BOARDS AND SHAREHOLDERS IN EUROPEAN LISTED COMPANIES

With contributions by distinguished scholars from legal and financial backgrounds, this collection of essays analyses four main topics in the corporate governance of European listed firms: (i) board structure, composition and functioning and their interaction with ownership structure; (ii) board remuneration; (iii) shareholder activism; and (iv) corporate governance disclosure based on the ‘comply or explain’ approach.

The authors provide new comparative evidence and analyse its implications for the policy debate. They challenge the conventional wisdom that corporate governance in European firms was systematically dysfunctional. While proposals aimed at increasing disclosure and accountability are usually well grounded, caution is suggested when bringing forward regulatory changes with respect to proposals targeting specific governance arrangements, especially in the fields of board composition and shareholder activism. They argue that the ‘comply or explain’ principle should be retained and that further efforts should be exercised to enhance disclosure.

Massimo Belcredi is Professor of Corporate Finance at the Università Cattolica of Milan. He has written numerous books and articles in the fields of corporate finance, corporate governance, ownership and board structure, law and economics.

Guido Ferrarini is Professor of Business Law and Capital Markets Law at the University of Genoa, and Director of the Genoa Centre for Law and Finance. Among other important roles, he was an adviser to the Corporate Governance Committee of the Italian Stock Exchange. He has published widely on the topics of corporate governance, financial law, corporate law and business law.
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BOARDS AND SHAREHOLDERS IN EUROPEAN LISTED COMPANIES

Facts, context and post-crisis reforms

A research project promoted by Emittenti Titoli S.p.A.

Edited by

MASSIMO BELCREDI
and

GUIDO FERRARINI

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FOREWORD

The papers collected in this volume, written by a group of leading European scholars, are the result of a research project promoted by Emittenti Titoli.

In recent years, the academic debate focused on the relationship between corporate governance and the financial crisis. It is still unclear whether, and to what extent, dysfunctional corporate governance has contributed to the recent financial crisis. Nonetheless, a number of policy proposals have been put forward to redress the most obvious failures. In particular, the European Commission published two Green Papers, in 2010 and 2011, respectively, targeting corporate governance in financial institutions and remuneration policies and the EU corporate governance framework. In December 2012, on the basis of its reflection and of the results of previous consultations, the European Commission published an Action Plan outlining future initiatives in the areas of European company law and corporate governance.

This volume analyses four main topics in the corporate governance of European listed firms: (i) board structure and composition and their interaction with ownership structure; (ii) board remuneration; (iii) shareholder activism; and (iv) corporate governance disclosure based on the ‘comply or explain’ approach. For each of them, the authors provide new evidence and analyse its implications for the policy debate. In the main, they challenge the conventional wisdom that corporate governance in European firms was systematically dysfunctional and, therefore, they suggest caution in bringing forward regulatory changes. Basically, while proposals aimed at increasing disclosure and accountability are usually well-grounded, caution is needed with respect to proposals targeting specific governance arrangements (especially in the fields of board composition and shareholder activism). Similarly, they argue that the ‘comply or explain’ principle should be retained, but that further efforts should be exercised to enhance disclosure.
Emittenti Titoli, a company promoted by Assonime, and whose capital is held by the most important Italian non-financial companies, is happy to offer the results of this research project to the international financial community in order to further stimulate the debate on corporate governance.

Luigi Abete
Chairman, Emittenti Titoli
CONTENTS

Foreword page v
Figures ix
Tables x
Contributors xiii

1 Corporate boards, incentive pay and shareholder activism in Europe: main issues and policy perspectives 1
   MASSIMO BELCREDI AND GUIDO FERRARINI

2 European corporate governance codes and their effectiveness 67
   EDDY WYMEERSCH

3 Restructuring in family firms: a tale of two crises 143
   CHRISTIAN ANDRES, LORENZO CAPRIO AND ETTORE CROCI

4 Corporate boards in Europe: size, independence and gender diversity 191
   DANIEL FERREIRA AND TOM KIRCHMAIER

5 Board on Task: developing a comprehensive understanding of the performance of boards 225
   JAAP WINTER AND ERIK VAN DE LOO

6 Directors’ remuneration before and after the crisis: measuring the impact of reforms in Europe 251
   ROBERTO BARONTINI, STEFANO BOZZI, GUIDO FERRARINI AND MARIA-CRISTINA UNGUREANU
CONTENTS

7 Shareholder engagement at European general meetings 315
LUC RENNEBOOG AND PETER SZILAGYI

8 Board elections and shareholder activism: the Italian experiment 365
MASSIMO BELREDI, STEFANO BOZZI AND CARMINE DI NOIA

Index 423
FIGURES

4.1 Time trends in board characteristics: European Union, 2000–10 page 195
4.2 Time trends in board size: European Union, 2000–10, stable samples 196
4.3 Time trends in board independence: European Union, 2000–10, stable samples 197
4.4 Time trends in board gender diversity: European Union, 2000–10, stable samples 198
4.5 Time trends in board characteristics: United States, 2000–10 199
5.1 The Group lens 237
6.1(a) Compliance in 2007. Financial vs non-financial companies 283
6.1(b) Compliance in 2010. Financial vs non-financial companies 283
3.1 Performance, family ownership and crisis (777 companies)  page 160
3.2 Performance, family ownership and crisis (regressions)  167
3.3 Performance, family CEOs and crisis  171
3.4 Investments, downsizing and increase in size  175
3.5 Crises, wages and employment  180
4.1 Board size across countries (2010)  200
4.2 Board independence across countries (2010)  201
4.3 Board gender diversity across countries (2010)  202
4.4 One-tier versus two-tier board structures  205
4.5 Corporate board size in Europe: the impact of firm characteristics, industries and countries (2010)  207
4.6 Corporate board independence in Europe: the impact of firm characteristics, industries and countries (2010)  210
4.7 Board gender diversity in Europe: the impact of firm characteristics, industries and countries (2010)  214
4.8 Board size in 2010 and firm characteristics in 2007  216
4.9 Board independence in 2010 and firm characteristics in 2007  218
4.10 Board gender diversity in 2010 and firm characteristics in 2007  219
5.1 Matrix of board interaction  241
6.1 Say-on-pay regulations in various jurisdictions  261
6.2 Remuneration characteristics and expected effect on European firms  263
6.3 Criteria describing the governance and disclosure of remuneration practices  267
6.4(a) Characteristics of the firms included in the sample for 2007 and 2010: whole sample  270
6.4(b) Characteristics of the firms included in the sample for 2007 and 2010: sample of financial firms  272
6.4(c) Characteristics of the firms included in the sample for 2007 and 2010: sample of non-financial firms  274
6.5 Country-specific evolution of the 15 criteria on remuneration and governance characteristics  277
6.6 Governance, disclosure variables and firms’ characteristics  286
### TABLES

<table>
<thead>
<tr>
<th>Section</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>6.7</td>
<td>Governance, disclosure variables and firms’ ownership characteristics</td>
<td>290</td>
</tr>
<tr>
<td>6.8(a)</td>
<td>Mean (median) total compensation of the board of directors</td>
<td>292</td>
</tr>
<tr>
<td>6.8(b)</td>
<td>Mean (median) total compensation of the CEO</td>
<td>294</td>
</tr>
<tr>
<td>6.9(a)</td>
<td>Composition of CEO mean and median pay and stock-based incentive portfolio: whole sample</td>
<td>297</td>
</tr>
<tr>
<td>6.9(b)</td>
<td>Composition of CEO mean and median pay and stock-based incentive portfolio: sample of non-financial firms</td>
<td>298</td>
</tr>
<tr>
<td>6.9(c)</td>
<td>Composition of CEO mean and median pay and stock-based incentive portfolio: sample of financial firms</td>
<td>299</td>
</tr>
<tr>
<td>6.10(a)</td>
<td>Regression analysis of determinants of CEO total compensation</td>
<td>300</td>
</tr>
<tr>
<td>6.10(b)</td>
<td>Regression analysis of determinants of board total compensation</td>
<td>301</td>
</tr>
<tr>
<td>7.1</td>
<td>The use of control-enhancing mechanisms</td>
<td>322</td>
</tr>
<tr>
<td>7.2</td>
<td>Statutory requirements with respect to general meetings</td>
<td>324</td>
</tr>
<tr>
<td>7.3</td>
<td>Number of management and shareholder proposals in Europe by country and year</td>
<td>330</td>
</tr>
<tr>
<td>7.4</td>
<td>Votes for management and shareholder proposals in Europe</td>
<td>332</td>
</tr>
<tr>
<td>7.5</td>
<td>Number of shareholder proposals and votes for the proposals in the US</td>
<td>338</td>
</tr>
<tr>
<td>7.6</td>
<td>Financial performance and ownership characteristics of the sample firms</td>
<td>341</td>
</tr>
<tr>
<td>7.7</td>
<td>Country-level shareholder rights and corporate governance</td>
<td>342</td>
</tr>
<tr>
<td>7.8</td>
<td>Regressions explaining the votes for management proposals</td>
<td>345</td>
</tr>
<tr>
<td>7.9</td>
<td>Determinants of shareholder proposal submissions</td>
<td>350</td>
</tr>
<tr>
<td>7.10</td>
<td>Regressions explaining the votes for shareholder proposals</td>
<td>353</td>
</tr>
<tr>
<td>8.1</td>
<td>Descriptive statistics: firm characteristics</td>
<td>384</td>
</tr>
<tr>
<td>8.2(a)</td>
<td>Descriptive statistics: ownership structure according to the identity of the ultimate shareholder</td>
<td>385</td>
</tr>
<tr>
<td>8.2(b)</td>
<td>Descriptive statistics: ownership structure according to the identity of the ultimate shareholder</td>
<td>386</td>
</tr>
<tr>
<td>8.3(a)</td>
<td>Descriptive statistics: board elections according to the identity of the ultimate shareholder</td>
<td>388</td>
</tr>
<tr>
<td>8.3(b)</td>
<td>Descriptive statistics: board elections according to the identity of the ultimate shareholder</td>
<td>388</td>
</tr>
<tr>
<td>8.4</td>
<td>Determinants of the decision to submit a ‘minority’ slate (ownership defined in terms of concentration)</td>
<td>396</td>
</tr>
<tr>
<td>8.5</td>
<td>Determinants of the decision to submit a ‘minority’ slate (ownership defined in terms of ultimate shareholder identity)</td>
<td>398</td>
</tr>
<tr>
<td>8.6</td>
<td>Determinants of the decision to submit a ‘minority’ slate (ownership concentration and voting rules)</td>
<td>400</td>
</tr>
<tr>
<td>Chapter</td>
<td>Title</td>
<td>Page</td>
</tr>
<tr>
<td>---------</td>
<td>----------------------------------------------------------------------</td>
<td>------</td>
</tr>
<tr>
<td>8.7</td>
<td>Determinants of the decision to submit a ‘mutual fund’ slate (ownership defined in terms of concentration)</td>
<td>405</td>
</tr>
<tr>
<td>8.8</td>
<td>Determinants of the decision to submit a ‘mutual fund’ slate (ownership defined in terms of ultimate shareholder identity)</td>
<td>407</td>
</tr>
<tr>
<td>8.9</td>
<td>Determinants of the decision to submit a ‘mutual fund’ slate (ownership concentration and voting rules)</td>
<td>409</td>
</tr>
</tbody>
</table>
CONTRIBUTORS

CHRISTIAN ANDRES is Professor of Empirical Corporate Finance, Otto Beisheim School of Management, WHU.

ROBERTO BARONTINI is Professor of Corporate Finance, Scuola Superiore Sant’Anna in Pisa and Director of the Masters’ Course in Innovation, Management and Service Engineering (MAINS).

MASSIMO BELCREDI is Professor of Corporate Finance, Università Cattolica of Milan and an independent director of Arca SGR and Erg.

STEFANO BOZZI is Associate Professor of Corporate Finance, Università Cattolica of Milan.

LORENZO CAPRIO is Professor of Corporate Finance, Università Cattolica of Milan and an independent director of Sogefi.

ETTORE CROCI is a Lecturer in Corporate Finance, Università Cattolica of Milan.

CARMINE DI NOIA is Head of the Capital Market and Listed Companies Unit and Deputy Director General at Assonime.

GUIDO FERRARINI is Professor of Business Law, University of Genoa and Director of Genoa Centre for Law and Finance. He is founder, director and fellow of the European Corporate Governance Institute (ECGI), Brussels.

DANIEL FERREIRA is Professor of Finance at the London School of Economics, Director of the Ph.D. Programme in Finance and Research Fellow of CEPR and ECGI.

TOM KIRCHMAIER is a Lecturer in Business Economics and Strategy at Manchester Business School and Fellow of the Financial Markets Group, London School of Economics.
Luc Renneeboog is Professor of Corporate Finance, Tilburg University and Director of Graduate Studies, CentER for Economic Research.

Peter Szilagyi is a Lecturer in Finance at the Judge Business School, University of Cambridge.

Maria Cristina Ungureanu is Advisor Corporate Governance at Sodalin, a global provider of corporate governance consulting, shareholder transactions and institutional investor relations. She is also fellow of the Genoa Centre for Law and Finance.

Eric van de Loo is Professor of Leadership VU Amsterdam and TiasNimbas Tilburg, Visiting Clinical Professor of Leadership INSEAD and Tun Ismail Ali Chair of Leadership in Kuala Lumpur.

Jaap Winter is Professor of Corporate Governance, Duisenberg School of Finance, Amsterdam, and Professor of International Company Law in Amsterdam.

Eddy Wymeersch is Chairman of the Public Interest Oversight Board in Madrid and Board Member of Euroclear SA and of the Association for the Financial Markets in Europe (AFME).