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## Services for corporate executives

Teaming up to address your needs



To address your complicated financial situation, we offer the breadth and depth of executive services you need without sacrificing the personal attention you deserve.

**Investment and Insurance Products are:**

- Not Insured by the FDIC or Any Federal Government Agency
- Not a Deposit or Other Obligation of, or Guaranteed by, the Bank or Any Bank Affiliate
- Subject to Investment Risks, Including Possible Loss of the Principal Amount Invested

# Tackling your complex financial issues

Because you are a corporate executive, your compensation package probably includes a significant portion of stock options, restricted stock, and other equity-based grants. As a result, you may face unique investment challenges such as:

- Navigating complex federal securities laws
- Complying with internal company trading policies
- Avoiding the potential for allegations of improper insider trading
- Minimizing negative market perceptions
- Managing your personal tax liabilities due to the complex nature of transactions involving company stock
- Managing a concentrated equity position in company stock

## A team to address your needs

The dedicated professionals on our Executive Services Team are experienced in addressing the concerns facing public company executives, key employees, and other corporate insiders. This team will work with your financial advisor, tax advisor, and legal counsel to help develop, implement, and execute all types of strategies and transactions involving company stock.

This approach lets the Executive Services Team take a comprehensive view of your situation to more effectively handle trades in your company stock within the standards and requirements you face and to help you meet your financial goals. Specifically, we can enhance your ability to diversify your portfolio by:

- Developing and implementing 10b5-1 trading programs
- Creating long-term selling strategies for your stock options portfolio
- Discussing strategies that can help you better manage your income tax exposure, particularly to the alternative minimum tax (AMT)

### **Managing your equity benefits**

For larger equity positions, our Executive Services Team, in conjunction with your financial advisor, can review and analyze your stock benefits. This review provides helpful information corporate executives need to make intelligent decisions regarding stock options. We can also discuss a tax-efficient sales plan and its potential effect on your overall financial strategy.

# You face challenges ... we offer potential solutions

You may have received stock-based benefits from your employer in a variety of forms and through various programs. Below we explore some of the most common stock-based benefits and strategies to help you better manage them. If your employer has granted you stock-based benefits, ask your financial advisor for more information and discuss strategies to help optimize this valuable type of compensation.

Challenges	Potential Solutions
<p>Insiders and 10b5-1 trading programs</p>	<ul style="list-style-type: none"> <li>• Being subject to allegations that your trades in company stock were executed based on “inside” information because you have access to material nonpublic information about your company</li> <li>• Navigating corporate trading policies, window periods, volume restrictions, and negative market perceptions when selling company stock</li> </ul> <p>A 10b5-1 plan:</p> <ul style="list-style-type: none"> <li>• Is a planned trading arrangement that provides significant flexibility in instituting a diversification plan</li> <li>• Enables you to execute a personal sales strategy regardless of company trading windows</li> <li>• Lets you engage in purchase or sell transactions, which can include option exercises, in a predictable and orderly manner</li> <li>• May provide an affirmative defense against insider-trading accusations</li> </ul>
<p>Stock options and other equity-based plans</p>	<ul style="list-style-type: none"> <li>• Knowing when to exercise</li> <li>• Understanding the potential tax implications of exercising/vesting</li> <li>• Dealing with issues that arise when ending employment with the company</li> </ul> <p>An option exercise plan:</p> <ul style="list-style-type: none"> <li>• Includes trading strategies to match future personal income needs with expected earnings</li> <li>• Helps manage income tax exposure, particularly to the AMT</li> <li>• Helps with planning for retirement or separation from service</li> <li>• Helps ensure quality trade executions</li> </ul>
<p>Restricted and control stock</p>	<ul style="list-style-type: none"> <li>• Being subject to: <ul style="list-style-type: none"> <li>– Section 16 of the Securities Exchange Act of 1934</li> <li>– SEC Rule 144</li> </ul> </li> <li>• Coordinating the seller (you), the issuer, and an investment professional when selling company stock</li> </ul> <p>Wells Fargo Advisors:</p> <ul style="list-style-type: none"> <li>• Provides our executive clients a level of service we believe is unique in the industry</li> <li>• Coordinates your financial advisor’s and our Executive Services Team experts’ efforts to help ensure smooth and efficient transactions</li> <li>• Will communicate directly with your general counsel (if necessary) to help build and maintain an open relationship to facilitate your company stock sales</li> </ul>
<p>Large position in company stock</p>	<ul style="list-style-type: none"> <li>• Needing diversification and risk management in your investment portfolio</li> <li>• Dealing with company trading restrictions</li> </ul> <p>A concentrated equity plan:</p> <ul style="list-style-type: none"> <li>• Includes one or more strategies that can help you diversify in a tax-efficient manner</li> <li>• May involve: <ul style="list-style-type: none"> <li>– Gradually selling and repositioning</li> <li>– Gifting highly appreciated positions</li> <li>– Using net unrealized appreciation (NUA) tax rules in conjunction with a 401(k) distribution</li> <li>– Using complex derivative instruments to mitigate risk</li> </ul> </li> <li>• Should be considered and evaluated in coordination with your corporate trading policy</li> </ul>

### Benefiting from our trading expertise

Wells Fargo Advisors provides a robust trading platform that uses technology along with a team of experienced traders to respond to changing market conditions. We have direct access to exchanges, algorithms, dark pools, market makers, and floor brokers to enhance our execution strategies. With no proprietary trading, our experienced traders are exclusively focused on receiving the best possible executions for our clients through efficient trading strategies that aim to reduce market impact and execution costs.

Our suite of available algorithms covers the spectrum from stealth to aggressive participation while using sophisticated short-term price and volume forecasting in an effort to improve executions. These are examples of strategies we might employ when executing your trades:

- Volume participation — Participate in the marketplace at a desired rate (percentage of volume).
- Dark markets — The logic in the algorithms allows for discovery of hidden liquidity through access to a variety of dark pools.
- Volume weighted average price (VWAP) — Designed to trade against a benchmark of the VWAP. Algorithms leverage quantitative techniques to forecast volume and price to match (on a best efforts basis) their respective benchmarks.

Our top priority is excellence in execution and superior service.

## The right firm for you

Whatever your situation, you need to know you're in the hands of a firm that:

- Has experience with addressing executives' needs and handling stock trades for executives
- Will take a team approach to addressing your objectives
- Will develop customized strategies targeting the challenges you face

We understand that the challenges and opportunities facing corporate executives are unlike those confronting the typical investor. That's why you'll find that we're uniquely qualified to help you meet your financial goals. We provide the services and strategies you need and the one-on-one attention you deserve.

Diversification cannot eliminate the risk of fluctuating prices and uncertain returns.

*Wells Fargo and Company and its Affiliates do not provide tax or legal advice. This communication cannot be relied upon to avoid tax penalties. Please consult your tax and legal advisors to determine how this information may apply to your own situation. Whether any planned tax result is realized by you depends on the specific facts of your own situation at the time your tax return is filed.*

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