees. A 'one size fits all' approach would be inappropriate.  |
| 159 | PL | S | K Grabowski - Independent Expert             | -2<br>I would be very cautious with developing this concept, taking into account the Polish experience with several privatization processes. This experience leads to the conclusion that in almost every case when employees are granted special rights to obtain shares for free or at a lower price (and without such a condition I cannot imagine how employees could be really interested in such a program), they are the first to sell the shares when they need money or when share prices go down, and no regulations or time limitations can stop that. Therefore in my opinion such a solution could lead only to aggravating the short-termism problem described earlier in the Green Paper.   |
| 171 | UK | S | NAPF - National Association of Pension Funds | -1<br>We do not believe there is a need for active promotion of employee share ownership at EU level. Whilst we do believe that employee share ownership can be an effective means for aligning the interests of the company with its shareholders, we acknowledge that it can also give rise to issues, including conflicts of interest. In some cases, employee share ownership can be used to entrench management. We therefore   |

|     |    |   |   |    |   |
|-----|----|---|---|----|---|
|     |    |   |   |    | <p>see a need to ensure that issues associated with voting rights are addressed (for example, by ensuring that voting is not conducted in-house. Also, we would not favour the promotion of employee share ownership where this is likely to be excessively dilutive.</p> <p>Ultimately, the company should determine the appropriateness of share ownership plans, with appropriate disclosures made to shareholders.</p>  |
| 173 | NO | C | NBIM - Norges Bank Investment Management                  | 1  | <b>NBIM is in favour of employee share ownership that encourages greater sense of loyalty and responsibility to the company, but believes this is best undertaken at a company level.</b>   |
| 179 | AT | U | OGB - Österreichischer Gewerkschaftsbund                  | 1  | <p>Kapitalbeteiligungen von ArbeitnehmerInnen sind nicht generell zu empfehlen, sondern nur dann, wenn definiert ist, welche personalpolitischen Ziele damit verfolgt werden und ob sich eine Beteiligung als geeignetes Instrument dafür herausgestellt hat.</p> <p>Dazu ist die individuelle Beurteilung der Rahmenbedingungen, der wirtschaftlichen Situation des Unternehmens, der finanziellen Leistungsfähigkeit der betroffenen Beschäftigten sowie der Ziele des Modells Voraussetzung.</p> <p>Dienen Mitarbeiterbeteiligungen zum Aufbau von strategischem Eigentum, müssen zusätzlich Instrumente zur Bündelung von Stimmrechten eingerichtet werden. Stimmrechtslose Anteile lehnt der Österreichische Gewerkschaftsbund strikt ab. MitarbeiterInnenbeteiligungsmodelle dürfen zudem keinesfalls kollektivvertragliche Gehaltsverhandlungen ersetzen und dürfen nur im Einverständnis der Kollektivverhandlungspartner umgesetzt werden. Darüber hinaus müssen Aktienoptionen für AufsichtsrätInnen und Vorstände verboten werden, da durch diese Instrumente die kurzfristige und spekulative Ausrichtung der Unternehmenssteuerung gefördert wird.</p> |
| 183 | PL | E | PKPP Lewiatan Confederation of Private Employers          | -1 | <b>In PKPP Lewiatan's opinion there is no need to regulate the subject matter on EU-level.</b>  |
| 188 | UK | C | Railpen Investments                                       | 3  | <b>We are in favour of employee share ownership providing existing shareholders are not diluted excessively, and governments may have a role in encouraging employee share ownership through tax incentives.</b>  |
| 189 | DE | P | Regierungskommission Deutscher Corporate Governance Kodex | 1  | <b>Maßnahmen zur Förderung der Kapitalbeteiligung von Arbeitnehmern und können durchaus im Interesse der Unternehmen sein. Systematisch sind sie indes nicht im Corporate Governance Rahmen der EU anzusiedeln.</b>   |
| 190 | LU | S | Rick Minor - Lawyer                                       | -2 | No.   |

|     |    |   |  |    |  |
|-----|----|---|--|----|--|
| 199 | DE | C | Siemens                                  | 3  | Die Beteiligung der Mitarbeiter und Führungskräfte aller Einkommensstufen am Unternehmenserfolg durch Mitarbeiteraktien und aktienorientierte Vergütungssysteme unterstützt die Identifikation mit dem Arbeitgeber, stärkt die Bereitschaft zur Übernahme von Mitverantwortung und honoriert Betriebstreue. Als zusätzliches Anreizsystem fördert eine aktienorientierte Unternehmenskultur den Erfolg eines Unternehmens. Die Förderung der Kapitalbeteiligungen begrüßen und unterstützen wir. Wir regen deshalb an, die <b>steuerlichen Privilegierungen</b> für den Erwerb von Mitarbeiteraktien und aktienorientierten Vergütungssystemen <b>auszuweiten</b> und europaweit <b>länderspezifische Hemmnisse abzubauen</b> .  |
| 201 | UK | C | SL - Standard Life                       | 3  | The Board supports the views set out in the Green Paper, which point to the benefits from employees' share ownership that help to sustain the long-term success of a company through an effective alignment of long-term interests. The Board supports well-structured corporate sponsored share ownership programmes which operate in accordance with generally accepted principles.  |
| 203 | UK | C | Smith & Nephew                           | 3  | We are committed to employee share ownership and operate all-employee share plans in well over 20 countries, including many European member states. We recognise that many other global companies operate similar global share plans for their employees although there are a number of challenges which arise out of differing tax systems and differing securities' regulations in different member states. This means that a standard tax efficient plan in one member state may not necessarily translate easily to another member state. We accept however that harmonisation of tax regimes across Europe is beyond the scope of this Green Paper. Other challenges relate to the ability of issuers to pay dividends in different currencies and the ease of selling resultant shares cross border. These last challenges can usually be met through the use of corporate nominee arrangements.<br>The Green Paper raises the issues of risks to employees in holding shares in their employing company should the employing company fail and the lack of diversification. We would note however that it is possible to structure all-employee share plans such as the UK SAYE Share Option Plan or the US Share Incentive Plan which provides some protection for employees through the use of limits as to the maximum amounts that can be paid into such plans and the ability (under the SAYE Plan) to have savings returned to individuals prior to options being exercised. |
| 204 | SE | E | SN - Confederation of Swedish Enterprise | -2 | The Green Paper indicates that the EU would regulate the ownership composition of listed companies. This would entail a compulsory watering down of the private ownership. The Confederation of Swedish Enterprise strongly opposes that any such measures are taken. The European Convention for the Protection of Human Rights and Fundamental Freedoms contains rules on the protection of property.<br><br>The question of whether the company should have new owners, and if so on what conditions, should be for the existing shareholders only to decide.   |
| 211 | SE | E | Swedish Bankers Association              | 1  | The existing regulations concerning shareholders are also applicable to employee shareholders. Our opinion is that those measures are sufficient.  |

|     |    |   |  |    |  |
|-----|----|---|--|----|--|
| 214 | AT | C | TelekomAustria                         | -2 | <b>Antwort:</b> Es sind keine weiteren gesellschaftsrechtlichen Maßnahmen zur Förderung von Kapitalbeteiligung von Arbeitnehmern zu ergreifen. Die Instrumente sind vorhanden. Zumeist scheitert die Umsetzung daran, dass derartige Beteiligungen steuerlich nicht sonderlich attraktiv sind. Hier könnten Vorschläge der Kommission an die Mitgliedstaaten, die steuerliche Attraktivität zu erhöhen, nützlich sein.   |
| 215 | UK | C | Tesco                                  | 1  | The UK Government has supported employee share ownership by allowing employees a limited exemption from certain taxes as encouragement to hold shares in their employing companies. Tesco also encourages employee share ownership and has several share schemes open to all employees. We believe the current approach in the UK to governance of share schemes works well and we would not support additional regulation which could complicate share ownership for our employees. |
| 220 | NL | S | VEB - Vereniging van Effectenbezitters | -1 | Although employee share ownership can lead to a keener eye for investors by listed companies, the VEB believes listed companies should decide for themselves what kind of remuneration should be made available to their employees. The VEB does not believe it necessary to take extra measures at an EU level.   |

-1 Die Kommission überlegt, ob Maßnahmen erforderlich seien, um die Kapitalbeteiligung von Arbeitnehmern zu fördern. Dies könnte sowohl den Zielen des Unternehmens einer Förderung der Motivation und Produktivität dienen als auch der Minderung sozialer Spannungen. Dem stehen aber auch beachtliche Risiken für die Arbeitnehmer gegenüber, die im Falle einer Beteiligung an dem sie beschäftigenden Unternehmen neben dem Arbeitsplatzrisiko auch noch ein Kapitalrisiko im Umfang ihrer Beteiligung tragen.

Wie die Kommission zutreffend feststellt, hat die Beteiligung von Arbeitnehmern am Produktivvermögen in den einzelnen Mitgliedstaaten eine unterschiedlich verankerte Tradition. Nicht zuletzt die unterschiedlichen Sozialversicherungssysteme sind zu berücksichtigen.

Das deutsche Aktienrecht kennt eine Vielzahl von Möglichkeiten, Arbeitnehmer bevorzugt am Kapital der jeweiligen Gesellschaft zu beteiligen. Auch gibt es im Rahmen der Förderung von Vermögensbildung und Alterssicherung eine Vielzahl von Anreizen. Dem steht allerdings immer noch gegenüber, dass sich die Altersversorgung der Arbeitnehmer ganz überwiegend aus dem umlagefinanzierten Rentensystem speist. Letzteres ist schon strukturell ein Hinderungsgrund für eine breitgestreute Anlage in Aktien.

Frage (23) ist deshalb wie folgt zu beantworten:

- Wegen der nationalen Besonderheiten sollten die Mitgliedstaaten jeweils für sich entscheiden, welche Maßnahmen zur Förderung der Kapitalbeteiligung von Arbeitnehmern sinnvoll und angemessen sind.
- Eine Regulierung auf europäischer Ebene ist nicht erforderlich.

|     |    |   |                                |    |   |
|-----|----|---|--------------------------------|----|---|
| 238 | ES | P | Ministerio de Justicia - Spain | 2  | <p>R. La respuesta a la pregunta depende de la aproximación que se haga de la participación financiera. Como se reconoce en el planteamiento de la cuestión puede ser un instrumento de financiación a disposición de las empresas (para su recapitalización o para resolver situaciones de crisis de liquidez de las empresas, que afecte negativamente a los intereses de los trabajadores en disponer de su salario como consideren conveniente). Pero también puede entenderse como un elemento de replanteamiento sobre bases nuevas de las relaciones entre la empresa y los trabajadores, como otra manera de entender el gobierno de la empresa y la responsabilidad social de la empresa, haciendo partícipes por esta vía, a los trabajadores en los resultados de la empresa como accionistas, sin perder su condición de trabajadores. En todo caso se debe advertir que esta vía, de alcance limitado en sus efectos participativos en el proceso de adopción de decisiones, no debe servir de justificación para negar los tradicionales derechos de información, consulta y eventualmente de participación de los trabajadores.</p> <p>En este sentido las experiencias francesa, alemana y de los países nórdicos podrían servir para impulsar desde la UE esta vía de participación.</p> |
| 247 | NL | P | Dutch Ministry of Justice      | -3 | <p>23. Er zijn naar Nederlands recht geen juridische belemmeringen voor aandeelhouderschap van werknemers. Tegelijkertijd lijkt het niet gewenst dat de wetgever werknemers tot aandeelhouderschap aanspoort, aangezien aandeelhouderschap ook vermogensrisico's met zich brengt. Nederland heeft geen behoefte aan Europese maatregelen.</p>   |