



EUROPEAN FEDERATION OF EMPLOYEE SHARE OWNERSHIP

**HM Revenue and Customs
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Dear Sir,

Consultation: Office of Tax Simplification's report on tax advantaged employee share schemes

The European Federation of Employee Share Ownership (EFES) fully supports efforts to develop employee ownership in the UK and all other European countries.

The main aim of the EFES is to promote the development of employee ownership across Europe, as a means of progress and productivity for companies, a means of improved economic and social performance, and a means of employment enhancement. The EFES is an open organization acting as the umbrella organization of employee owners, companies and all persons, trade unions, experts, researchers, institutions looking to promote employee ownership and participation in Europe. The EFES was recognized by the European Commission (DG Enterprises & Industry) as European Business Representative Organization in the field.

The EFES is a European organization located in Brussels, with the statute of an international not-for-profit association. It gathers organizations, companies and individuals in all countries of the European Union. Its Board of Directors consists of representatives of organizations and companies from all EU countries. It also works in partnership with similar organizations in all other regions of the world (including USA, Australia, Asia, Africa and others).

Members and partners of the EFES are:

- Almost all organizations promoting employee share ownership, associations and federations of employee owners in European countries.
- Top companies like British Telecom, EADS, Voestalpine, France Telecom, Vivendi, Mondragon Corporación Cooperativa, etc. as well as small and medium sized ones.
- Trade unions and representatives of workers' unions (CISL, CGT, DirCredito, UIL, etc.)
- Experts and consultants.
- Almost all researchers and university centres working in the field.

What should be done - simplification

Of course, things should be done regarding employee ownership in SMEs.

However, something should also be done regarding employee ownership in large companies.

A conclusion of the comparison between France and the UK (see hereafter), it is a fact that the French legislation appears to be much more effective with regard to employee ownership in large companies. French employee owners held 5.04% in 2011, while British ones held only 2.49%.

This difference of 2.55% represents 55 billion Euros of missed opportunities for British employees.

Knowing that the John Lewis Partnership net assets amounted to £2009 million last year, or roughly 2.550 million Euro, it means that the UK would have to set up some 20 additional John Lewis Partnerships before the difference with French rates could be removed.

In other terms: The democratization rate of employee ownership is 51.5% in France compared to 33.6% in the UK. With the French rate, the UK could have 4 million employee owners as opposed 2.6 million now, a difference of 1.4 million. Considering the 80.000 employees in John Lewis, the UK should need 17 new additional John Lewis Partnerships to achieve that.

Which major simplification should be done?

When comparing British legislation and the French ones, it seems obvious..

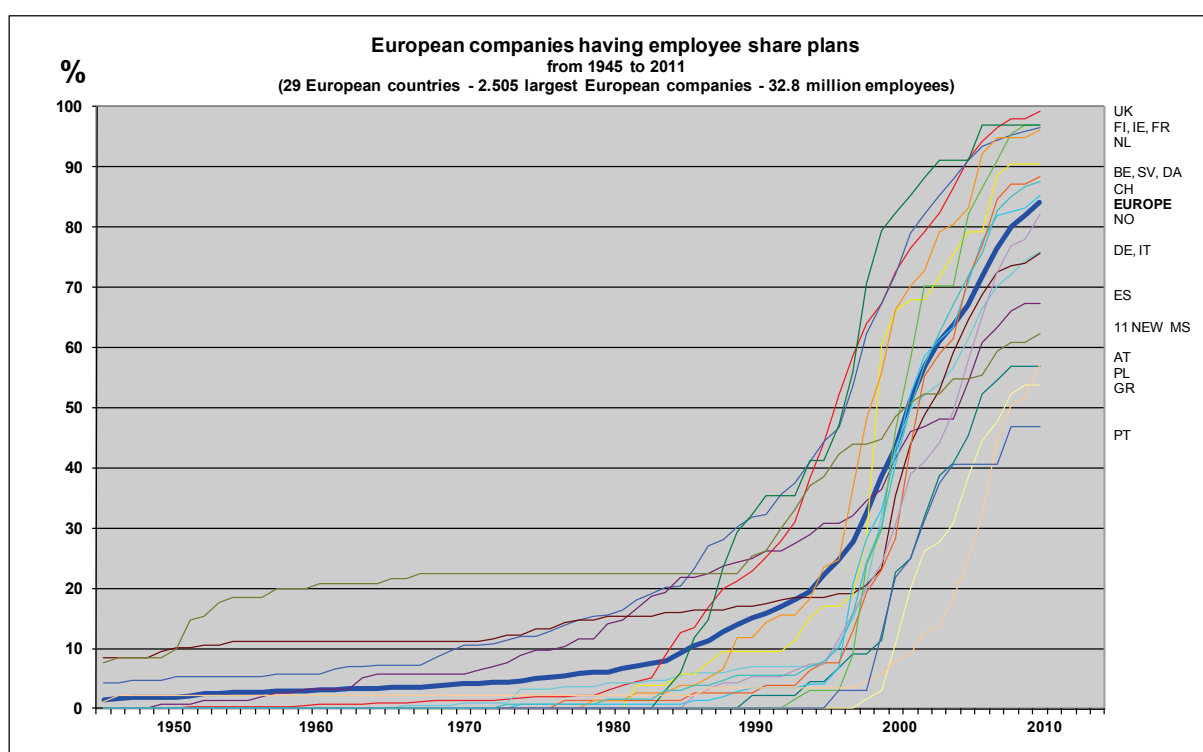
When launching a new employee share plan in France, employees typically receive shares from the first day. These shares are usually blocked for 3-5 years, but employees are fully participating shareholders, getting dividends and voting rights.

On the contrary, when launching a new employee share plan in the UK (for instance the most popular SAYE plan), employees typically get options, and 3-5 years have to pass before they can exercise their options and maybe get shares.

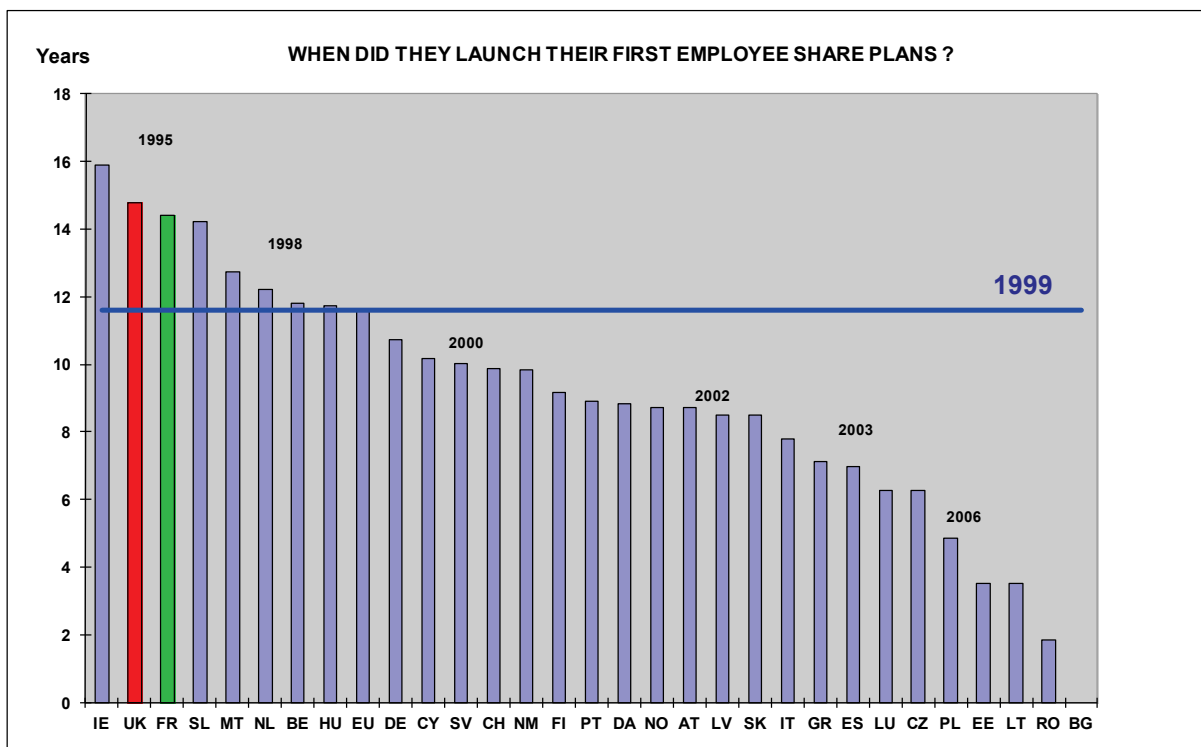
This simple difference is probably what makes British legislation much less effective than the French system.

Comparing France and the UK

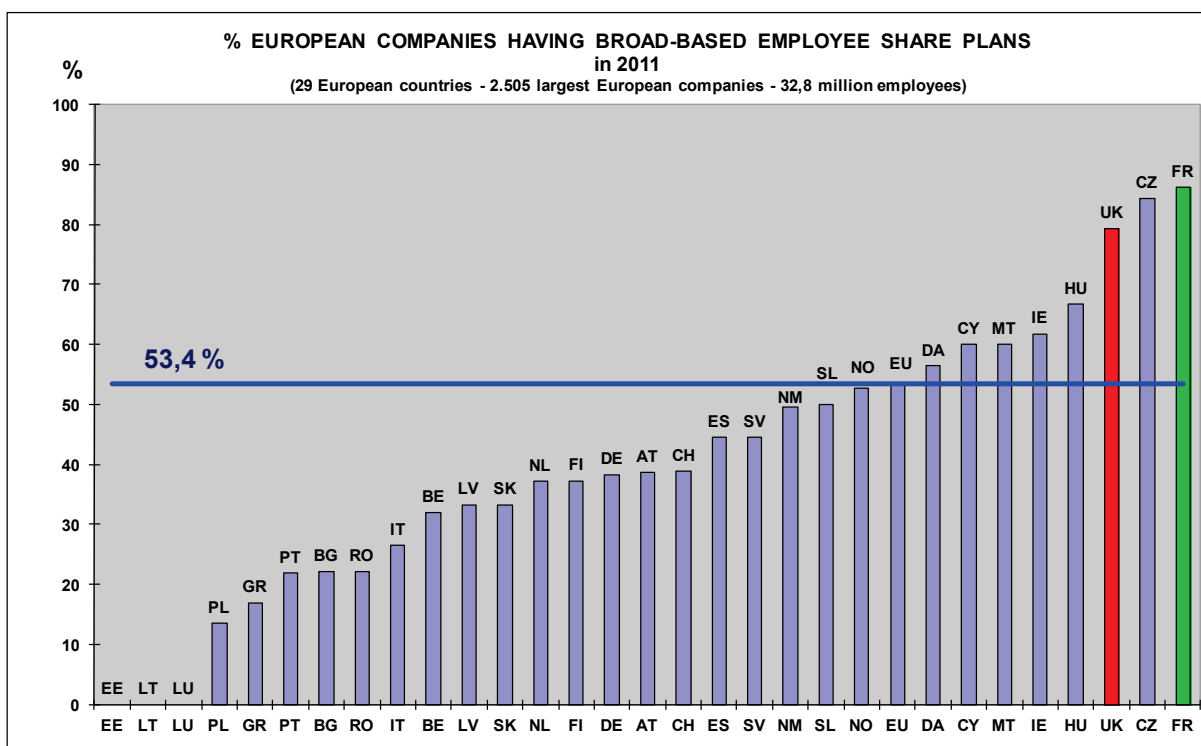
Employee ownership is developing and growing in all European countries. The UK and France were the leading countries in this move, as can be seen in the following graph, showing the extent to which companies (in percentage terms) had employee share plans from 1945 to 2011:



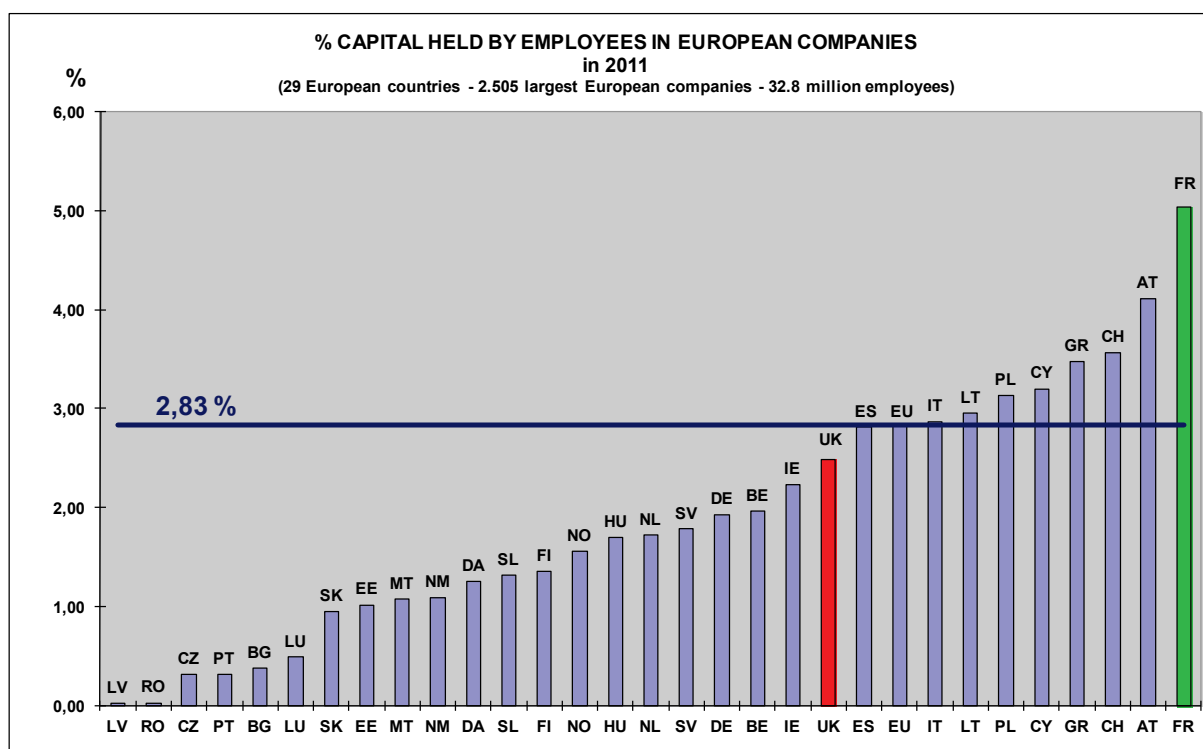
On average, companies in the UK and in France launched their first employee share plans at the same time in 1995 (including Britain's John Lewis trust mechanism in 1929) as can be seen here:



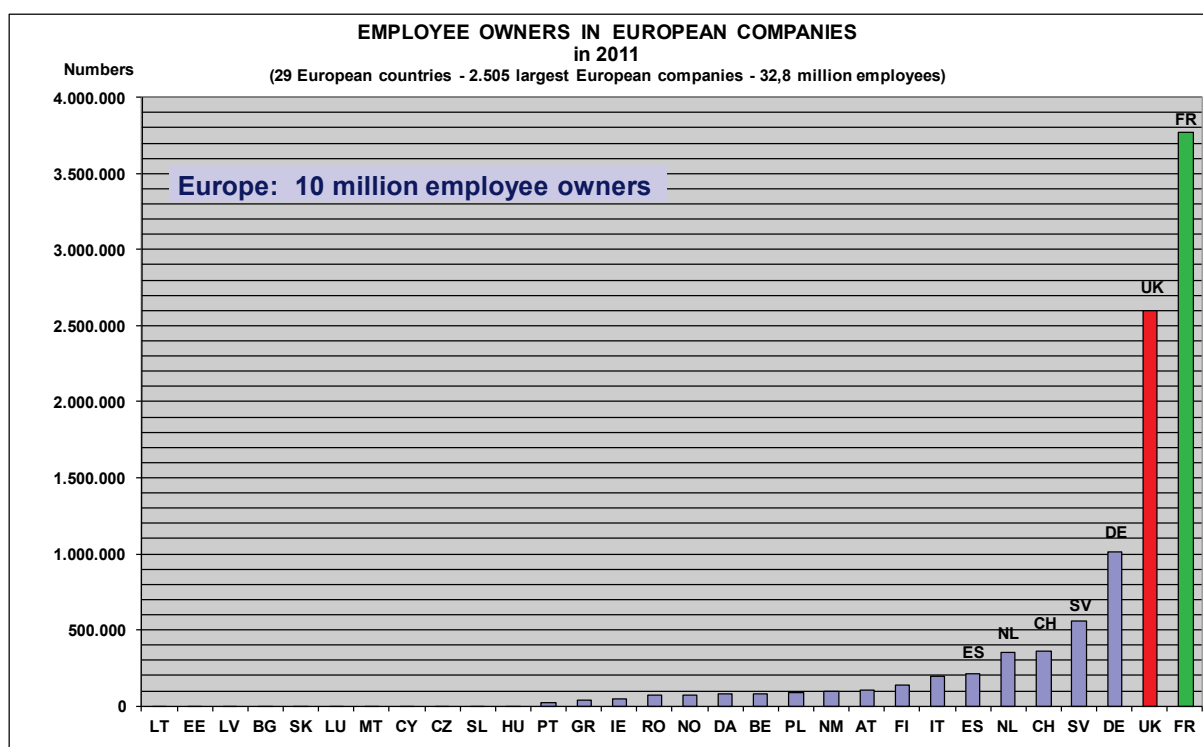
Today, most large companies have broad-based employee share plans in both countries. While 53.4% of companies are doing so in Europe, it is 80 to 90% in the UK and in France:



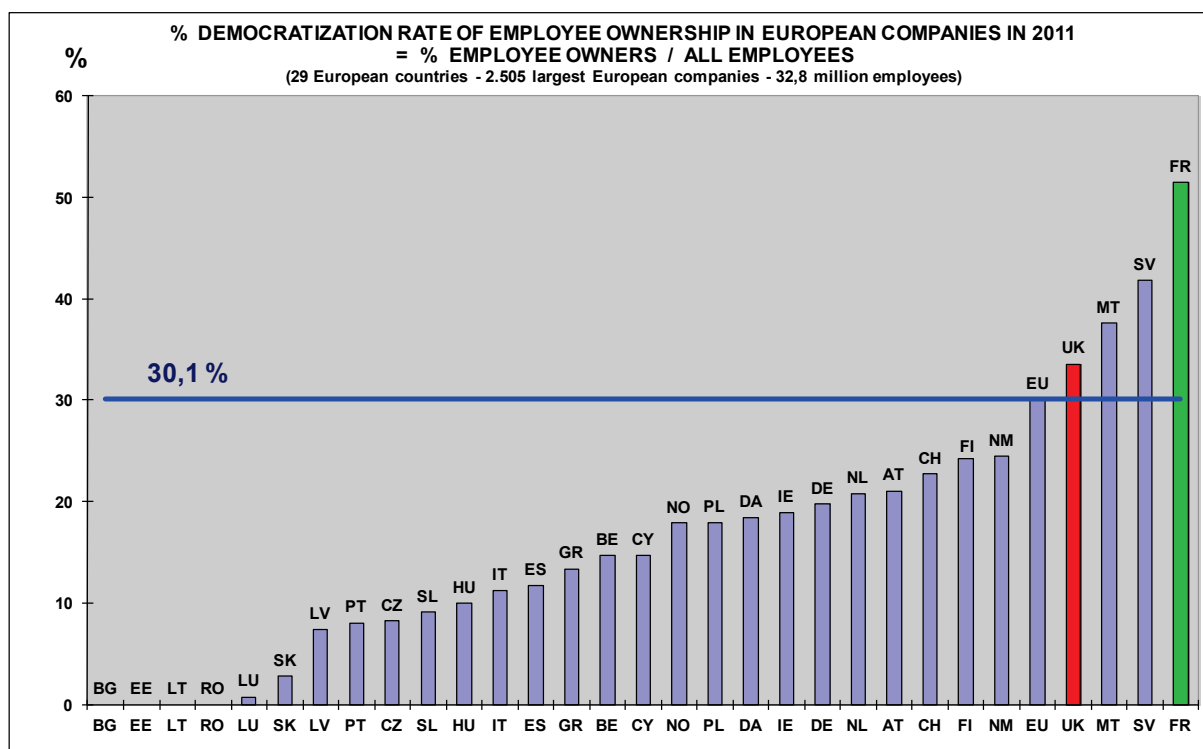
However, some 15 years after the first plans were launch, results look quite different in the UK and in France. Considering the capitalization held by employee owners, it is 2.83% in Europe, but it is 5.04% in France compared to 2.49% in the UK – only one half:



In addition, the number of employee owners is much higher in France than in the UK. Today, France tells 4 million employee owners compared to 10 million across Europe, while it is only 2.6 million in the UK:



Finally, the democratization rate of employee ownership (the percentage of employee owners amongst all employees) is still much lower in the UK than it is in France:



As a consequence, it has to be noticed that employee owners' involvement in corporate governance seems growing stronger in France than it was in the UK.

Employee ownership in SMEs

Of course, things should be done regarding employee ownership in SMEs.

We think the Nuttall Review is going in the right direction here.

However, considering employee ownership in SMEs, we see the US ESOP model as clearly the best.

This is why we ask the British Government and others in Europe for implementing a European ESOP model (see appendix: Political Roadmap for employee ownership in Europe).

It should be understood that the major reason for success of the ESOP model in the US are tax benefits, and especially the fact that ESOP companies are free of taxation on profits.

This is the reason why employees can buy their business through an ESOP with a bank loan, which will be later reimbursed thanks to the untaxed profits of the business.

In conclusion, we wish you full success for the promotion of employee ownership in the UK.

Yours faithfully

Marc Mathieu
Secretary General

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Appendix:

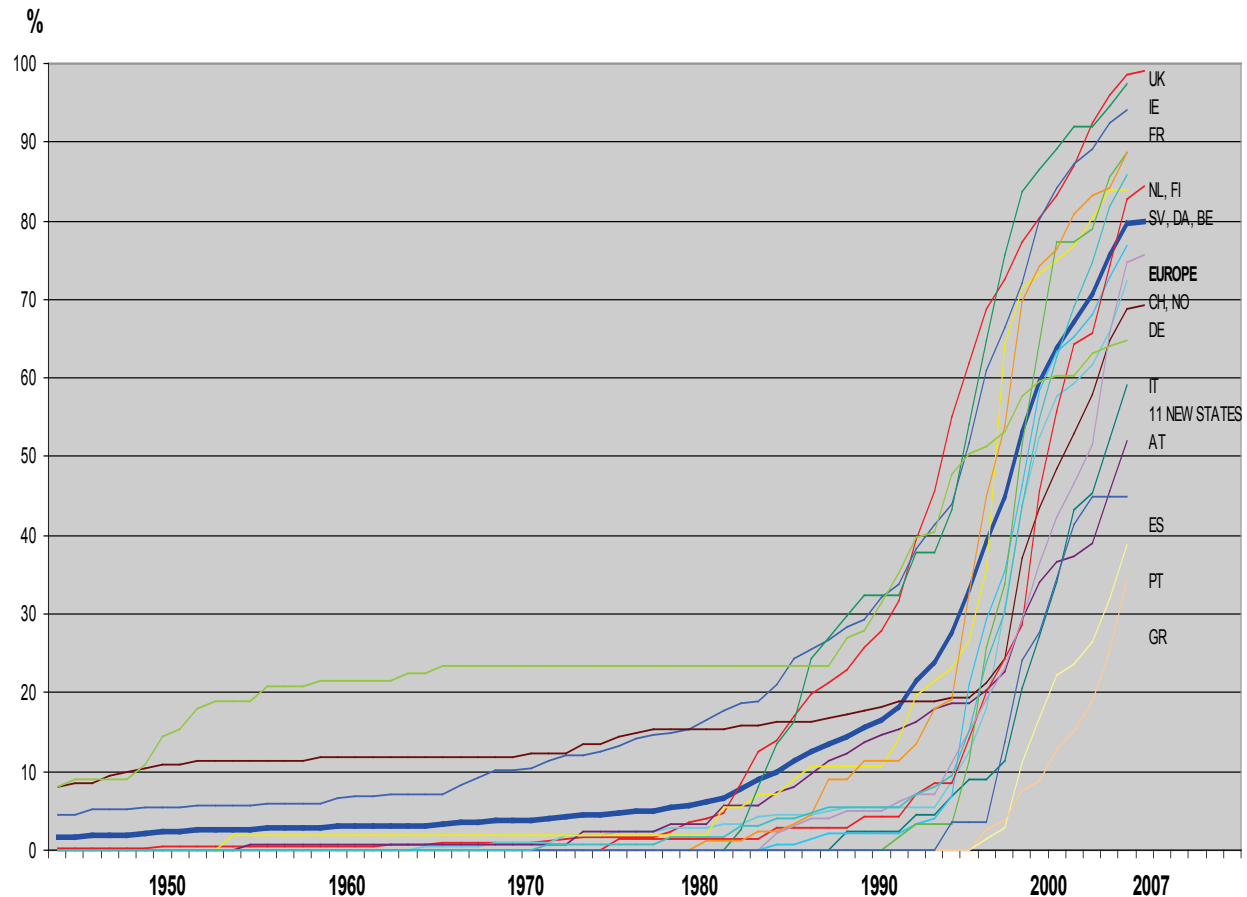
A political roadmap for employee ownership in Europe

What should be done at European level to promote the development of transnational employee share plans across Europe? Should we set up a European model for employee financial participation?

These are the questions answered by Marc Mathieu, Secretary General of the European Federation of Employee Share Ownership, within the framework of the French Presidency of the European Union, organised by the MEDEF in Paris on October 17, 2008.

The answer can be seen as a roadmap for employee ownership in Europe on the threshold of 2009.

Let's first and beforehand have a look at the picture of the development of employee share plans in large European companies. This is highly fascinating. It is a general movement, involving all large companies in all countries. A strong, quick and sudden movement. 10% of all large European companies had employee share plans in 1986, 20% in 1994, 40% in 1999, 80% in 2006... When considering recent trends, we can predict that employee ownership is likely to double within the next few years.



Based on this observation, our answer rests on 6 points, Marc Mathieu said.

1. Question number one: Europe must be given competence in the matter. But it is not the case so far. As we can see it all large companies are going in the same direction, in all countries. However, when considering the states, it is still everyone for himself. This general trend does not get any political accompaniment. In a number of states you do have legislations but even there, such legislations and share schemes are of unequal quality. Giving Europe competence means giving Europe a policy, a budget, an administrative body... This is the heart of the matter!!! The development of employee ownership has to be encouraged. Employee ownership should more effectively be associated to the governance and management of European companies.

2. Do we need what you call a "European model"? Yes we do. But let's be quite clear about it. France has now a 50-year-old excellent legislation. The United Kingdom has now a 30-year-old excellent legislation. Is France going to put its excellent legislation aside? Are French companies going to abandon their schemes for a new model, even a European one? Of course not. French companies will continue to work first with their basic schemes, those being available for most employees at their main location, and thereafter extrapolate and translate to their other locations in other countries. And this is precisely the place for a common model. Instead of translating in 26 other ways we should have a single, complementary model, available in all countries.

3. Of course, neither the UK nor France would give up decades of excellent legislation. Nevertheless, at the same time, France and UK are the first countries concerned as they host 40% of all large European companies! So the third pillar of my answer is the following one: Reciprocity and mutual recognition. French companies should be allowed to implement their own schemes in the UK, while British companies should be allowed to implement their schemes in France. France and the UK should work hand in hand to that end. You are the parties principally involved, you also both have the most complex and excellent legislations, which you would not give up. I think it is essential that the main parties concerned should develop ways of mutual recognition.

4. What should the above mentioned single European model be like? We can draw our inspiration from the Renault "Logan" model. It is rustic, robust, all-purpose, cheap... This is what we need in Europe. You cannot transfer 50 years of good legislations overnight. Trying to do so would generate monsters. You have to work block by block as in a "building block" approach, with simple blocks. What would be the "Logan" model for employee ownership, the simple, basic block? It should be possible for an employee in each European country to purchase shares in his company, up to 5.000 €, every year, with a 20% discount free of tax and social security. This is the simple model that should be available in all countries. This could be a big step forward for Europe.

5. Let's compare several European countries with respect to this basic 5.000 € block with a 20% discount free of tax. This is far below France or the UK. On such scale, you can see France with 22.000 €, the UK with 12.000 € while many countries have no legislation at all and others are far below: Norway 950 €, Austria 2.500 €... Here is why we urge the European states to take action, with some good success: Slovenia, for example, voted a legislation in February 2008. Until now, Germany was at 650 € (compared to the 5.000 € we are discussing here). It will move to 1.800 € in 2009. It may seem low but it is really a good step forward. Austria will probably move from 2.500 to 5.000 € in the near future. Now it is time for Italy and Spain to wake up !!!

6. My sixth point deals with the SMEs. The USA had a stroke of genius 35 years ago when adopting the ESOP (employee stock ownership plan). This model applies mainly to the transmission of businesses to employees (transmission of family-owned business, rescue of failing businesses). Of course, it can also be implemented in other cases, but this is the biggest part. In this way, in 35 years, the USA were able to develop a strong employee ownership culture, combining information, spirit, finance and management on a wide scale.

There is nothing like this in European countries. Here, we are still on free, open field, all European states being even. This could make things easier.

Of course, you can transfer employee financial participation schemes from large companies to small and medium sized ones (for example the French "intéressement"); it could probably do no harm but this is not the right issue. The needs, the key issues of SMEs are not the same as of the ones of large companies. Schemes, employee participation plans, legislation are totally different. Of course, you can try to transpose, but it is not the right issue, you need something else. This is what the USA did and this is what we lack in Europe. Therefore, here also, there is a space for a European model. We encourage Europe to promote a "European ESOP". For the rebuilding that will follow the present crisis, it will be an extraordinary asset for the USA. We need that too.