

Executive Compensation

Potential Payments Upon Termination or Change of Control as of March 31, 2021

Name	Change in Control with Termination (\$)	Change in Control and No Assumption of Award ⁽¹⁾ (\$)	Involuntary Termination without Cause or Voluntary Termination for Good Reason ⁽²⁾ (\$)	Retirement ⁽³⁾ (\$)	Death or Disability (\$) ⁽⁴⁾
Michael Hartung					
Base Salary Payment Continuation ⁽⁷⁾	700,000	—	700,000	—	—
Benefits Continuation ⁽⁷⁾	20,967	—	20,967	—	—
Bonus Payments ⁽⁸⁾	621,145	—	621,145	—	621,145
Vesting of Deferred Compensation ⁽⁶⁾	239,330	—	123,856	—	53,346
Vesting of Service-based RSUs ⁽⁹⁾	1,133,957	1,604,102	1,133,957	—	1,011,609
Vesting of Performance-based RSUs ⁽⁹⁾	261,375	1,804,634	261,375	—	—
Pro Rata Vesting of PSUs	—	—	—	—	278,056
Total	2,976,774	3,408,736	2,861,300	—	1,964,156
Scott Offer					
Base Salary Payment Continuation ⁽⁷⁾	629,200	—	629,200	—	—
Benefits Continuation ⁽⁷⁾	19,993	—	19,993	—	—
Bonus Payments ⁽⁸⁾	517,769	—	517,769	—	517,769
Vesting of Deferred Compensation ⁽⁶⁾	635,805	—	314,404	—	140,571
Vesting of Service-based RSUs ⁽⁹⁾	2,542,582	3,451,563	2,542,582	—	1,475,255
Vesting of Performance-based RSUs ⁽⁹⁾	959,005	3,634,352	959,005	—	—
Pro Rata Vesting of PSUs	—	—	—	—	405,512
Total	5,304,354	7,085,915	4,982,953	—	2,539,107

(1) The amounts shown represent the estimated value of the accelerated vesting of RSUs and PSUs (at target) following a change of control under the terms of our equity incentive plans, which assumes that such RSUs are not assumed or replaced by the successor corporation or its parent. If such awards are assumed or replaced in a change of control transaction, the vesting of such awards will not accelerate; provided, that the Compensation and People Committee may determine that awards under the Plans may be accelerated if the executive is involuntarily terminated within a certain period (not to exceed 18 months) following a change of control. PSUs may be accelerated on a pro-rata basis following a change of control. All amounts shown in this column represent the intrinsic value of the awards based on the closing price of our Ordinary Shares on March 31, 2021, the assumed date of the triggering event.

(2) The amounts shown represent, except for Ms. Advaiti, the estimated value of amounts payable under the Severance Plan subject to the participant entering into and complying with a Transition Agreement.

(3) For termination of service due to retirement, (i) RSUs granted starting in June 2020 will continue to vest; (ii) the PSUs will not terminate; and (iii) a pro-rata number of vested shares shall be issued to the executive upon the vesting of the award pursuant to achieving the performance criteria at the end of the original performance period. The amounts reported assume vesting at 100% of target shares.

(4) For termination of service due to death or disability, (i) RSUs granted starting in June 2020 will immediately vest in full, and (ii) PSUs granted starting in June 2020 will be pro-rated and immediately vest as follows: completed cycles will vest based on actual performance and unfinished cycles will vest at target. The amounts disclosed above are target amounts as the cycles have not yet been completed.

(5) Represents two years' continued payment of base salary and two years of target annual bonus amount, two years' continued vesting of outstanding equity awards and deferred compensation, two years' continued benefits coverage, and accelerated vesting of sign-on RSUs and deferred compensation awards.

(6) The amount shown represents the portion of the unvested balance of the executive's deferred compensation account that would vest in the event the executive is terminated by the Company without cause or resigns with good reason following a change of control of the Company (as defined in the 2010 deferred compensation plan) or the amount that would continue vesting upon an executive's retirement. No executive's deferred compensation account will vest upon a change of control (without any termination following such change of control).

(7) Assumes a 12-month transition period for illustrative purposes (actual transition period length may differ), during which the Company would continue base salary payments and maintain benefits.

(8) Represents payment of a pro-rated portion of the participant's annual bonus.

(9) Includes RSUs and PSUs that vest between April 1, 2021 to March 31, 2023.

(10) The amounts shown represent TSR PSU performance at target through March 31, 2021.