## **ESO**

## Microsoft Corporation (MSFT)

Values in Millions except per share amounts

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| 1998  | 1999        | 2000     | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 | 2007 | 2008 | 2009 | 2010 | 2011 | 2012 |
|---|-------------|----------|------|------|------|------|------|------|------|------|------|------|------|------|
| Employee Stock Options (ESOs) affect the economics of busin | esses in tv | vo ways: |      |      |      |      |      |      |      |      |      |      |      |      |

1. The economic cost of annual option grants is a compensation expense

2. The value of all outstanding ESOs is a liability we deduct from free cash flows available to existing shareholders.

## Calculating the Annual ESO Costs

a. Annual ESO expense is calculated by multiplying the value of each option granted by the net number of options expected to vest The net number of options expected to vest equals the number of options granted minus the total number of options expected to be cancelled between the grant and vesting dates

| Cumulative ESO Outstanding At End of Fiscal Year      | 1,784.0     | 1,532.0      | 1,664.0   | 1,796.0    | 1,604.0 | 1,549.0 | 949.0   | 864.0 | 750.0  | 524.0   | 364.0  | 330.0  | 187.0  | 93.0 | 22.0   |
|---|-------------|--------------|-----------|------------|---------|---------|---------|-------|--------|---------|--------|--------|--------|------|--------|
| ESO Granted During Fiscal Year                        | 276.0       | 156.0        | 608.0     | 448.0      | 82.0    | 254.0   | 2.0     | 0.0   | 3.0    | 3.0     | 10.0   | 1.0    | 1.0    | 0.0  | 6.0    |
| ESO Cancelled During Fiscal Year                      | 52.0        | 60.0         | 80.0      | 70.0       | 76.0    | 75.0    | 59.0    | 43.0  | 41.0   | 95.0    | 49.0   | 29.0   | 70.0   | 15.0 | 13.0   |
| ESO Churn Rate  | 2.9%        | 3.9%         | 4.8%      | 3.9%       | 4.7%    | 4.8%    | 6.2%    | 5.0%  | 5.5%   | 18.1%   | 13.5%  | 8.8%   | 20.0%  | 8.0% | 14.0%  |
| ESO - Number of Options at End of Vesting Period      | 252.6       | 138.4        | 524.5     | 397.6      | 70.9    | 218.9   | 1.6     | 0.0   | 2.5    | 1.6     | 6.5    | 0.8    | 0.5    | 0.0  | 3.8    |
| ESO - Value of Each Option Granted During Fiscal Year | \$5.90      | \$10.45      | \$18.34   | \$14.66    | \$15.78 | \$12.08 | \$10.13 |       | \$8.93 | \$10.78 | \$3.25 | \$0.81 | \$1.21 | S(#) | \$1.92 |
| Because ESOs are actually warrants, we convert the    | m into opti | ions to cale | ulate the | Annual ESC | Expense |         |         |       |        |         |        |        |        |      |        |

| Total Adjusted Basic Shares Outstanding | 11,512.0   | 11,588.0   | 12,017.0   | 12,466.1   | 12,416.0   | 12,272.0   | 11,749.3 | 11,703.0 | 11,188.0 | 10,266.0 | 9,692.0 | 9,275.0 | 9,000.0 | 8,583.0 | 8,418.0 |
|---|------------|------------|------------|------------|------------|------------|----------|----------|----------|----------|---------|---------|---------|---------|---------|
| ESO Warrant Conversion Rate             | 97.9%      | 98.8%      | 95.8%      | 96.9%      | 99.4%      | 98.2%      | 100.0%   | 100.0%   | 100.0%   | 100.0%   | 99.9%   | 100.0%  | 100.0%  | 100.0%  | 100.0%  |
| ESO Expense (Employee Stock Options)    | \$1,459.36 | \$1,429.00 | \$9,213.79 | \$5,647.17 | \$1,112.61 | \$2,597.54 | \$0.00   | \$0.00   | \$0.00   | \$0.00   | \$0.00  | \$0.00  | \$0.00  | \$0.00  | \$0.00  |
| ESO Expense as a % of Revenue           | 10.1%      | 7.2%       | 40.1%      | 22.3%      | 3.9%       | 8.1%       | 0.0%     | 0.0%     | 0.0%     | 0.0%     | 0.0%    | 0.0%    | 0.0%    | 0.0%    | 0.0%    |
| ESO Expense After Tax                   | \$920.69   | \$927.06   | \$6,019.94 | \$3,750.13 | \$749.13   | \$1,760.16 | \$0.00   | \$0.00   | \$0.00   | \$0.00   | \$0.00  | \$0.00  | \$0.00  | \$0.00  | \$0.00  |
| ESO After Tax as % of Revenue           | 6.4%       | 4.7%       | 26.2%      | 14.8%      | 2.6%       | 5.5%       | 0.0%     | 0.0%     | 0.0%     | 0.0%     | 0.0%    | 0.0%    | 0.0%    | 0.0%    | 0.0%    |
| ESO Expense Per Share                   | \$0.09     | \$0.09     | \$0.58     | \$0.35     | \$0.07     | \$0.16     | \$0.00   | \$0.00   | \$0.00   | \$0.00   | \$0.00  | \$0.00  | \$0.00  | \$0.00  | \$0.00  |
| Diluted GAAP EPS                        | \$0.42     | \$0.71     | \$0.85     | \$0.66     | \$0.70     | \$0.92     | \$0.75   | \$1.12   | \$1.20   | \$1.42   | \$1.87  | \$1.62  | \$2.10  | \$2.69  | \$2.00  |