

Client Briefing

2021 Relative TSR Prevalence and Design of S&P 500 Companies

EXEQUITY

Independent Board and
Management Advisors

Prior to the COVID-19 pandemic, it is possible that no single performance metric was discussed more widely by compensation committees than relative total shareholder return¹ (RTSR). Compensation committees seeking to demonstrate a defensible link to shareholder value creation could rely on RTSR to do so while satisfying proxy advisor and investor preferences.

Over the past several years, large institutional shareholders have developed more refined views on the appropriateness of RTSR usage.² Over the course of the pandemic in 2020 and into 2021, RTSR garnered less attention in compensation committee meetings as Environmental, Social, and Governance (ESG) topics came to command heightened attention of board members. It is too soon to tell if the repercussions of COVID-19 or the focus on ESG will impact RTSR usage or prevalence, but Exequity's current data demonstrates the resilience of RTSR as a performance metric. We would hypothesize that the reasons for adopting RTSR remain the same: RTSR requires no goal setting, is simple to adopt, provides a defensible link to shareholder value, and has historically been accepted by shareholders and proxy advisors.

2021 Report Highlights

The prevalence of RTSR in long-term incentive plans increased 2% for 2022³ to 62% of S&P 500 companies. RTSR, as a discrete metric, is the most prevalent approach, used by 72% of companies, a decrease of 5% from 2020—meaning prevalence of RTSR modifiers has increased 5%. The reasons prevalence as a modifier has increased are that roughly one-half of companies adding RTSR since 2020 used the modifier approach and several companies replaced RSTR metrics with modifiers. Among companies employing RTSR as either a metric or modifier, 28% use a broad index group (e.g., the S&P 500) and 72% use a focused peer group. The S&P 500 is used by 22% of companies using RTSR.

¹ Total shareholder return is defined as the change in stock price plus reinvested dividends.

² A prominent example is Vanguard, which generally favors inclusion of RTSR in long-term incentive programs. https://about.vanguard.com/investment-stewardship/perspectives-and-commentary/IS_about_our_program_092021_online.pdf

³ S&P 500 companies with fiscal years ending March 2020 through February 2021.

Prevalence

Energy and Utilities companies continue to be the primary users of RTSR across the S&P 500, with 92% of Energy and 96% of Utilities companies using RTSR. Real Estate and Materials companies report high RTSR prevalence as well, 87% and 80%, respectively. Within each of these high-prevalence sectors, companies tend to face similar commodity price pressures or economic similarities, potentially rendering RTSR a more reliable method for identifying financial and operational outperformance via market performance. (We refer to Energy, Materials, Real Estate, and Utilities companies collectively as the “Core” group of RTSR users, and the remaining companies as “Non-Core.”)

We note that Non-Core RTSR companies use RTSR with less frequency than Core companies. Prevalence among other Non-Core companies is generally within the 40%–60% range.⁴ We would posit that Non-Core companies experience a more diverse array of stock price pressures than do Core companies.

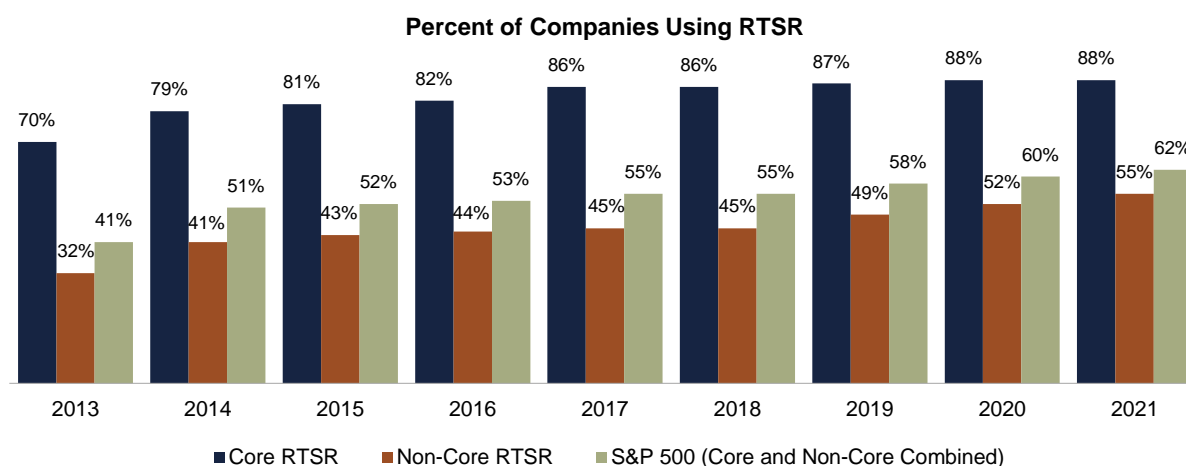
The table below reflects the prevalence of RTSR programs within selected industries.

	GICS Sector (Selected GICS Subset)	# Within S&P 500	2021	2020	% Increase
Core RTSR	Utilities	28	96%	96%	0%
	Energy	24	92%	93%	-1%
	<i>Energy Equipment & Services</i>	5	100%	100%	0%
	<i>Oil, Gas & Consumable Fuels</i>	19	89%	91%	-2%
	Real Estate	30	87%	87%	0%
	Materials	30	80%	75%	+5%
	Core RTSR	112	88%	88%	0%
Non-Core RTSR	Information Technology	73	64%	63%	+1%
	Health Care	62	61%	63%	+2%
	Consumer Staples	32	56%	52%	+4%
	<i>Food & Staples Retailing</i>	5	20%	—	+20%
	<i>Consumer Staples (Excluding Retailing)</i>	27	63%	61%	+2%
	Industrials	73	56%	51%	+5%
	Communication Services	22	55%	50%	+5%
	Financials	66	48%	43%	+5%
	Consumer Discretionary	60	42%	41%	1%
	<i>Retailing</i>	22	23%	23%	0%
	<i>Consumer Discretionary (Excluding Retailing)</i>	38	53%	54%	-1%
Non-Core RTSR	388	55%	52%	+3%	
S&P 500	500	62%	60%	+2%	

Note: Prevalence data for 2021 collected from proxies filed for S&P 500 companies with fiscal years ending March 2020 through February 2021.

⁴ In prior years, this range was 40%–50%, but prevalence has increased across several sectors.

Overall, prevalence of RTSR programs for 2021 is 2% higher than in 2020 and 21% higher than in 2013.



Peer Group

The selection of an RTSR peer group is a critical factor in the establishment of an RTSR program. We separate peer groups used by companies for measuring RTSR into four categories:

- Multi-sector index—a broad-based index comprising multiple sectors such as the S&P 500 or two or more sectors within a broad-based index (e.g., S&P 500 excluding Financials).
- Single-sector index—a focused industry sector index (e.g., MSCI US REIT Index, S&P 500 Utilities).
- Custom compensation peer groups—the custom compensation benchmarking peers.
- Custom performance peers—a custom peer group used solely for performance comparisons.

Peer group selection across industries may reflect the ease—or difficulty—companies have with picking peer groups and the degree to which companies within certain sectors are comparable to each other. Across the S&P 500, 73% of companies use a focused peer group (industry index or custom group) and 27% use a multi-sector group such as the S&P 500. Overall, 53% use peer groups selected by third parties (i.e., an index, either broad or focused).

Core companies, especially Energy, REITs, and Utilities, routinely use focused peer groups (Materials companies are an exception, discussed further below). Within the Energy sector, 100% of Oil and Gas companies benchmark RTSR against custom groups. This is likely due to the differing impacts oil prices have on companies within various segments of the Energy sector. For example, a rise (or fall) in global oil prices will affect exploration and production companies differently than oil transportation companies or oil refining companies. No Energy company uses the S&P 500 as its RTSR group, but a small number are adding the S&P 500 Index Composite as a performance peer.

In contrast, 44% of Utilities benchmark to a sector index group (e.g., Philadelphia Utility Index). Utilities generally are more comparable to each other within the sector than are Energy companies, though 33% use a custom performance group, possibly in recognition of differences in business models such as regulated versus non-regulated asset mix. Two Utilities use the S&P 500 Index for secondary comparisons (e.g., 25% weighting). Nearly one-half of REITs use multiple RTSR peer groups and 15% use a broad index, often alongside a focused peer group.

Peer group usage among Materials companies is somewhat different than other Core companies. Materials companies often have significant challenges setting three-year financial goals due to the impact of commodity prices (or other outside forces), not unlike how Energy companies are impacted by the price of oil. The key difference with Materials versus Energy is the diversity of exogenous factors: Materials companies range from chemicals to paper to metals and mining companies, all serving myriad consumers and companies. This creates a significant challenge for identifying peers. There is a split in how Materials companies employ RTSR to address this challenge—most use highly focused custom peer groups (63%), while many others use a broad index such as the S&P 500 (33%). The inherent dissimilarities among Materials companies are likely why just one S&P 500 Materials company benchmarks to the S&P 500 Materials Index companies.

Non-Core companies are more likely to use broad indices, especially Information Technology and Communication Services (55% and 50%, respectively). Nearly one-half (43%) of Information Technology companies use the S&P 500, and 12% other broad indices. Within Communication Services (which includes traditional media and telecom, as well as social media), one-half use the S&P 500 and one-half other indices (or selected S&P 500 sectors). Industrials and Financials are more likely to use custom performance peer groups, possibly due to their ability to confidently pick companies with similar business models (and higher stock price correlations) than other Non-Core companies. Consumer Staples favor custom compensation peers more than any other sector and rarely use the S&P 500, unlike other Non-Core companies.

	GICS Sector (Selected GICS Subset)	Multi-Sector Index	Single-Sector Index	Custom Group	
				Compensation Peers	Performance Peers
Core RTSR	Utilities	—	44%	22%	33%
	Energy	—	14%	—	86%
	<i>Energy Equipment & Services</i>	—	60%	—	40%
	<i>Oil, Gas & Consumable Fuels</i>	—	—	—	100%
	Real Estate	15%	77%	—	8%
	Materials	33%	4%	21%	42%
	Core RTSR	12%	36%	11%	40%
Non-Core RTSR	Information Technology	55%	26%	6%	13%
	Health Care	26%	37%	18%	18%
	Consumer Staples	11%	17%	39%	33%
	<i>Food & Staples Retailing</i>	—	—	100%	—
	<i>Consumer Staples (Excluding Retailing)</i>	6%	18%	41%	35%
	Industrials	34%	22%	12%	32%
	Communication Services	50%	25%	8%	17%
	Financials	19%	13%	22%	47%
	Consumer Discretionary	40%	16%	12%	32%
	<i>Retailing</i>	40%	20%	20%	20%
	<i>Consumer Discretionary (Excluding Retailing)</i>	40%	15%	10%	35%
	Non-Core RTSR	35%	23%	15%	27%
S&P 500		28%	27%	14%	31%

Note: Approximately 7% of RTSR users across the S&P 500 benchmark to more than one peer group. Most of these companies are REITs, which commonly benchmark to industry indices. Some percentages do not sum to 100% due to rounding.

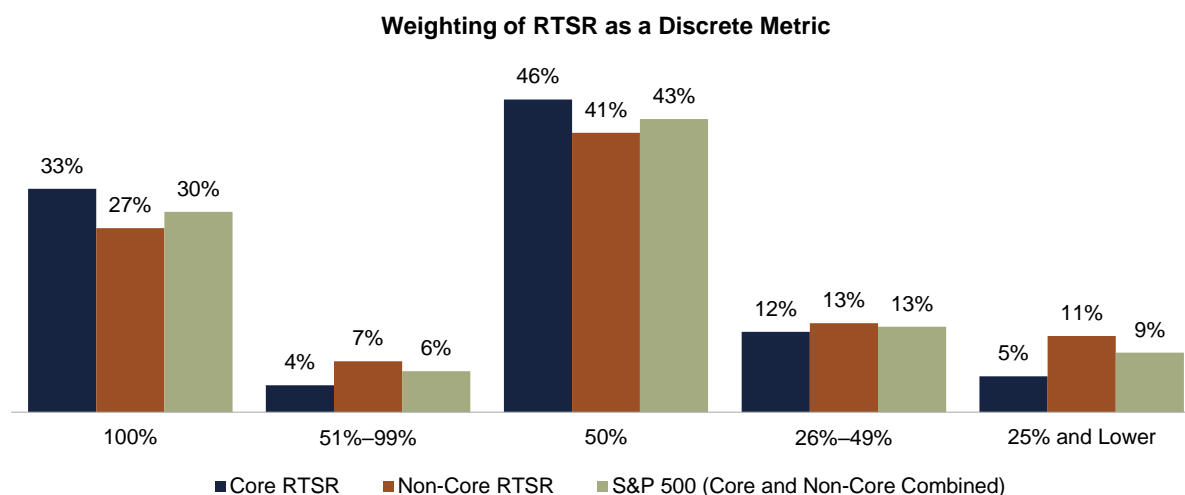
RTSR Plan Design

RTSR as a Metric Versus Modifier

Most companies employ RTSR as a discrete metric within a performance plan (71% of S&P 500 companies), while the remainder (29%) apply RTSR as a performance modifier. This is a notable change since 2020, when 77% of S&P 500 companies used RTSR as a discrete metric.

RTSR as a Discrete Metric

Used as a discrete metric, RTSR is assigned a weighting within the performance share plan (e.g., 50% RTSR and 50% return on capital). The most common RTSR weight for a discrete metric is 100% for Core companies and 50% for Non-Core companies. Just 27% of Core companies weight RTSR at 100%, a percentage that has been falling in recent years, and down from 32% in 2020 and 40% in 2019. Fewer Non-Core companies are relying on RTSR as the sole performance metric as well, with just 17% weighting RTSR at 100%, down from 25% in 2020. The graph below presents RTSR weightings as a percentage of total performance shares across Core and Non-Core companies.



Since 2014, the average weight given to RTSR as a metric has decreased, as more companies adopted RTSR. The table below displays the average weight attributed to RTSR (excluding RTSR modifiers).

	Average Weight Attributed to RTSR								Change from 2014
	2014	2015	2016	2017	2018	2019	2020	2021	
Core	75%	72%	72%	73%	71%	69%	67%	67%	-8%
Non-Core	62%	62%	58%	59%	57%	55%	56%	57%	-5%
S&P 500	68%	67%	64%	65%	63%	61%	61%	61%	-7%

RTSR as a Modifier

As a modifier, RTSR generally adjusts the primary performance plan earned values, which typically measure a non-market metric (e.g., return on capital). In most cases, RTSR modifiers provide for two-way (upward or downward) adjustments to plan payouts (e.g., a modifier of +/-25%), though some companies use one-way (downward or upward) modifiers. Of the companies using RTSR as a modifier, 88% use the two-way method and 12% use one-way modifiers. Use as a modifier is more common among Non-Core companies (34%) than Core companies (16%).

Modifiers may be applied in additive or multiplicative manners. An additive modifier adds or subtracts from pre-modifier performance share payouts (e.g., financial performance payout plus 25% for outperformance). A multiplicative modifier uses a performance factor which is multiplied by pre-modifier performance share payouts (e.g., financial performance payout multiplied by a factor of 1.25, or 125%, for outperformance). Among S&P 500 companies using a two-way modifier, 53% use a multiplicative method and 47% use an additive method.

The table below provides examples of common performance plan determinations under the two methods.

Financial Performance Payout	Outperformance +25% Modification		Underperformance -25% Modification	
	Additive (+25%)	Multiplicative (x125%)	Additive (-25%)	Multiplicative (x75%)
60%	85%	75%	35%	45%
100%	125%	125%	75%	75%
140%	165%	175%	115%	105%
175%	200%	219%	150%	131%

Most companies using RTSR modifiers do not disclose imposing a cap on payouts at the plan maximum. For example, if financial performance pays out at 200% of target, then a modifier could increase the payout to above 200%. Twelve percent disclose capping the maximum payout at the plan maximum.

Companies using one-way modifiers tend to apply them as punitive measures for failing to achieve a threshold RTSR performance level, which may reduce (or cap) financial performance payouts. A small number of companies (<1%) include upward modifiers to reward outperformance.

RTSR Performance Measurement

Performance measurement methodology is varied across S&P 500 companies. Most companies (88%) with RTSR plans use percentile rank or numerical rank methods for benchmarking relative performance. Among these companies, 87% use the percentile rank method, and 13% a numerical rank method. Of those using the numerical rank method, roughly 50% are Energy companies.

An alternative to the traditional ranking method is to measure the spread in TSR relative to a defined barometer of performance, such as an index composite or the median TSR of a peer group⁵ (sometimes referred to as an “outperformance” method). This method is used by 13% of S&P 500 companies, is most common among REITs (50%), and is used by an increasing number of Information Technology and Health Care companies (28% and 18%, respectively).

⁵ A company employing this method compares its TSR to that of the index composite figure and adjusts payouts based on the spread between the two figures. For example, if the company’s TSR is 15% and the index composite TSR is 5%, then the company beat the index by 10 percentage points. Assuming a payout of 2% of each percentile of outperformance, this would yield a 110% payout.

The table below identifies the ways in which RTSR is used within selected industries.

	GICS Sector (Selected GICS Subset)	LTI Metric	LTI Modifier	Method	
				Rank	Outperformance
Core RTSR	Utilities	85%	15%	96%	4%
	Energy	82%	18%	100%	—
	<i>Energy Equipment & Services</i>	60%	40%	100%	—
	<i>Oil, Gas & Consumable Fuels</i>	88%	12%	100%	—
	Real Estate	92%	8%	50%	50%
	Materials	75%	25%	100%	—
	Core RTSR	84%	16%	86%	14%
Non-Core RTSR	Information Technology	77%	23%	72%	28%
	Health Care	66%	34%	82%	18%
	Consumer Staples	61%	39%	100%	—
	<i>Food & Staples Retailing</i>	—	100%	100%	—
	<i>Consumer Staples (Excluding Retailing)</i>	65%	35%	100%	—
	Industrials	66%	34%	93%	7%
	Communication Services	75%	25%	92%	8%
	Financials	53%	47%	97%	3%
	Consumer Discretionary	64%	36%	92%	8%
	<i>Retailing</i>	40%	60%	80%	20%
	<i>Consumer Discretionary (Excluding Retailing)</i>	70%	30%	95%	5%
	Non-Core RTSR	66%	34%	87%	13%
S&P 500	71%	28%	87%	13%	

Other Design Elements

Pay/Performance Leverage

Unlike other design elements of RTSR plans, pay/performance leverage varies less across industries.

	Median Performance Requirement		Median Payout	
	Threshold	Maximum	Threshold	Maximum
Core RTSR	25%	85%	45%	200%
Non-Core RTSR	25%	75%	50%	200%
S&P 500	25%	80%	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.

While the single most common maximum performance percentile remains at the 75th, it is a majority practice for companies to require performance to exceed this level. Nearly 60% of all S&P 500 companies require performance above the 75th percentile for RTSR plans to pay at maximum. Core companies tend to require higher performance levels for a maximum payout than Non-Core companies, with 68% of Core companies requiring performance exceeding the 75th percentile, versus 52% for Non-Core companies. The general trend is towards increased performance requirements, with companies requiring higher performance levels to achieve a maximum payout. The table on the next page displays maximum performance percentiles required to achieve maximum payouts.

	<75 th	75 th	>75 th –<90 th	90 th	>90 th –100 th
Core	3%	31%	21%	33%	11%
Non-Core	2%	50%	25%	14%	10%
S&P 500	2%	43%	23%	21%	10%

Above-Median Target Performance Percentile

The standard performance target in RTSR plans is the peer group median. However, an increasing number of companies are targeting levels above the median. The reasons companies do so may be tied to trying to guard against proxy advisor criticism of pay plans or seeking to demonstrate more strenuous pay-for-performance requirements. Proxy advisors, especially ISS, are scrutinizing RTSR plans and occasionally criticizing companies for prescribing a target-level payout at median performance. Nonetheless, despite this ISS criticism, 88% of S&P 500 companies target the peer group median for their awards granted annually and 12% target above the median. Among those targeting above the median, 71% target the 55th percentile, 8% between the 55th and 60th percentiles, 18% the 60th percentile, and 3% above the 60th percentile.

Negative TSR Cap

Some companies impose a “cap” on RTSR payouts when absolute TSR is negative. Proxy advisors favor capping awards at target when absolute TSR is negative. Despite the attention negative TSR caps have received, just 27% of S&P 500 companies disclose caps on RTSR awards. More Energy companies employ RTSR caps (45%) than any other sector.

When absolute TSR is negative, the method most companies use to cap payouts is to set the maximum payout at 100% of target. A small number of companies use other methods, including negative modifiers or even alternative pay-for-performance scales. To date, proxy advisors seem to prefer caps that disallow above-target payouts when absolute TSR is negative.

Multiple Performance Periods

A feature not often discussed in RTSR awards is the use of multiple performance periods. In this construct, a single RTSR grant is divided into multiple performance periods. The most common is a structure where there are three discrete periods of one, two, and three years. Just 4% of companies using RTSR use multiple performance periods, but about one-half of the companies using this construct weight RTSR at 100%. Using multiple performance periods is a way of mitigating the risk of no payout in a given three-year RTSR performance cycle.

Stock Price Averaging

Companies commonly use stock price averaging periods to smooth out daily volatility at the beginning and end of the performance period. Among companies disclosing averaging periods, approximately 67% use a period of one week to one month (with 20 trading or 30 calendar days being the most prevalent periods), 18% use a period of five to ten weeks, and 15% use 90 calendar days or longer.

Decision Points for Companies Considering RTSR

Companies considering RTSR for the first time, or making changes to an existing plan, should give thought to the key attributes of RTSR plans to avoid last-minute decisions or confusion when performance is assessed. A summary of key decision points is presented below.

- **Peer group.** What is the compensation committee's philosophy with respect to performance measurement?
 - Some believe comparisons to the broader capital markets are appropriate (e.g., S&P 500).
 - Others seek to reward for outperformance of only those companies most like the sponsor (e.g., focused groups such as custom compensation peers, performance peers, sector indices).
- **Metric versus modifier.** Will RTSR be used as a discrete performance metric, or will it modify financial/strategic performance conditions?
 - Should an additive or multiplicative modifier be used? What should the maximum payout be?
- **Performance assessment.** Should performance be assessed using a ranking method or outperformance method?
 - If a rank method, then numerical rank or percentile rank?
 - If outperformance, then versus an index composite or peer median?
- **Performance requirements.** What levels of relative performance (or outperformance) should define threshold, target, maximum performance? What are the payouts for these performance levels?
 - Should target performance be set at the median? Or a higher level, such as the 55th percentile?
- **Performance cycle.** Should performance be measured in three-year increments? Or a combination of periods?
 - If a company operates in a highly cyclical industry and business cycles do not align with the standard three-year periods, should multiple performance periods be used to reward for performance across cycles?
- **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? The emerging standard is roughly one month, though longer (or shorter) averaging periods may be reasonable.
- **Negative TSR cap.** Should payouts be capped at target if absolute TSR is negative?
 - Proxy advisors sometimes criticize companies without negative TSR caps.

S&P 500 RTSR Prevalence and Design Results Detail

GICS Sector (Selected GICS Subset)	S&P 500	Companies Using RTSR in Long-Term Incentive Plans							RTSR Peer Group				
		% Using RTSR	RTSR as Long-Term Incentive Metric			RTSR as Long- Term Incentive Modifier	Method		Broad- Based/ Multi- Sector Index	Single- Sector Index	Custom Comp. Peers	Custom Perf. Peers	
			% Using	Median % of Performance Share Units	Mode % of Performance Share Units		Rank	Out- performance					
Core RTSR	Utilities	28	96%	85%	50%	50%	15%	96%	4%	—	44%	22%	33%
	Energy	24	92%	82%	85%	100%	18%	100%	—	—	14%	—	86%
	<i>Energy Equipment & Services</i>	5	100%	60%			40%	100%	—	—	60%	—	40%
	<i>Oil, Gas & Consumable Fuels</i>	19	89%	88%	100%	100%	12%	100%	—	—	—	—	100%
	Real Estate	30	87%	92%	72%	100%	8%	50%	50%	15%	77%	—	8%
	Materials	30	80%	75%	50%	50%	25%	100%	—	33%	4%	21%	42%
Core RTSR	112	88%	84%	62%	100%	16%	86%	14%	12%	36%	11%	40%	
Non-Core RTSR	Information Technology	73	64%	77%	50%	100%	23%	72%	28%	51%	23%	6%	13%
	Health Care	62	61%	66%	50%	50%	34%	82%	18%	24%	34%	18%	18%
	Consumer Staples	32	56%	61%	50%	50%	39%	100%	—	11%	17%	39%	33%
	<i>Food & Staples Retailing</i>	5	20%	—			100%	100%	—	—	—	100%	—
	<i>Consumer Staples (Excluding Retailing)</i>	27	63%	65%	50%	50%	35%	100%	—	6%	18%	41%	35%
	Industrials	73	56%	66%	50%	50%	34%	93%	7%	34%	17%	12%	32%
	Communication Services	22	55%	75%	50%	100%	25%	92%	8%	50%	25%	8%	17%
	Financials	66	48%	53%	50%	50%	47%	97%	3%	19%	13%	22%	47%
	Consumer Discretionary	60	42%	64%	50%	50%	36%	92%	8%	40%	16%	12%	32%
	<i>Retailing</i>	22	23%	40%			60%	80%	20%	40%	20%	20%	20%
	<i>Consumer Discretionary (Excluding Retailing)</i>	38	53%	70%	50%	50%	30%	95%	5%	40%	15%	10%	35%
Non-Core RTSR	388	55%	66%	50%	50%	34%	87%	13%	33%	21%	15%	27%	
S&P 500	500	62%	72%	50%	50%	28%	87%	13%	27%	26%	14%	31%	

Note: Some percentages do not sum to 100% due to rounding.



If you have any questions about this **Client Briefing**, please contact Ben Burney ((847) 996-3970 or ben.burney@exqty.com) or any of the following:

Steven Dolan	(949) 748-6132	Steven.Dolan@exqty.com
Chris Fischer	(847) 996-3972	Chris.Fischer@exqty.com
Robbi Fox	(847) 996-3978	Robbi.Fox@exqty.com
Mark Gordon	(925) 478-8294	Mark.Gordon@exqty.com
Ed Hauder	(847) 996-3990	Edward.Hauder@exqty.com
Jeff Hyman	(203) 210-7046	Jeff.Hyman@exqty.com
Lynn Joy	(847) 996-3963	Lynn.Joy@exqty.com
Stacey Joy	(847) 996-3969	Stacey.Joy@exqty.com
Chad Mitchell	(949) 748-6169	Chad.Mitchell@exqty.com
Jeff Pullen	(847) 996-3967	Jeff.Pullen@exqty.com
Dianna Purcell	(718) 273-7444	Dianna.Purcell@exqty.com
Bob Reilley	(856) 206-9852	Bob.Reilley@exqty.com
Mike Sorensen	(847) 996-3996	Mike.Sorensen@exqty.com
Ross Zimmerman	(847) 996-3999	Ross.Zimmerman@exqty.com

Headquarters – 1870 West Winchester Road, Suite 141 • Libertyville, IL 60048

East Region – 309 Fellowship Road, Suite 200 • Mt. Laurel, NJ 08054

West Region – 2 Park Plaza, Suite 820 • Irvine, CA 92614

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