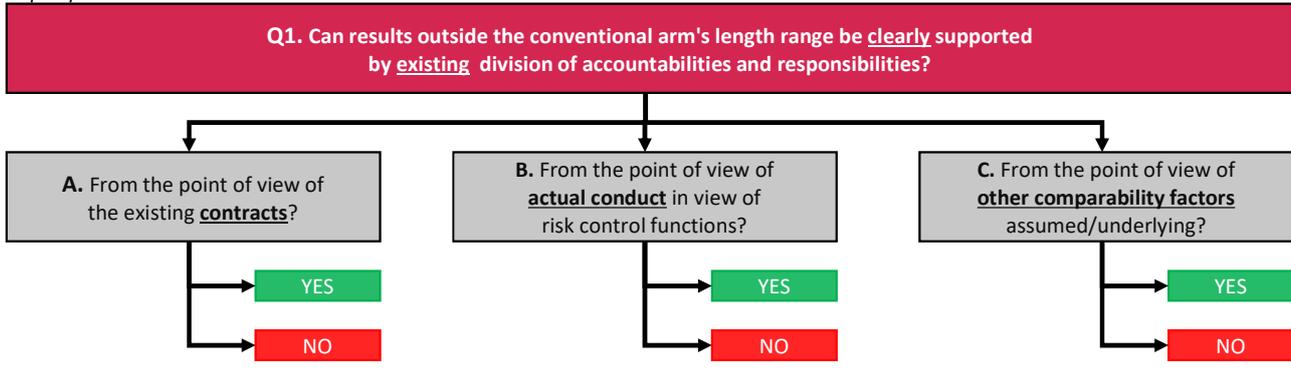


*Below scheme represents theoretic ideas and argumentation, to be tested on a factual, case by case basis. Note that some ideas and argumentation are to be developed incrementally. Further counsel is advised before implementation.*

holistic perspective



**Interpretation(s)**

- A**
  - YES: Specific risks materializing are in nature / obligations contractual accountability of party; No 'force majeure' escape
  - NO: Type of specific risks materializing not clearly allocated contractually <> 'Force majeure' escape for ordinary obligations
- B**
  - YES: Specific risks materializing in nature actually (partly) controlled by party (and having financial capacity for EL/UL)
  - NO: Specific risks materializing in nature not (partly) controlled by party (and/or not having financial capacity for EL/UL)
- C**
  - YES: Delta transaction characteristics, economic circumstances, business strategies?
  - NO: Delta transaction characteristics, economic circumstances, business strategies?

A	B	C
YES	YES	YES
NO	YES	YES
YES	YES	NO
NO	YES	NO
YES NO	NO	YES NO

**Potential argumentation/Recommendation**

- Defend results without range adjustment = **hard bargain** / MoU + Doc + Q2?
- Defend results as hard bargain / MoU + Amend contract + Doc + Q2
- Defend results as hard bargain / MoU + Amend contract? + Doc + Q2? + Q3?
- Defend results as hard bargain / MoU + Amend contract + Doc + Q2? + Q3?
- Go to Q2** when no clear hard bargain > mutual consent needed/desired



**Interpretation(s)**

- A**
  - YES: Generally, group perspective (on the whole) is to be ignored; Yet, some exceptions: global value chain delta, and synergies or fin.trans? =Q3ish
  - NO: We assume no one will make deviations that envisage making the group as a whole worse off
- B**
  - YES: Generally, the shareholder perspective is to be ignored - yet, use implicit support argumentation? =Q3ish
  - NO: We assume no one will make deviations that envisage making the shareholder worse off
- C**
  - YES: Deviation from standard policy can be supported to each party's **Options Realistically Available (ORA)**
  - NO: Hard bargain position on one side of the transaction overly difficult to overcome?

A	B	C
YES NO	YES NO	YES
YES NO	YES NO	NO

**Potential argumentation/Recommendation**

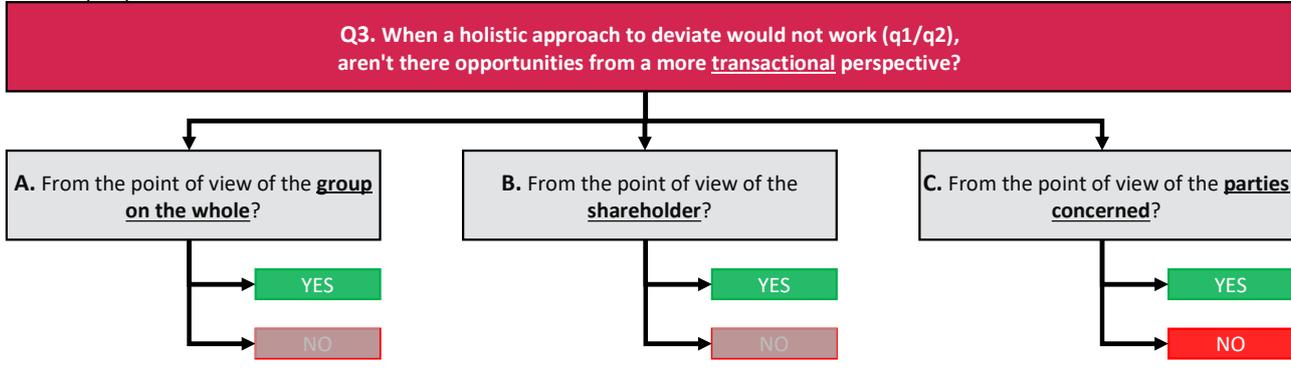
- Delta Global Value Chain (GVC):** Use expected permanent delta in relative FRAs to change TP (fully)
- Defend deviation through individual ORAs = **ORA / soft bargain** / Addendum + Doc + Q3?
- Seek recourse in exceptions of group/shareholder perspective + Transactional: **Go to Q3**

COVID-19 'IN-CRISIS' TP RESPONSE FRAMEWORK

*Below scheme represents theoretic ideas and argumentation, to be tested on a factual, case by case basis. Note that some ideas and argumentation are to be developed incrementally. Futher counsel is advised before implementation.*

holistic perspective

↓  
transaccional perspective



**Interpretation(s)**

- A**
- YES** Synergies: Alloaction of specific negative synergies? / Fin.Trans: Treasury Ops?
- NO** We assume no one will make deviations that envisage making the group as a whole worse off
- B**
- YES** From an implicit support point of view, the shareholder would arguably intervene (not only with equity)
- NO** We assume no one will make deviations that envisage making the shareholder worse off
- C**
- YES** Deviation from standard policy on auto-pilot can be supported to each **ORAs**
- NO** We cannot imagine there would not be any transaccional consideration that would fit the facts

A	B	C
YES	YES NO	YES NO
YES NO	YES	YES NO
YES NO	YES NO	YES

**Potential argumentation/Recommendation**

- Synergies:** Allocation of negative synergies when concerted action can be argued
- Financial Transactions:** Make use of new presumption that treasury is mere C+ entity
- Implicit support:** Effective shareholder (equity/non-equity) intervention
- Various transaccional solutions to manage profit allocation and/or liquidity management:** Operational measures and/or Financial Transactions

**Overarching Qs:**

**Q4. Does the solution represent a "business restructuring"? If so, compensation?**

**Q5. Temporary solutions: What does this mean for post-crisis policy, a two-edged sword?**

**Q6. After-crisis dispute resolution mechanisms, a long-term blessing?**

**Q7. When is it time to act?**