

# 2023 · WHAT ISSUES SHOULD I CONSIDER REGARDING MY INCENTIVE STOCK OPTIONS?

| GRANT ISSUES                                                                                                                                                                                                                                                                                                                                                                                                                                           | YES                      | NO                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| <p><b>Do you need help understanding the options granted to you?</b><br/>If so, consider reviewing your employer's stock plan, your grant agreement, and relevant forms used by your employer (e.g., for exercise and misc. elections).</p>                                                                                                                                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you need help determining the tax implications at grant?</b><br/>There are no regular or AMT income tax consequences at grant.</p>                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Are you subject to a vesting schedule?</b><br/>If so, consider the following:</p> <ul style="list-style-type: none"> <li>■ Monitor the expiration of relevant time periods or the achievement of performance goals that trigger or terminate your exercise rights.</li> <li>■ Note whether your options have an early exercise feature, and weigh the advantages and risks of exercising prior to vesting.</li> </ul>                            | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Will you be subject to clawback provisions?</b></p>                                                                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you need to review how termination of your employment (voluntarily or involuntarily), disability, or death might affect your interests under your plan?</b><br/>Be aware of rights tied to your status as an active employee, and be sure to plan around any foreseeable changes. In general, you have up to three months after terminating employment to make a qualifying disposition of shares (assuming the holding periods are met).</p> | <input type="checkbox"/> | <input type="checkbox"/> |

| EXERCISE ISSUES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | YES                      | NO                       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| <p><b>Do you need help determining the value of your interests?</b><br/>If so, consider the following:</p> <ul style="list-style-type: none"> <li>■ Compare the exercise price and the stock's current FMV to assess whether your options are "in the money" or "underwater."</li> <li>■ In addition to the potential bargain element and opportunity to share in any future stock appreciation, review the company's dividend policy and any potential tax benefits.</li> <li>■ Factor in a discount if the underlying shares are not marketable. (continue on next column)</li> </ul> | <input type="checkbox"/> | <input type="checkbox"/> |

| EXERCISE ISSUES (CONTINUED)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | YES                      | NO                       |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| <p><b>Do you need to assess your employer's future equity value and long-term viability?</b><br/>If so, be mindful of becoming overly financially dependent upon your employer (as your sole source of earned income and a potentially large percentage of your net worth).</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you need to confirm the status of your ISOs?</b><br/>Prior to exercise, consult with your plan administrator to ensure that your options do indeed qualify for ISO tax treatment. Note that if you make an IRC §83(i) election you will lose ISO status.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you need help determining the income tax implications of exercising vested options?</b><br/>If so, consider the following:</p> <ul style="list-style-type: none"> <li>■ There are no regular tax consequences at exercise.</li> <li>■ If you dispose of the stock in the same tax year as exercise, there are no AMT consequences.</li> <li>■ If you hold the stock throughout the tax year of exercise, the bargain element (i.e., the spread between the exercise price and FMV at exercise) is subject to AMT, and is a preference item in the year of exercise.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Are you permitted to early exercise and purchase stock before vesting?</b><br/>If so, consider the following:</p> <ul style="list-style-type: none"> <li>■ There are no regular tax consequences at exercise, but AMT will be due on the bargain element (i.e., the spread between the exercise price and FMV at exercise) in the year of vesting.</li> <li>■ If you make an IRC §83(b) election for AMT purposes within the deadline (filed with the IRS within 30 days of exercise, with notice to your employer), you can accelerate the recognition of AMT to the year of early exercise.</li> <li>■ Be mindful that no more than \$100,000 in share value of options that first become exercisable in any given year can qualify for ISO treatment. This limit is cumulative, so an early exercise feature could run the risk of NQSO treatment by the IRS for excess amounts as options become exercisable. (continue on next page)</li> </ul> | <input type="checkbox"/> | <input type="checkbox"/> |

# 2023 · WHAT ISSUES SHOULD I CONSIDER REGARDING MY INCENTIVE STOCK OPTIONS?

| EXERCISE ISSUES (CONTINUED)                                                                                                                                                                                                                                                                                       | YES                      | NO                       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| <p><b>Do you lack the funds necessary to do a cash exercise?</b><br/>If so, consider whether there are viable and favorable alternatives, including borrowing, a cashless exercise, or a stock swap. Be aware of the tax consequences of these strategies, which could result in a disqualifying disposition.</p> | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you want the flexibility to avoid double taxation in the event you may choose to sell within one year of exercise?</b><br/>If you exercise early in the calendar year, you maximize your window to make a disqualifying disposition in the same calendar year, and avoid AMT.</p>                        | <input type="checkbox"/> | <input type="checkbox"/> |

| SHARE OWNERSHIP & SALE OF STOCK ISSUES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | YES                      | NO                       |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| <p><b>Does your company require preclearance or have blackout or window periods that might affect your ability to trade your shares?</b></p>                                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you own unvested shares due to an early exercise?</b><br/>If so, consider the following:</p> <ul style="list-style-type: none"> <li>You are treated like other shareholders and may receive any dividends, vote (to the extent your shares are voting shares), and request company financials.</li> <li>The shares may be subject to a repurchase right if your employment is terminated prior to vesting. The price is generally the lower of the exercise price or the FMV at repurchase.</li> </ul>                                | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you need help understanding the tax consequences of the sale of shares acquired through your options?</b><br/>If so, consider the following:</p> <ul style="list-style-type: none"> <li>A "qualifying disposition" is a sale more than two years after the grant date and more than one year after the date of transfer of the stock upon exercise, and any gain receives favorable long-term capital gains tax treatment on the spread between the exercise price and the stock sale price.<br/>(continue on next column)</li> </ul> | <input type="checkbox"/> | <input type="checkbox"/> |

| SHARE OWNERSHIP & SALE OF STOCK ISSUES (CONTINUED)                                                                                                                                                                                                                                                                                                                                                                                                                                                      | YES                      | NO                       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| <ul style="list-style-type: none"> <li>If you sell the shares before meeting both of the above holding periods, this is a "disqualifying distribution," which loses the preferential tax treatment of an ISO. Any gains will be subject to a combination of ordinary income tax and capital gains tax (similar to a nonqualified stock option).</li> <li>For AMT purposes, you may have a negative AMT adjustment at sale, equal to the excess of the AMT basis over your regular tax basis.</li> </ul> |                          |                          |
| <p><b>Do you need help tracking your regular tax basis, AMT basis, and your Minimum Tax Credit?</b><br/>If so, refer to Forms W-2, 1099, 3921, 6521, and 8801, as applicable.</p>                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> | <input type="checkbox"/> |

| MISCELLANEOUS ISSUES                                                                                                                                                                                                          | YES                      | NO                       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| <p><b>Do you need to increase your withholdings (beyond any employer withholdings) or make estimated payments for taxes attributable to your options?</b></p>                                                                 | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you need to evaluate your company stock position?</b></p>                                                                                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you need a plan to mitigate concentration risk?</b></p>                                                                                                                                                              | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Is the benefit of waiting to make a qualifying disposition greater than the risk of a price decline while holding shares?</b></p>                                                                                       | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Is there a risk that your company will be acquired within the next two years?</b></p>                                                                                                                                   | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you need help factoring in the risks of a stock price decline when considering whether to exercise and/or to make the IRC §83(b) election for AMT purposes?</b></p>                                                  | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you need to address your options in your estate plan or in a pending divorce?</b></p>                                                                                                                                | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you need to consider any state-specific issues?</b></p>                                                                                                                                                              | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>Do you have future financial goals that your options could help to achieve?</b><br/>If so, integrate an exercise and sale strategy into your overall plan, in coordination with your income and savings strategies.</p> | <input type="checkbox"/> | <input type="checkbox"/> |

## Disclaimer



FI|Mastery is a division of Franklin Madison Advisors, Inc. This commentary and forecasts are limited to the dissemination of general information pertaining to Franklin Madison Advisors' investment advisory services and general economic market conditions and are subject to change without notice. The information contained herein is not intended to be personal legal, investment or tax advice or a solicitation to buy or sell any security or engage in a particular investment strategy. For additional information about FMA, including fees and services, please contact FMA or refer to the Investment Adviser Public disclosures.

Franklin Madison Advisors, Inc. ("FMA"), is registered investment adviser firm with its registration and principal place of business in the Commonwealth of Pennsylvania. Registration of an investment adviser does not imply a certain level of skill or training. FMA is in compliance with the current notice filing requirements imposed upon registered investment advisers by those states in which FMA maintains clients. FMA may only transact business in those states in which it is notice filed or qualifies for an exemption or exclusion from notice filing requirements. Any subsequent, direct communication by FMA with a prospective client shall be conducted by a representative that is either registered or qualifies for an exemption or exclusion from registration in the state where the prospective client resides. For additional information about FMA, including fees and services, please contact FMA or refer to the Investment Adviser Public disclosures. Please read the disclosure statement carefully before you invest or send money.

**Peter Donisanu, Chief Financial Strategist**

6425 Living Place Suite 200 Pittsburgh, PA 15206

[peter@franklinmadisonadvisors.com](mailto:peter@franklinmadisonadvisors.com) | (412) 204-6711 | <https://franklinmadisonadvisors.com>