NASPP Chicago Chapter

2019 Trends in Relative Total Shareholder Return



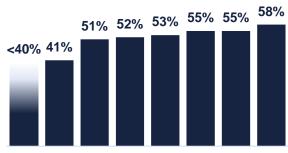
Independent Board and Management Advisors

October 1, 2019

About This Material

- Relative total shareholder return (RTSR) is the single-most discussed and prevalent long-term incentive performance metric
- Historically, RTSR plans were found primarily within Energy and Utilities companies
- 58% of S&P 500 companies now use RTSR as a performance metric in long-term incentive plans
 - > 3% increase for 2019 is larger than any since 2014
- Exequity's study of RTSR prevalence and design elements reflects S&P 500 companies with years ending March 2018 through February 2019
- We collected data on the following elements of RTSR plans:
 - Peer group—third-party index vs. custom peer group
 - Measurement method—relative ranking vs. outperformance
 - Usage—metric vs. modifier
 - Design elements—pay/performance leverage, averaging period
 - RTSR weighting
- This material discusses our findings and discernible differences in RTSR prevalence and design between the traditional users and companies in industries more recently adopting this measure

S&P 500 RTSR Prevalence



Prior 2013 2014 2015 2016 2017 2018 2019 to 2012

About RTSR

- TSR defined as change in share price plus dividends (reinvested or accumulated)
- Traditionally RTSR was most prevalent among Energy and Utilities companies
 - These companies' stock prices tend to be closely correlated, so it follows that TSR differences can more confidently be attributed to the success of management's stewardship
 - > Energy and Utilities companies tend to experience similar headwinds and tailwinds
- The rise of RTSR as the dominant performance metric has many roots from the increasing influence of proxy advisors such as ISS to say on pay
 - Adding RTSR to long-term incentive plans is a common response to shareholder concerns
- Companies seeking (or feeling pressure from shareholders/ISS) to deliver a greater share of equity with performance conditions but finding it challenging to set reasonable goals may turn to RTSR for several reasons:
 - Perceived as shareholder-friendly—alignment with shareholder experience
 - Objective
 - Requires no goal setting
 - Most prevalent long-term incentive metric
 - "Checks the box" for ISS and Glass Lewis
 - Curiously, ISS has recently characterized some TSR plans in a less positive light; this
 coincided with ISS becoming a purveyor and proponent of Economic Value Added (EVA)
 - While TSR and RTSR are still the mainstays of ISS's pay-for-performance tests, for issuers, overuse of RTSR may now be a "venial sin"

RTSR Program Design—General Market

Relative Ranking

- Relative ranking is the most common RTSR program design
- The sponsor company's TSR is measured relative to a peer group of companies
- Relative performance is determined based on the sponsor's rank within the selected peer group—88% use a rank method
 - Of those, 86% use percentage rank basis,
 e.g., Microsoft Excel PERCENTRANK function
 - 14% use numerical rank
- Relative ranking method commonly used when RTSR is a long-term incentive metric or when employed as a modifier, e.g., modifies payout under other performance measures

TSR Outperformance of Index Composite or Peer Median

- RTSR performance is based on its proximity to a specified barometer of performance; two primary methods:
 - +/- Index: The spread between a company's TSR and the index composite
 - +/- Peer Median: The spread between a company's TSR and the median of a specified peer group

Long-Term Incentive Metric Relative Ranking TSR Pay/Performance Structure

	Performance Percentile	Payout as a % of Target
Below Threshold	<25%	0%
Threshold	25%	50%
Target	50%	100%
Above Target	75%	150%
Maximum	90%	200%

RTSR Modifier Relative Ranking Pay/Performance Structure

	Performance Percentile	Modifier %
Threshold	<25%	-25%
Target	50%	0%
Maximum	>75%	+25%

TSR Outperformance

	Outperformance	Payout as a % of Target
Below Threshold	<0%	0%
Threshold	0%	25%
Target	+10%	100%
Maximum	+20%	150%

For demonstrative purposes

S&P 500 Prevalence

- RTSR prevalence across the S&P 500 is up 3% year over year to 58% in 2019 from 55% in 2018
- Among Core companies, RTSR usage is highest among Utilities (100%) and Real Estate (88%)
- Within the Energy sector, RTSR is more prevalent among Oil & Gas companies (88%) than Energy Equipment (67%)
- Prevalence among Information Technology companies increased 10% to 62% in 2019 vs. 52% in 2018
- Retailers (subsets of consumer discretionary and consumer staples sectors) exhibit the lowest overall RTSR prevalence, under 30%
- Core RTSR: Companies in the following GICS classifications: Energy, Materials, Real Estate, Utilities

	GICS Sector		% Usin	g RTSR
	(Selected GICS Subset)	S&P 500	2019	2018
	Utilities	29	100%	100%
	Energy	30	83%	81%
RTSR	Energy Equipment & Services	6	67%	33%
e R	Oil, Gas & Consumable Fuels	24	88%	92%
Core	Real Estate	32	88%	88%
	Materials	25	76%	76%
	Core RTSR	116	87%	86%
	Information Technology	68	62%	52%
	Health Care	62	60%	56%
	Industrials	69	55%	50%
~	Communication Services	22	45%	41%
RTSR	Consumer Staples	33	42%	45%
	Food & Staples Retailing	5	0%	0%
Ş	Consumer Staples (Excluding Retailing)	28	50%	54%
Non-Core	Consumer Discretionary	64	38%	38%
Z	Retailing	27	22%	25%
	Consumer Discretionary (Excluding Retailing)	37	49%	47%
	Financials	66	38%	33%
	Non-Core RTSR	384	49%	45%
	S&P 500	500	58%	55%

- Share prices of Core RTSR companies are significantly affected by exogenous factors outside of management's control, such as commodities prices and interest rates—RTSR usage higher
- Non-Core RTSR: Companies in remaining GICS classifications
 - Share prices of these companies are impacted by more varied forces—RTSR usage lower

RTSR Peer Group

- 73% of RTSR users benchmark to a focused peer group, such as a sector index, compensation peers, or custom performance peers
- 27% benchmark to a broad index such as the S&P 500
 - 22% of all S&P 500 companies benchmark against the S&P 500
- Core RTSR companies tend to benchmark against focused peer groups (i.e., single-sector or custom peer groups)
 - Materials companies are the exception (difficult to select peers)
- 36% of Non-Core RTSR companies benchmark against a multi-sector index
- Information Technology, Communication Services, and Consumer Discretionary companies are significantly more likely to use a multi-sector index

			RTSR Pe	er Group	
	GICS Sector (Selected GICS Subset)	Broad-Based/ Multi-Sector Index	Single- Sector Index	Custom Comp. Peers	Custom Perf. Peers
	Utilities	_	45%	17%	38%
	Energy	_	8%	28%	64%
SR	Energy Equipment & Services	_	50%	_	50%
₩ ₩	Oil, Gas & Consumable Fuels	_	_	33%	67%
Core RTSR	Real Estate	7%	82%	4%	7%
	Materials	37%	11%	21%	32%
	Core RTSR	9%	40%	17%	35%
	Information Technology	60%	24%	7%	10%
	Health Care	24%	46%	22%	8%
	Industrials	34%	16%	16%	34%
	Communication Services	50%	40%	10%	_
κ	Consumer Staples	7%	29%	43%	21%
RT S	Food & Staples Retailing	_	_	_	_
Non-Core RTSR	Consumer Staples (Excluding Retailing)	7%	29%	43%	21%
-uo	Consumer Discretionary	46%	13%	21%	21%
Z	Retailing	33%	_	33%	33%
	Consumer Discretionary (Excluding Retailing)	50%	17%	17%	17%
	Financials	20%	Ctor Sector Index Custom Comp. Peers Feers 45% 17% 8% 28% 50% — 33% 82% 4% 11% 21% 40% 17% 24% 7% 46% 22% 16% 16% 40% 10% 29% 43% 13% 21% 43% 13% 21% 17% 17% 17% 17% 17% 17% 17% 16% 28% 25% 19% 19% 19% 19% 19% 19% 18% 19% 19% 19% 18 19% 18 19% 19% 19% 18 19% 19% 19% 19% 18 19%	36%	
	Non-Core RTSR	36%	25%	19%	19%
	S&P 500	27%	30%	18%	25%

Note: Approximately 5% of RTSR users across the S&P 500 companies benchmark to more than one peer group. Most of these companies are REITs, which commonly benchmark to industry indices.

RTSR Plan Design

- RTSR as a discrete metric is the most common approach in long-term incentive plans
- RTSR modifiers are increasingly common—benefits of shareholder alignment but with reduced RTSR exposure
- Relative rank method is significantly more common than outperformance approach—REITs excepted
- Pay/performance leverage is similar between Core and Non-Core companies
- 67% of Core companies require performance in excess of the 75th percentile vs. 48% for Non-Core companies

RTSR Usage

	GICS Sector	LTI	LTI		Method
	(Selected GICS Subset)	Metric	Modifier	Rank	Outperformance
	Utilities	83%	17%	97%	3%
œ	Energy	96%	4%	100%	_
RTSR	Energy Equipment & Services	75%	25%	100%	_
e R	Oil, Gas & Consumable Fuels	100%	_	100%	_
Core	Real Estate	100%	_	57%	43%
	Materials	84%	16%	100%	_
	Core RTSR	91%	9%	87%	13%
	Information Technology	81%	19%	79%	21%
	Health Care	70%	30%	81%	19%
	Industrials	66%	34%	100%	_
œ	Communication Services	90%	10%	80%	20%
RTS	Consumer Staples	93%	7%	100%	_
	Food & Staples Retailing	_	_	_	_
Non-Core	Consumer Staples (Excluding Retailing)	93%	7%	100%	_
-	Consumer Discretionary	63%	38%	92%	8%
Z	Retailing	50%	50%	83%	17%
	Consumer Discretionary (Excluding Retailing)	67%	33%	94%	6%
	Financials	68%	32%	92%	8%
	Non-Core RTSR	73%	27%	88%	12%
	S&P 500	79%	21%	88%	12%

RTSR Pay-for-Performance Leverage

		Perfor	mance		Payout							
	Median		Мо	de	Med	lian	Mode					
	Thresh.	Max.	Thresh.	Max.	Thresh.	Max.	Thresh.	Max.				
Core	25%	85%	25%	90%	40%	200%	50%	200%				
Non-Core	25%	75%	25%	75%	50%	200%	50%	200%				
S&P 500	25%	80%	25%	75%	40%	200%	50%	200%				

Note: When RTSR is used as a modifier, the most common performance hurdles are 25th and 75th percentiles (threshold and maximum, respectively), and the median/mode percentage modifier is +/-25%. Data displayed in the above table excludes performance ranges for companies using RTSR as a modifier.

RTSR Maximum Performance Requirement

	F	Percentile Rank for Maximum Performance											
	<75th	75th	75th-90th	90th	90th-100th								
Core	3%	30%	23%	32%	15%								
Non-Core	2%	50%	21%	16%	11%								
All	2%	42%	22%	23%	12%								

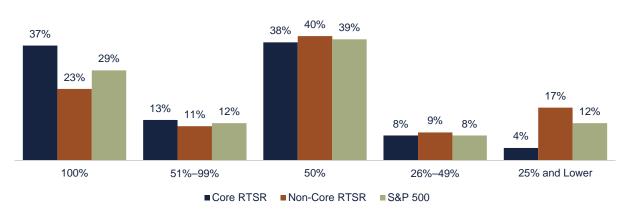
RTSR Weighting

 Over the same period companies have been adopting RTSR plans, they have also been slowly reducing their exposure to RTSR

		Change from					
	2014	2015	2016	2017	2018	2019	2014
Core	75%	72%	72%	73%	71%	69%	-6% ▼
Non-Core	62%	62%	58%	59%	57%	55%	-7% ▼
All	68%	67%	64%	65%	63%	61%	-7% ▼

- More Core companies weight RTSR at 100% than Non-Core companies
 - However, in 2019, slightly more Core companies weight RTSR at 50% or less where as in prior years, these companies weighted RTSR more than 50%





Other Design Elements

Above-Median Target Performance Percentile

- Proxy advisors have subjected some RTSR plans to an increased level of scrutiny, occasionally criticizing companies for prescribing a target-level payout at median performance
- Despite criticism from ISS and others, 91% of S&P 500 companies target the peer group median for awards granted annually
- Of those companies targeting above-median performance, 56% target the 55th percentile, 41% the 60th percentile, and one company (4%) targets the 75th percentile

Negative TSR Cap

- Some companies impose a "cap" on RTSR payouts when absolute TSR is negative
 - Considered a "shareholder-friendly" design element
- Currently, 25% of companies disclose an absolute TSR cap

Stock Price Averaging

- To smooth out share price volatility at the beginnings and ends of performance periods, some companies measure TSR using an average stock price
- 60% of companies use 1–4 weeks (usually 20-trading or 30-calendar days), 25% use a period of 6–10 weeks, and 15% use a 90-calendar day period (averaging period disclosures vary)
- Averaging periods are perceived as shareholder neutral
- Calculated TSR and RTSR percent ranks increasingly deviate from the shareholder experiences as averaging periods are extended, but on average, the differences are minimal

Observations and Discussion General Trends

- The rise of RTSR as the dominant performance metric has many roots from the increasing influence of proxy advisors to say on pay
- Companies seeking (or feeling pressure from shareholders/proxy advisors) to deliver a greater share of equity with performance conditions, but finding it challenging to set reasonable goals, may turn to RTSR for several reasons:
 - "Checks the box" for ISS and Glass Lewis
 - Perceived as shareholder-friendly alignment with shareholder experience

- Objective and requires no goal setting
- Most prevalent long-term incentive metric
- Companies considering RTSR should beware its faults, among them:
 - Does not provide strategic direction, i.e., does little to motivate executive behaviors
 - Accounting cost is fixed, i.e., not reversible if performance falls short of threshold
- Relative performance can vary significantly month to month, quarter to quarter
- May be difficult to identify an appropriate comparator group
- Growth in prevalence of RTSR spiked in 2019 after slow growth in prior years
 - Very easy to add RTSR, especially if using the S&P 500
 - Difficult to move away from RTSR, especially if goal setting is challenging
- With each passing year, more companies add RTSR and more companies reduce its weight

Observations and Discussion Pay for Performance? Or a Lottery Ticket?

- While RTSR may possibly be a "pure" metric from a pay-for-performance perspective, it is often viewed as a "lottery ticket" by participants
- One possible source of lottery ticket notion may lie in peer group selection
 - Common approaches to peer selection involve GICS classification screens, subjective assessments of capital competitors; if no obvious peers, default seems to be the S&P 500
- Exequity recommends a rigorous market analysis before determining appropriateness of RTSR as a performance metric—analysis should also assist with peer group determination
 - A viable and reasonable peer group is the most critical factor when determining whether or how to incorporate RTSR into a performance plan
 - Peer group viability may be determined by measuring similarities in market characteristics (correlation, volatility) between the sponsor and each peer company
 - A company's outperformance of a peer group of highly correlated stocks suggests management's stewardship resulted in superior TSR
 - However, relative performance could be significantly influenced by a company's risk/reward profile relative to the market cycle
 - Risk/reward axiom: low-risk assets would be expected to outperform in bear markets and underperform in bull markets, and vice versa for high-risk assets
- Improper peer group selection may result in "stacking the deck" such that a company may be expected to outperform or underperform depending on market conditions (bull/bear market) and/or generate results that are not meaningful due to poor correlations

Observations and Discussion Peer Group Trends

- Core company peer group observations:
 - Energy: Typically use custom compensation or performance peer groups
 - Utilities: Typically use a single-sector index or custom performance peer group
 - Real Estate: Typically a single-sector index
 - Materials: Mix of broad sector index or custom peer groups (custom or performance)¹
- Non-Core company peer group observations:
 - Information Technology: Typically a broad index
 - Health Care: Typically use a single-sector index
 - Industrials: Mixed between broad index and custom performance peer group
 - Communication Services: Typically a broad index or sector index
 - Consumer Staples: Typically a focused peer group (sector index or custom group)
 - Consumer Discretionary: Preference for broad index
 - Financials: Preference for custom performance peer group
- Non-Core companies commonly rely on relative performance vs. the S&P 500, while most Core companies (except Materials) have determined that a broad index is inappropriate
- Key questions in light of peer group usage trends:
 - Is relative performance vs. the S&P 500 meaningful? Vs. a custom peer group?
 - Is RTSR a reliable gauge of shareholder value creation?
- Exequity's Market Analytics is our solution to determining reasonability/reliability of using RTSR

Preference for focused groups

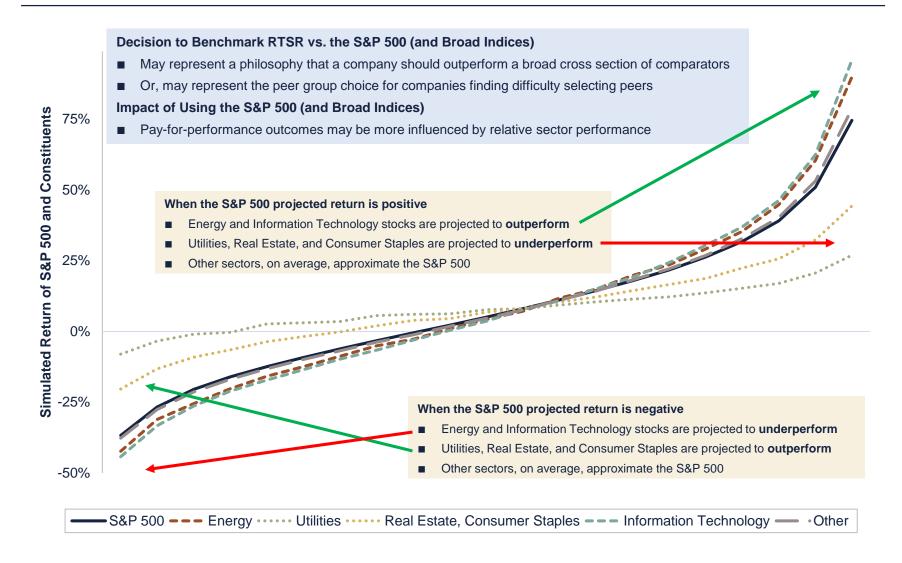
Preference for broad index or sector groups chosen by third parties

¹ The inherent dissimilarities among Materials companies is likely why few benchmark to the S&P 500 Materials Index companies.

Observations and Discussion Peer Group Selection

- Analyses conducted by Exequity using Market Analytics demonstrate the historical users of RTSR (Energy and Utilities, but also REITs) tend to exhibit very similar market characteristics, while most Non-Core companies tend not to share such similarities
 - As a result, many Non-Core companies (and some Materials companies) have a greater difficulty picking relevant, closely correlated peers (i.e., reasonable and reliable)
- This phenomenon is likely at the root of why Non-Core companies use RTSR differently than Core companies—and evidenced by three trends:
 - Non-Core companies are less likely to use RTSR
 - When they do, they are more likely to incorporate RTSR in such a way as to mute its impact on total compensation (RTSR modifier or lower weighting)
 - They are more likely to use a broad peer group such as the S&P 500
 - S&P 500 usage is often rationalized by statements describing performance against a broad range of pre-determined capital competitors of which the sponsor is a member
- On average, any S&P 500 company demonstrates low comparability to the remaining index constituents—based on Market Analytics results
- In this light, the S&P 500 may be as defensible as any peer set from an external optics perspective, but among the least defensible in terms of performance comparability
- The question for issuers: How does the RTSR program align with the compensation philosophy and link pay with performance? What is meaningful relative performance?
 - The "lottery ticket" nature of some RTSR programs is the antithesis of "pay for performance"

Monte Carlo Simulation of the S&P 500



ISS, RTSR, and Economic Voodoo (EVA)

- Now a purveyor and proponent of EVA, ISS is expected to introduce EVA as a "modifier" in its quantitative tests¹
 - In May 2019, ISS published materials suggesting that some companies may be too reliant on RTSR in their performance-based pay programs
 - When ISS embraced RTSR in its pay-for-performance tests, companies under pressure from ISS to change their pay programs regularly turned to RTSR because it had the appearance of being implicitly sanctioned by ISS
 - RTSR spiked in prevalence between 2013 (41%) and 2014 (51%)
- Will companies be moving away from RTSR now that ISS has embraced EVA?
 - Unlikely, but companies have already been reducing the impact of RTSR in long-term incentive programs, and this trend will likely continue
- Will companies rush to adopt EVA?
 - Time will tell, though ISS's move has sparked conversations about use of capital efficiency measures—companies wishing to measure capital efficiency without the hassle of EVA could consider ROIC (or variants, such as ROCE, RONA, etc.)
- What about relative EVA?



¹ See Exequity's take on ISS's application of EVA here: https://www.exqty.com/newsroom/iss-eva-and-economic-voodoo. The interplay between ISS's need for revenue generation from its consulting arm and the voting policies adopted by ISS's research arm is a topic outside the scope of this material.

Appendix

Detailed Results

			Companies Using RTSR in Long-Term Incentive Plans						RTSR Peer Group				
				RTSR as	s Long-Term In	centive Metric			Method	Broad-			
GICS Sector (Selected GICS Subset)	S&P 500	# Using RTSR	% Using RTSR	% Using	Median % of Performance Share Units	Mode % of Performance Share Units	RTSR as Long-Term Incentive Modifier	Rank	Outperformance	Based/ Multi- Sector Index	Single- Sector Index	Custom Comp. Peers	Custom Perf. Peers
Utilities	29	29	100%	83%	50%	50%	17%	97%	3%	_	45%	17%	38%
Energy	30	25	83%	96%	100%	100%	4%	100%	_	_	8%	28%	64%
Energy Equipment & Services	6	4	67%	75%	_	_	25%	100%	_	_	50%	_	50%
Oil, Gas & Consumable Fuels	24	21	88%	100%	100%	100%	_	100%	_	_	_	33%	67%
Real Estate	32	28	88%	100%	67%	100%	_	57%	43%	7%	82%	4%	7%
Materials	25	19	76%	84%	50%	50%	16%	100%	_	37%	11%	21%	32%
Core RTSR	116	101	87%	91%	62%	100%	9%	87%	13%	9%	40%	17%	35%
Information Technology	68	42	62%	81%	50%	100%	19%	79%	21%	60%	24%	7%	10%
Health Care	62	37	60%	70%	50%	50%	30%	81%	19%	24%	46%	22%	8%
Industrials	69	38	55%	66%	50%	50%	34%	100%	_	34%	16%	16%	34%
Communication Services	22	10	45%	90%	50%	20%	10%	80%	20%	50%	40%	10%	_
Consumer Staples	33	14	42%	93%	50%	50%	7%	100%	_	7%	29%	43%	21%
Food & Staples Retailing	5	0	_	_	_	_	_	_	_	_	_	_	_
Food & Staples Retailing Consumer Staples (Excluding Retailing) Consumer Discretionary	28	14	50%	93%	50%	50%	7%	100%	_	7%	29%	43%	21%
Consumer Discretionary	64	24	38%	63%	50%	50%	38%	92%	8%	46%	13%	21%	21%
Retailing	27	6	22%	50%	_	_	50%	83%	17%	33%	_	33%	33%
Consumer Discretionary (Excluding Retailing)	37	18	49%	67%	50%	50%	33%	94%	6%	50%	17%	17%	17%
Financials	66	25	38%	68%	50%	50%	32%	92%	8%	20%	16%	28%	36%
Non-Core RTSR	384	190	49%	73%	50%	50%	27%	88%	12%	36%	25%	19%	19%
S&P 500	500	291	58%	79%	50%	50%	21%	88%	12%	27%	30%	18%	25%

Decision Points for Companies Considering RTSR

Method

Outperformance (+/- index composite or peer median) vs. percentile or numerical rank

Metric vs. Modifier

Will RTSR be used as a discrete performance metric, or will it modify financial/strategic performance conditions?

Peer group

- Broad peer groups (e.g., S&P 500) vs. focused (custom compensation peers, performance peers, sector index)
 - Exequity often finds that more focused peer groups offer better comparability than multi-sector indices

Performance assessment

Numerical rank, percentile rank, or outperformance

Performance requirements

Threshold, target, maximum performance

Performance cycle

- Three years or other time frame
 - Most companies use 3-year periods, a small number use multiple performance periods per grant

Averaging period

Should performance be measured based on the first and last trading days of the performance cycle, or an average trading price at both ends?

Negative TSR cap

Should payouts be capped at target if absolute TSR is negative?

Ben Burney

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- Ben is a senior advisor with Exequity in Libertyville, Illinois. Ben's consulting activities involve all facets of executive and director compensation. Ben's clients include companies ranging from multinational to privately held companies, start-ups, and non-profits in a variety of industries including hospitality, chemicals, and manufacturing, among others.
- An expert in statistical analysis, Ben leads Exequity's advanced analytics (including Monte Carlo simulations) and research capabilities. Ben's research into relative performance outcomes led to the development of Market Analytics, a proprietary analysis Exequity's clients use to assess and develop peer groups.
- Ben co-authored the chapter on long-term incentives for the 6th edition of *The Compensation Handbook*, published in May 2015, and authored several *Client Briefings* for Exequity covering pay for performance, relative TSR prevalence and design, the CEO pay ratio, and others forthcoming. Ben's research into relative TSR usage has been featured in *Agenda*, a *Financial Times* publication and Harvard Law School's Forum on Corporate Governance and Financial Regulation.
- Prior to joining Exequity, Ben was an executive compensation consultant at Hewitt Associates. Ben has four years of experience in financial services, working at a private equity firm and in executive search, specializing in recruiting investment bankers and private equity professionals.
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