GETTING AHEAD OF THE COMPENSATION PLANNING CURVE

October 27, 2016

Nashville, TN



AGENDA

ECONOMIC AND MARKET CONTEXT

GETTING AHEAD OF COMPENSATION PLANNING

- WORKFORCE COMPENSATION PLANNING
- EXECUTIVE REWARDS TOPICS

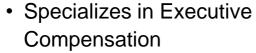
LOOKING AHEAD TO 2017

GLOBAL TALENT TRENDS

TODAY'S SPEAKERS



Eric Larré
Partner
Talent Consulting



- 25+ years of experience in designing and delivering compensation programs that are linked to performance
- Extensive experience in equity compensation design for joint ventures, spin-offs, IPOs, divestitures and other M&A transactions
- Based in Atlanta

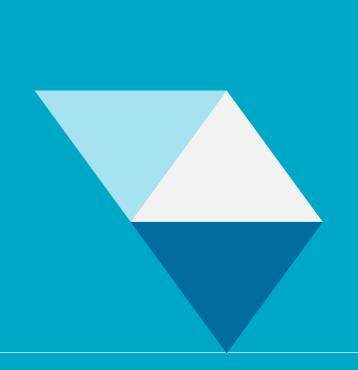


Lia Santos
Principal
Talent Consulting

- Specializes in broad-based performance and rewards consulting
- Consulting areas include job evaluation and analysis, market research, competitive compensation assessments, pay program design and implementation, and total rewards strategy
- Based in Atlanta

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ECONOMIC AND MARKET CONTEXT





ECONOMIC AND MARKET CONTEXT



Global economic growth remains modest for remainder of 2016 at 2.4%, with little upside for 2017 at 2.7%.



US economic growth remains subdued, with only modest improvement expected for remainder of 2016 and for 2017.



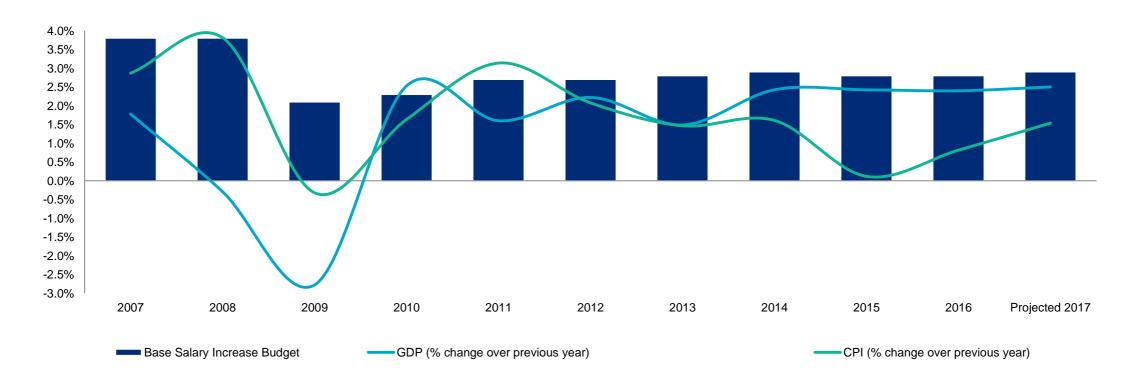
US labor market firm, with unemployment sluggishly declining; however, prospects for income growth concerning.



US presidential and legislature elections may impact economic environment if one party dominates.

ECONOMIC AND MARKET CONTEXT

INDICATORS OF ECONOMIC RECOVERY AS UNEMPLOYMENT CONTINUES TO DECLINE AND CPI INCREASES



Note: GDP and CPI figures from International Monetary Fund, World Economic Outlook Database, April 2016. Salary increase percentage includes zeros.

GETTING AHEAD OF COMPENSATION PLANNING US WORKFORCE COMPENSATION





US COMPENSATION PLANNING SURVEY OVERVIEW

- 1,222 participating organizations
- 15 MILLION employees represented
- Most comprehensive compensation-planning research
- Surveying this topic for 20+ years

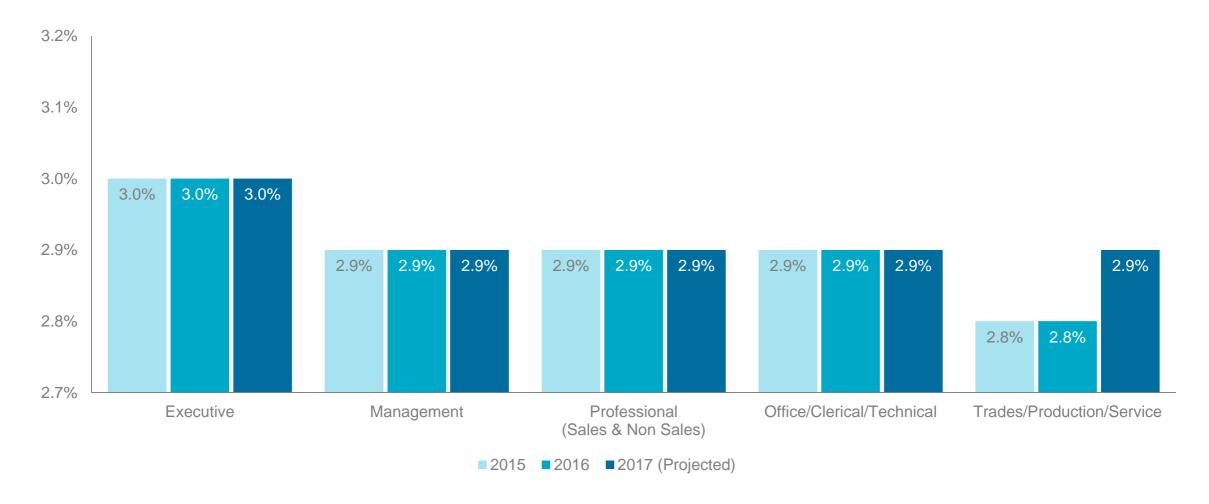


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US COMPENSATION PLANNING SALARY INCREASE BUDGETS

- 93% of participating organizations will award salary increases.
- 91% of participating organizations tie salary increases to individual performance.
- 2.8% average base salary increase in 2016.(1)
- High performers get 1.8x the salary increase of an average performer.
- 2016 salary increases remain **CONSISTENT** with past five years.
- 2.9% average projected 2017 base salary increase budget.

US COMPENSATION PLANNING SALARY INCREASE BUDGETS REMAIN CONSISTENT ACROSS EMPLOYEE LEVELS



US COMPENSATION PLANNING ENERGY SECTOR SEES SIGNIFICANT DECLINE

This year, the Energy sector has seen salary increase budgets drop even further, continuing last year's trend due to declining oil prices through much of 2015.

Including organizations with salary freezes, salary increase budgets for the Energy industry dropped to **2.3**% in 2016 and **2.4**% in 2017.



SALARY INCREASE BUDGETS BY INDUSTRY (INCL. 0S)

	ACT	UAL	PROJECTED
	2015	2016	2017
Banking/Financial Services	2.9%	2.9%	2.9%
Chemicals	n/a	2.7%	2.8%
Consumer Goods	2.8%	2.9%	2.9%
Energy	2.6%	2.3%	2.4%
Healthcare Services*	2.5%	2.8%	2.8%
High Tech	2.9%	2.9%	2.9%
Insurance/Reinsurance	2.9%	3.0%	3.0%
Life Sciences	2.9%	2.9%	3.0%
Logistics	n/a	2.3%	2.2%
Mining & Metals	2.7%	2.6%	2.2%
Other Manufacturing	n/a	2.7%	2.8%
Other Non-Manufacturing	2.8%	2.8%	3.0%
Retail & Wholesale	2.9%	2.8%	3.0%
Transportation Equipment	3.1%	2.9%	3.0%

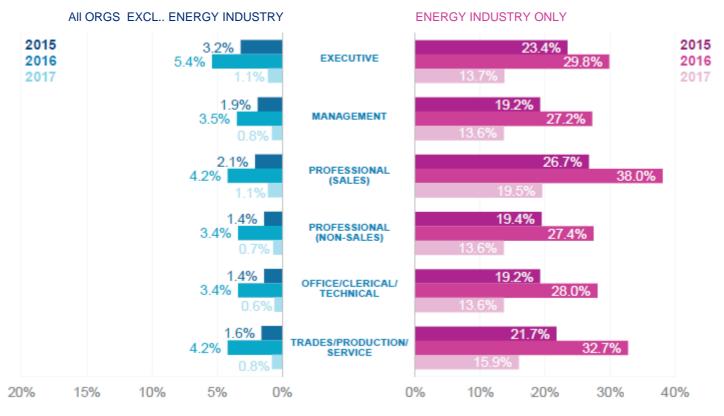
n/a = data not available for 2015.

Source: 2016/2017 US Mercer Compensation Planning Report, effective July 2016.

^{*} Healthcare Services is an Industry Sector and is included in the Services (Non-Financial) Industry Super Sector.

US COMPENSATION PLANNING SALARY FREEZES

- Salary freezes were higher in 2016, stemming primarily from a significant increase in the Energy industry.
- 31% of organizations within the Energy industry froze salaries in 2016.
- Participating organizations are projecting salary freezes to decrease in 2017.

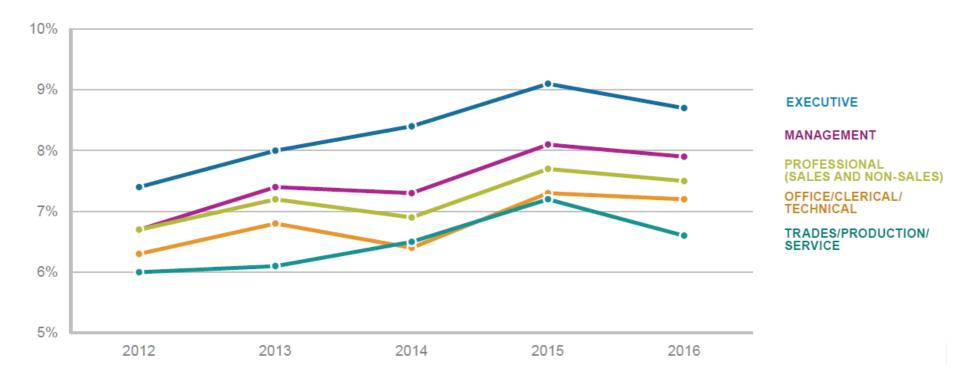


US COMPENSATION PLANNING PROMOTIONAL INCREASES CONTINUE

FIVE-YEAR TREND: PROMOTIONAL INCREASES AS A PERCENT OF BASE SALARY



50% of organizations budget separately for promotional increases up from 41%, with the average promotional budget of 1.2% of payroll.



Source: 2016/2017 US Mercer Compensation Planning Report, effective July 2016.

US COMPENSATION PLANNING DIFFERENTIATION CONTINUES

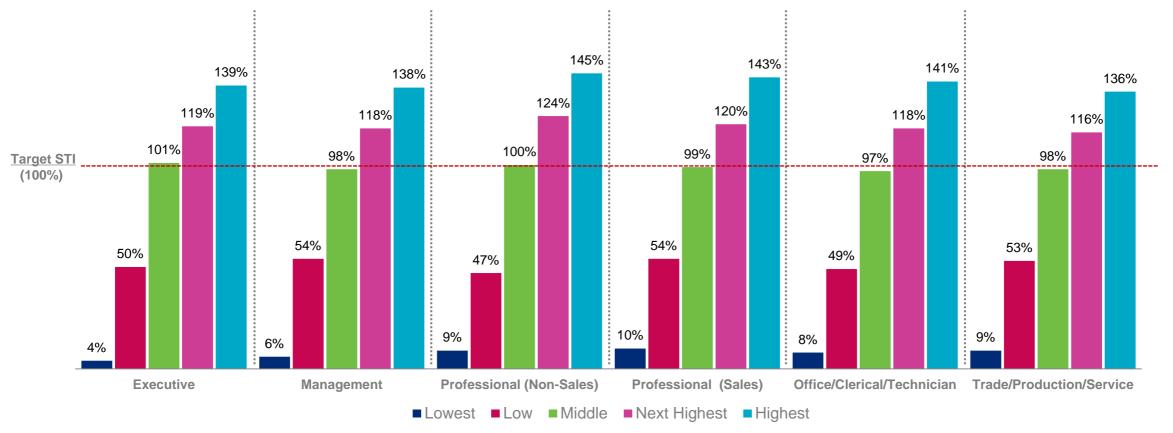
- 91% of organizations use individual performance to drive base salary.
- 63% consider individual performance when making incentive decisions.



US COMPENSATION PLANNING SHORT-TERM INCENTIVES: INDIVIDUAL PERFORMANCE

63% of organizations with incentives use individual performance ratings as factor for determining incentive payouts.

AVERAGE INCENTIVES AS A PERCENTAGE OF TARGET



US COMPENSATION PLANNING SHORT-TERM INCENTIVES







85%

of organizations have short-term incentive plans for at least one segment of their employee populations. 7%

of organizations
increased the number of
employees eligible for
short-term incentives.

9%

of organizations
increased the target
payout opportunity for
short-term incentive
eligible employees.

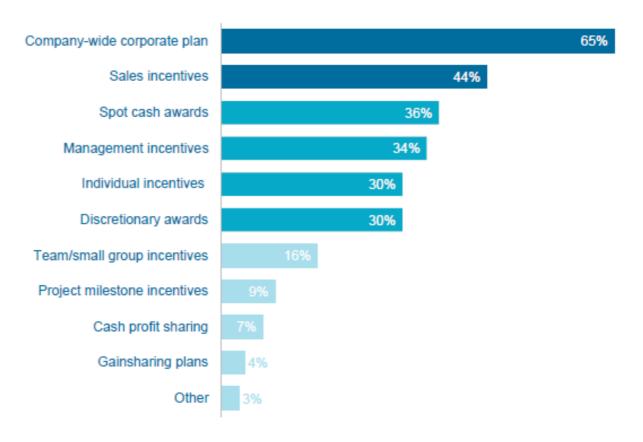
US COMPENSATION PLANNING SHORT-TERM INCENTIVES

 Company-wide corporate plans are the most widely used form of incentives, used by 65% of organizations.



Payouts in 2016 (for performance in 2015) were paid at or close to target level for all employee groups.

FORMS OF SHORT-TERM INCENTIVES USED BY US ORGANZATIONS



Source: 2016/2017 US Mercer Compensation Planning Report, effective July 2016.

US COMPENSATION PLANNING STRUCTURE ADJUSTMENTS BY INDUSTRY

- **85%** of organizations reported having a formal salary structure.
- Over the past four years, the percent of organizations adjusting their salary structures has increased from 66% in 2013 to 72% in 2016. That trend is expected to continue in 2017.

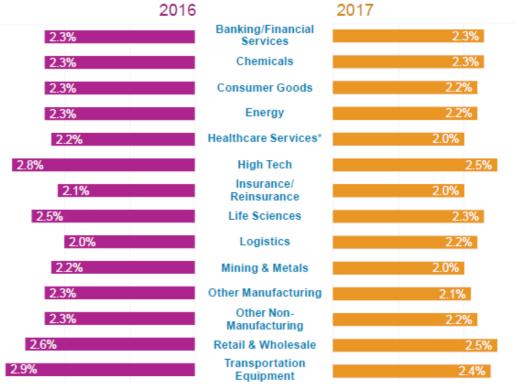
80% of organizations plan to adjust their salary structure in 2017

2.8% Salary Structure Adjustments for High Tech industry in 2016



 The average structure adjustment was 2.3%, slightly lower than 2015 levels and is projected to be similar in 2017 at 2.2% with differences most prominent by industry.

STRUCTURE ADJUSTMENTS BY INDUSTRY (EXCL. 0S)

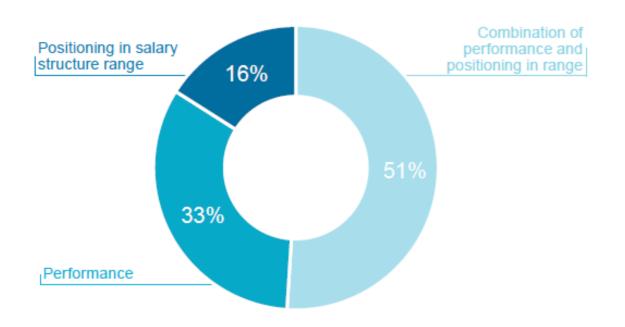


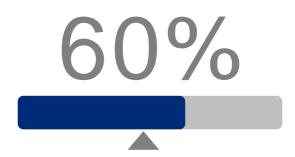
^{*} Healthcare Services is an Industry Sector and is included in the Services (Non-Financial) Industry Super Sector.

US COMPENSATION PLANNING LUMP-SUM PAYMENTS

Lump-sum payments are most commonly used when an employee's salary is above their salary range (red-circled), as indicated by 95% of organizations.

BASIS FOR DETERMINING LUMP SUM

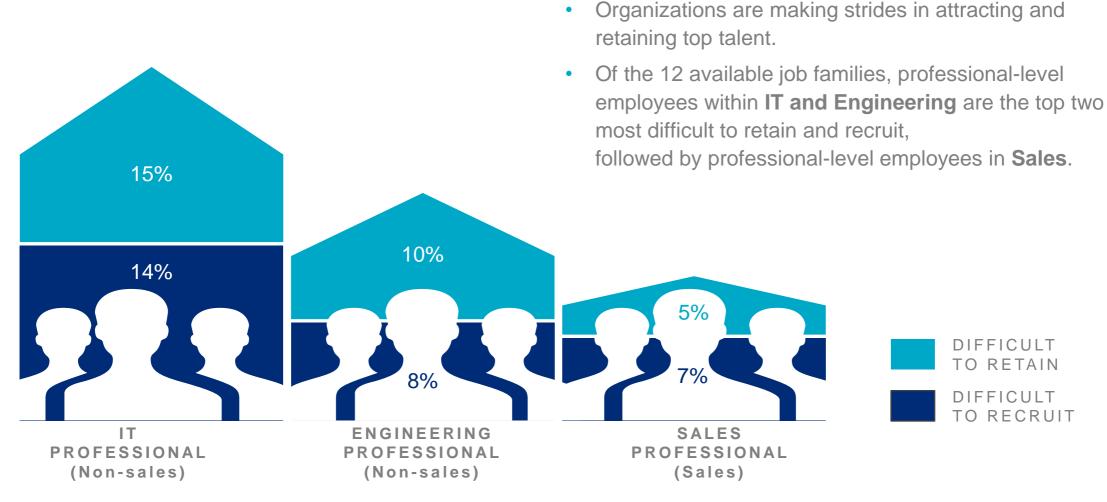




OF PARTICIPATING
ORGANIZATIONS AWARD LUMPSUM PAYMENTS IN LIEU OF ALL
OR A PORTION OF SALARY
INCREASES IN 2016 UP FROM
56% IN 2015

Source: 2016/2017 US Mercer Compensation Planning Report, effective July 2016.

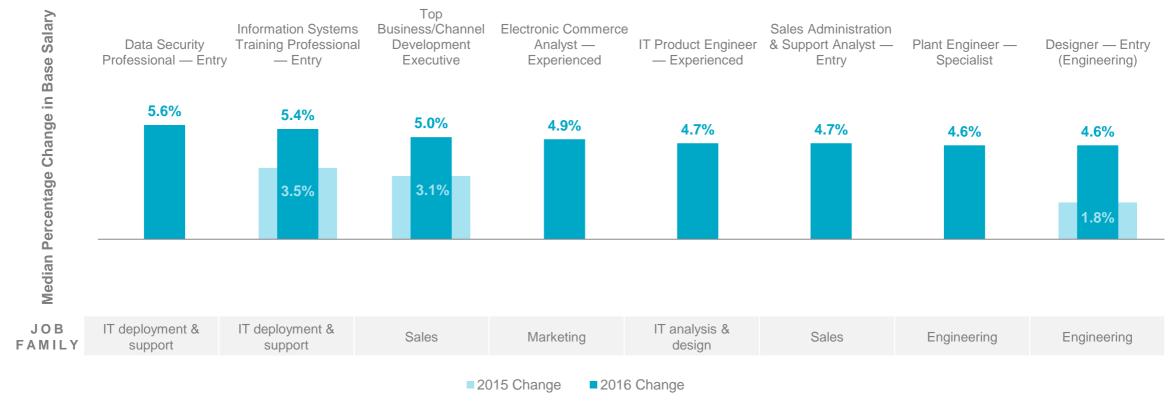
US COMPENSATION PLANNING ATTRACTION AND RETENTION



MERCER BENCHMARK DATABASE YOY POSITIONS WITH GREATEST CHANGE¹



Positions in IT, sales, and engineering account for seven of the eight jobs with highest base salary changes in 2016.
 Four of the eight jobs are Entry level.



^{1.} Data is representative of same organization, same jobs with the highest change in median base salary. Only jobs with 10 or more organizations reporting were included Note: Each year of historical analysis (2015) is taken in isolation

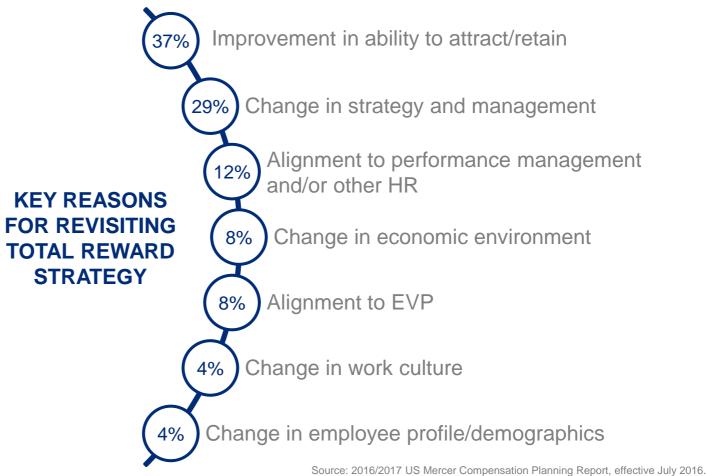
US COMPENSATION PLANNING HOT TOPICS - TOTAL REWARDS

Approximately one-third of organizations plan to revisit their total rewards strategy in next 6–18 months.

TOTAL REWARDS

27% of companies considering changing STI programs

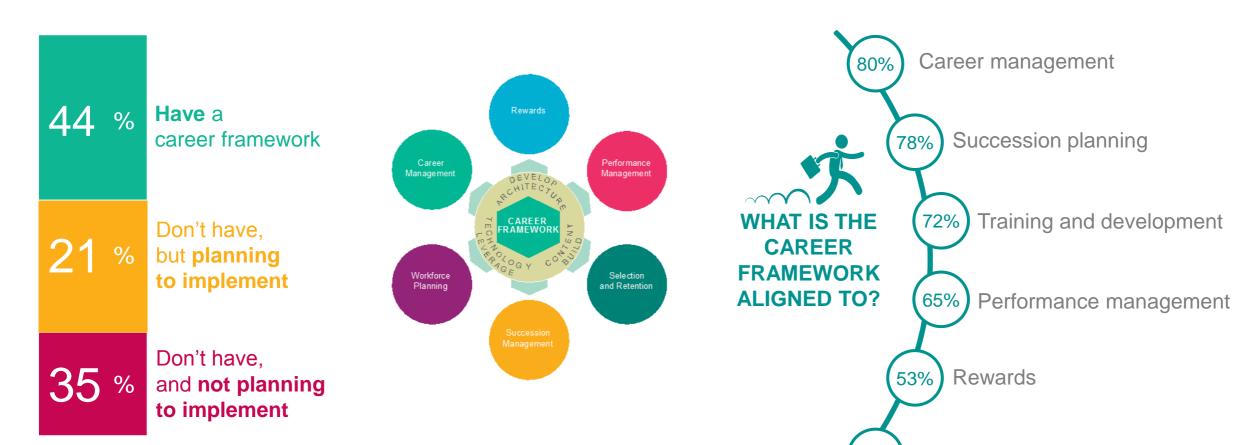
21% of companies considering changing base programs



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US COMPENSATION PLANNING HOT TOPICS - CAREER FRAMEWORKS

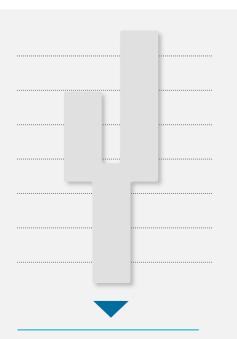
Approximately 65% of organizations either have a career framework or plan to implement one.



Source: 2016/2017 US Mercer Compensation Planning Report, effective July 2016.

Workforce analytics and planning

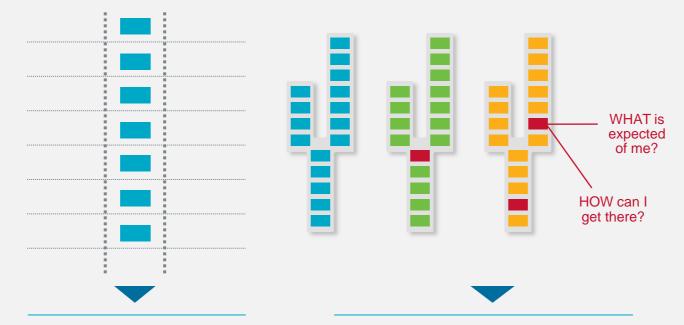
CAREER FRAMEWORK FOUNDATION: STRATEGIC JOB ARCHITECTURE IS FOUNDATIONAL





Career type within the organization, characterized by unique responsibilities.





CAREER LEVELS

The hierarchical position of a job within a career stream.

Recognizes incremental changes in job scope and responsibilities.

Consistent across disciplines.



JOB FAMILIES/JOB FUNCTIONS (DISCIPLINES / SPECIALTIES)

Generally recognized major professional area, often requiring a unique set of skills.

Most career development occurs within a job family.





JOB

A specific point in a career journey, characterized by a combination of career level, career stream, and sub-family. Each job has a unique blend of competencies.



US COMPENSATION PLANNING HOT TOPICS - PERFORMANCE MANAGEMENT

of organizations are working to improve pay differentiation based on performance; only 1% are working to decrease differentiation based on performance.



96% of organizations are planning to retain formal performance ratings in 2016 or beyond.



Of the 4% of organizations planning to eliminate formal performance ratings in 2016 or beyond, all plan to maintain alignment between pay and performance through cross-organization calibration sessions or by giving managers greater discretion.

GETTING AHEAD OF COMPENSATION PLANNING EXECUTIVE REWARDS



2016 PROXY SEASON RECAP — SAY ON PAY VOTE RESULTS CONTINUED TO BE STRONG...

...but level of work to achieve high favorable percentage has increased

2016 IN A NUTSHELL

- □ 33 failures (4 repeats) through June 15, 2016
- Around 76% of companies above 90% consistent with 2015
- □ Average support: 90.8% down slightly from 2015
- □ Number of companies below 70% support consistent with 2015
- □ ISS "against" recommendations around 10.8% down slightly
- ☐ ISS influence consistent with prior years
- ☐ Glass Lewis influence up slightly
- Second-half results historically lower (2 to 4 points)



2016 PROXY SEASON RECAP - ADVISER ANALYSIS SAMPLE QUALIFIERS AND CONCERNS

Lack of Rigorous Performance Formulas for Incentive Awards

Company doesn't use a sufficiently *objective, formula-based approach*... shareholders should be concerned... committee's failure to establish *rigorous performance formulas*...

Bonus Payouts for Lowered Goals

STI goals lower than last year's achieved results... no change made to associated payout opportunities ... company paid above target bonuses using payout formula that relied significantly on achievement of lowered goals... shareholders prefer *lowered goals accompanied by a similar adjustment to award opportunities*

Committee Discretion Under Incentive Compensation Framework

Compensation committee retains high level of discretion... We understand that some level of discretion may be necessary... if committee discretion used inappropriately, **compensation can reach potentially excessive levels not commensurate with performance**

2016 PROXY SEASON RECAP - ADVISER ANALYSIS SAMPLE QUALIFIERS AND CONCERNS

Performance Goals Not Clearly Disclosed

Company failed to *fully disclose target financial performance levels used to determine incentive awards*. Absent such disclosure, it's difficult for shareholders to evaluate how different performance achievements could potentially translate to specific incentive amounts

One-off/Special Grants

Granted *supplemental retention awards* outside normal plans... shareholders should be wary of awards granted outside standard incentive schemes, as such *awards have potential to undermine integrity of regular incentive plans – link between pay and performance or both ... companies should redesign compensation programs rather than make additional grants*

Vesting Below Median

... executives become *eligible to receive awards if relative performance is below 50th* percentile of peer group... as such, CEOs rewarded even if company underperforms market

SHAREHOLDER PAY-RELATED PROPOSALS WHAT'S NEW?

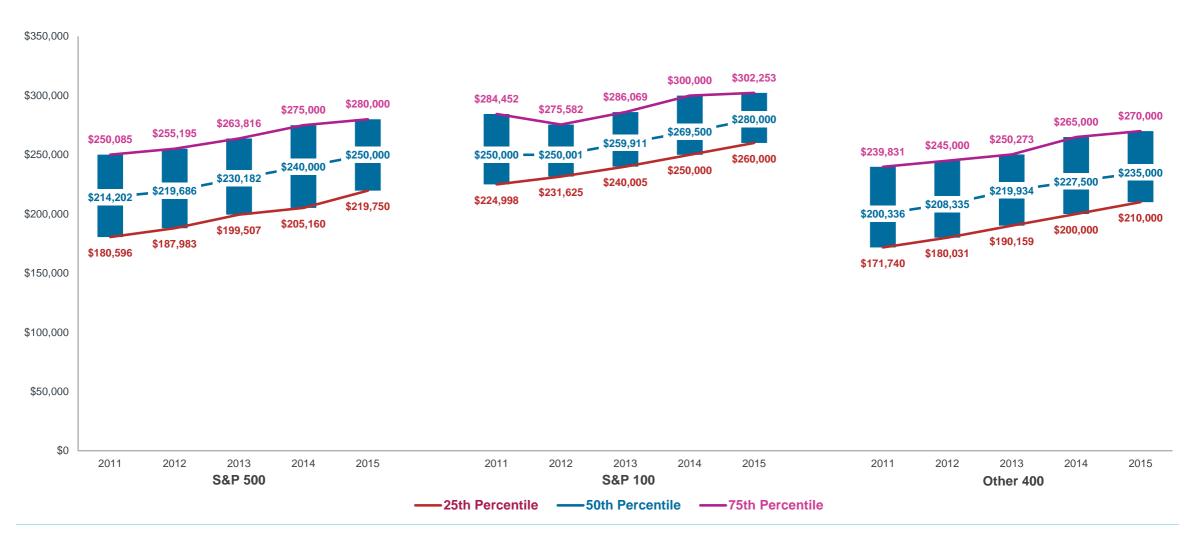
• Report on gender pay equity		 Report on gender pay equity
	NUMBER	 Around 11 submitted; 5 voted on (Alphabet, Citi, eBay, Exxon, Facebook)
JITY	PROXY ADVISER REACTION	 Case-by-case review: ISS recommended "against" Citi, Exxon but "for" Alphabet, eBay, Facebook
PAY EQL	COMPANY RESPONSE	 Some oppose proposal; others agree to report to have proposal withdrawn Amazon, Apple, Intel, Microsoft report pay parity
~		
NDE	VOTE RESULTS	 Alphabet: 11.4%, Citigroup: 4.9%, eBay: 44.6%, Exxon: 8.5%, Facebook: 6.6%
GE	RELATED • 28 com DEVELOPMENTS • EEOC p	28 companies pledge to conduct annual analysis
		 EEOC proposed rule to report W-2 earnings; hours worked; and data on ethnicity, race, and sex in 2017
		States adopting or considering equal pay laws



2015 S&P 500 - CEO COMPENSATION TOTAL COMPENSATION (000s)

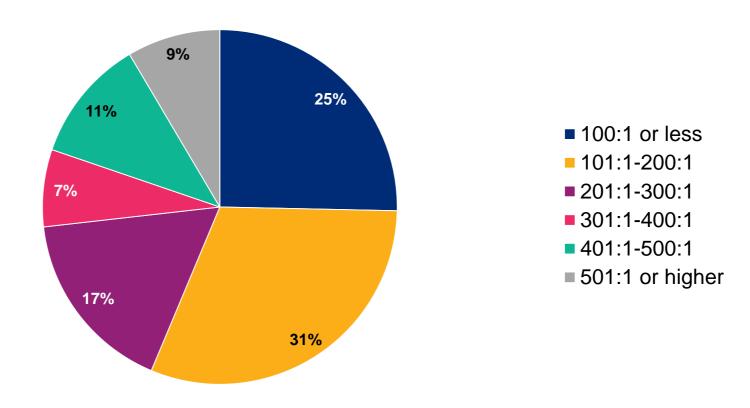


2015 S&P 500 - DIRECTOR COMPENSATION BOARD TOTAL COMPENSATION



CEO PAY RATIO - SPOT SURVEY KEY FINDINGS - ESTIMATED RATIOS

- 60% of respondents have estimated their ratio
 - More than half report ratios under 200:1
 - Only 20% report ratios of more than 400:1



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2017 PROXY SEASON EXPECTATIONS FUTURE OF PAY RATIOS

Proxy advisers looking at ratios of CEO pay to pay of other NEOs

SAMPLE GLASS LEWIS DISCLOSURE

	2015	2014	2013
CEO to avg NEO pay	3.3:1	3.3:1	2.1:1
CEO to peer median	1.4:1	1.2:1	2.1:1

SAMPLE ISS DISCLOSURE CEO PAY MULTIPLES

Compared to	Multiple
2 nd highest active executive	1.46
Average active NEO	2.07
ISS peer median	0.68
Company peer median	0.66

Source: ISS



DODD-FRANK ACT RULE-MAKING STATUS FINAL FOUR PAY-RELATED RULES FROM SEC

REQUIREMENT	STATUS	
Median annual total compensation of all employees (other than CEO)	FINAL August 5, 2015	
 Annual total compensation of CEO 	Effective for 2018 proxies	
Ratio of first to second		
Pay vs. performance • Relationship between executive pay and company performance	Proposed April 29, 2015	
	 Final rule pending (no date specified) 	
• Whether employees or directors can hedge company stock holdings	Proposed February 9, 2015	
	 Final rule pending (no date specified) 	
Clawback policies • Requirement that listed companies have policies to recover incentive pay from current and former executives in event of certain financial restatements	Proposed July 1, 2015	
	 Will require stock exchange action after SEC finalizes rule 	
	 Median annual total compensation of all employees (other than CEO) Annual total compensation of CEO Ratio of first to second Relationship between executive pay and company performance Whether employees or directors can hedge company stock holdings Requirement that listed companies have policies to recover incentive pay from current and former executives in event of 	

LOOKING AHEAD TO 2017 TALENT AND REWARD TRENDS



LOOKING AHEAD TO 2017

PAYING FOR PERFORMANCE IN THE NEW WORLD OF PERFORMANCE MANAGEMENT

EXPERIMENTATION HAPPENING



MEASURING ROI



WILL PERFORMANCE DRIVE BASE PAY?



EMPLOYEES LIKE RATINGS AND FEEDBACK



SHOULD EMPLOYEES EXPECT AN ANNUAL RAISE?



IS THIS THE END OF MERIT?



TO RATE OR NOT TO RATE? THE QUESTION OF THE DAY

MOVED AWAY FROM
PERFORMANCE RATINGS



MADE CHANGES TO FEEDBACK MECHANISMS





















LOOKING AHEAD TO 2017

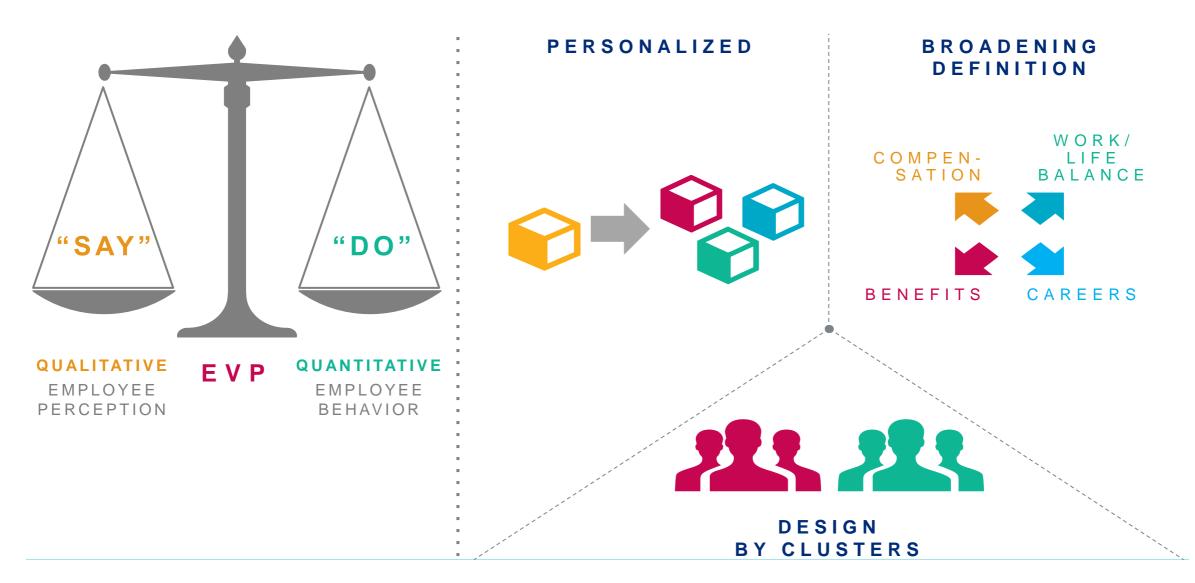
PAYING FOR PERFORMANCE IN THE NEW WORLD OF PERFORMANCE MANAGEMENT



What to focus on in 2017

- Examine the effectiveness of your pay-for-performance programs.
 - Are the highest performers actually earning more over time?
 - Do the highest performers stay with your company?
- Don't throw out ratings because others are.
 - Focus on the feedback.
 - Do your high performers know they are doing well?
 - Are underperformers given the guidance to improve?

LOOKING AHEAD TO 2017 TAKING A NEW PERSPECTIVE ON TOTAL REWARDS



LOOKING AHEAD TO 2017 TAKING A NEW PERSPECTIVE ON TOTAL REWARDS

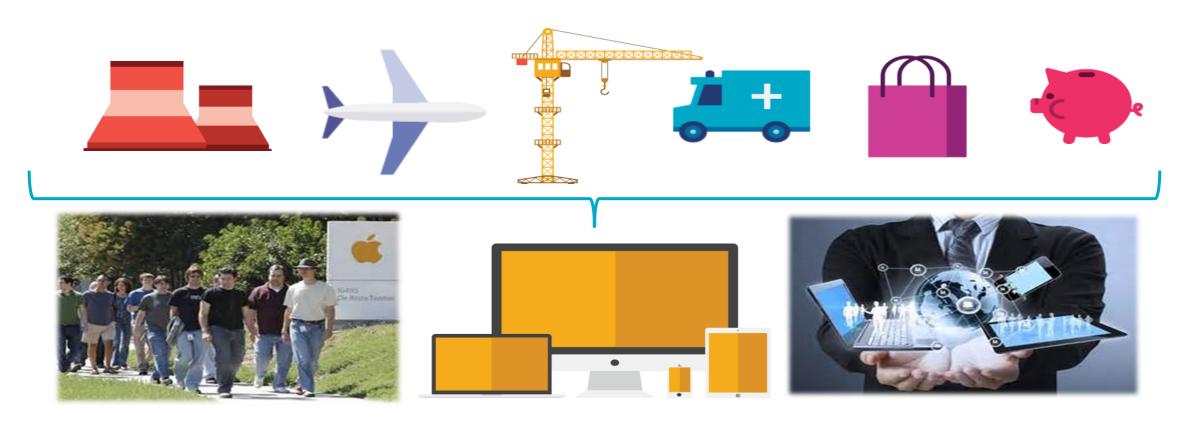


What to focus on in 2017

- Careers is the next lever to pull.
 - The foundation of a Career Framework provides the infrastructure to make Career Management a competitive advantage.
 - Understand not only what employees say but what they do, through understanding the drivers of turnover.



LOOKING AHEAD TO 2017 THE TECH WORKFORCE EVERYONE WANTS



TECH WORKFORCE EMERGING IN EVERY INDUSTRY AS THE DIGITAL ECONOMY DRIVES EVERY SECTOR

WHAT DRIVES TECH?

LOOKING AHEAD TO 2017 TECH FIRMS LEAD THE WA

TECH FIRMS LEAD THE WAY IN INNOVATING AROUND BENEFITS & PERQUISITES

>90%



TELECOMMUTING

Companies with work from home programs

84%



Companies with international business travelers

26%



TIME OFF

Companies with unlimited PTO

>90%



FREE FOOD

Companies offering free beverages or snacks

60%



Companies with recreation rooms

40%



Companies offering health or wellness

42

programs

Source: 2015 Alliant Bay Area Technology Perquisites & Benefits Study

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LOOKING AHEAD TO 2017 THE TECH WORKFORCE EVERYONE WANTS



What to focus on in 2017

- Utilize additional survey sources to get to the heart of how the tech industry rewards their employees.
- Create a value proposition that is unique, perhaps segmented for the tech workforce.
- Don't forget how important careers are for this segment of the population.

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LOOKING AHEAD TO 2017 MOVING FROM COMPETITIVE PAY TO RESPONSIBLE PAY

IS PAYING COMPETITIVELY ENOUGH IN TODAY'S ENVIRONMENT?





MINIMUM WAGE: THE FIGHT FOR \$15

A MORE RESPONSIBLE VALUE PROPOSITION

LOOKING AHEAD TO 2017 MOVING FROM COMPETITIVE PAY TO RESPONSIBLE PAY

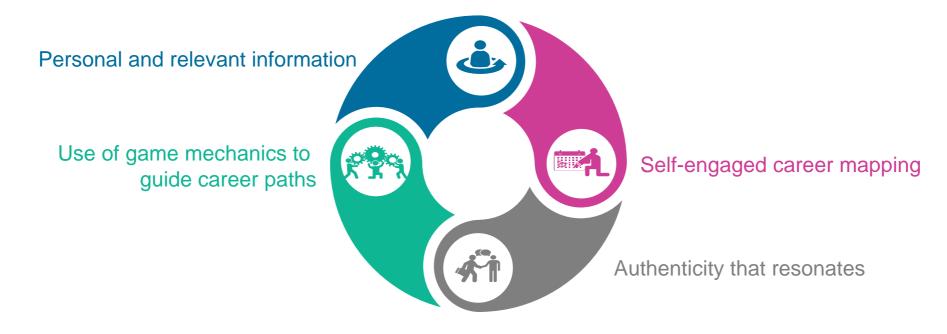


What to focus on in 2017

- Societal pressure exists to get pay right and fair.
- Keeping up with local, state and national legislation make it impossible to solely look at competitive pay alone.
- Understand what rewards are meaningful to the workforce and showcase them.

LOOKING AHEAD TO 2017 COMMUNICATING TOTAL REWARDS

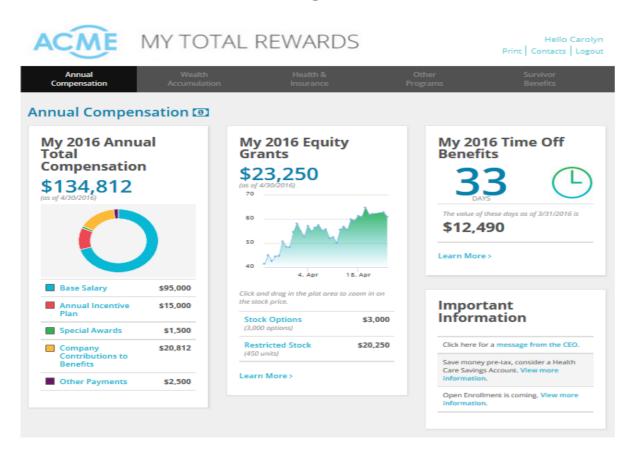
FOUR AREAS TO GET RIGHT IN REWARDS COMMUNICATIONS



CONSUMER-GRADE EXPERIENCES TOTAL REWARDS

LOOKING AHEAD TO 2017 PERSONAL AND RELEVANT INFORMATION

- 1. Personalized information
- 2. Dashboards of content at-a-glance





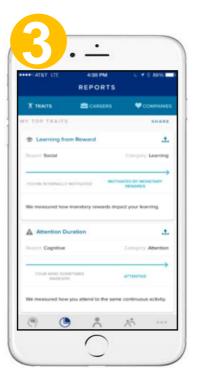


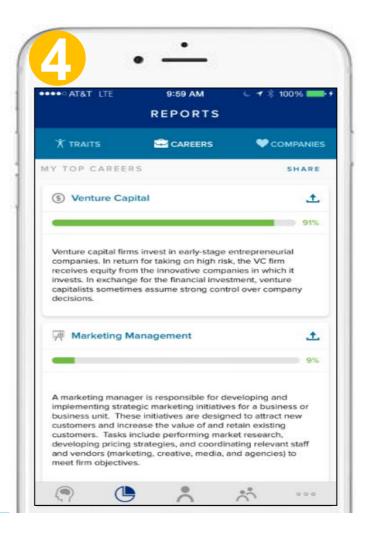
LOOKING AHEAD TO 2017 USE OF GAME MECHANICS TO GUIDE CAREER PATHS

- 1. Select a game.
- 2. Complete each game.
- 3. Review your personal behavior traits compiled from your game scores.
- 4. See what careers best match those traits.



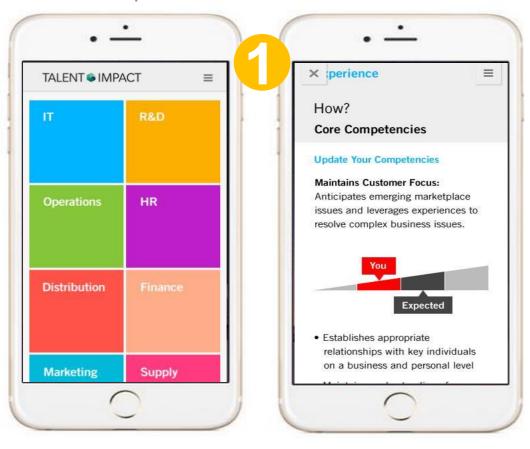


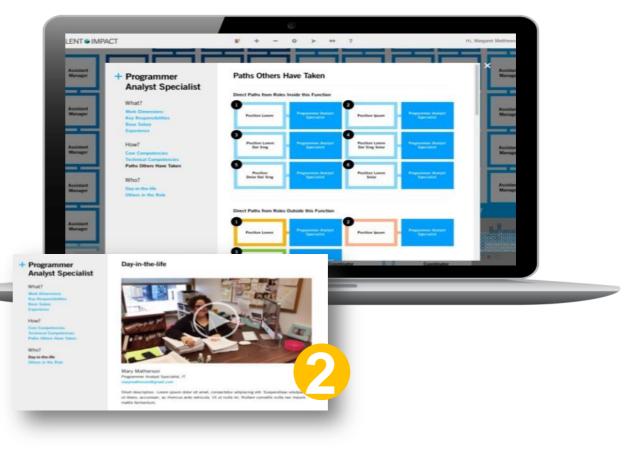




LOOKING AHEAD TO 2017 SELF-ENGAGED CAREER MAPPING

- 1. Self-directed engagement
- 2. Intuitive exploration of career structures





LOOKING AHEAD TO 2017 WHAT TO PREPARE FOR



Understand what drives the tech workforce you need.

Add responsible pay to your value proposition.

Examine the effectiveness of pay programs to ensure the best ROI.

Upgrade your talent and reward communications

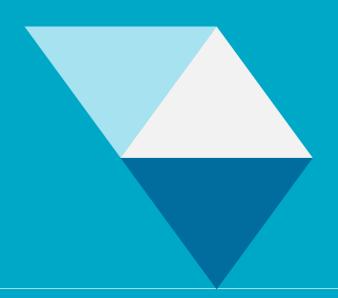
Take a holistic view of the total rewards.





GLOBAL TALENT TRENDS

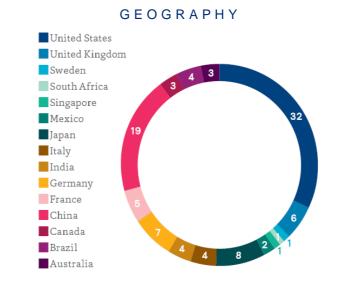




ABOUT THE 2016 GLOBAL TALENT TRENDS STUDY

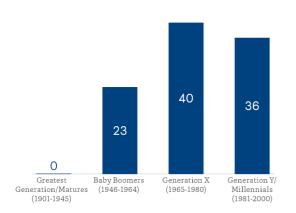




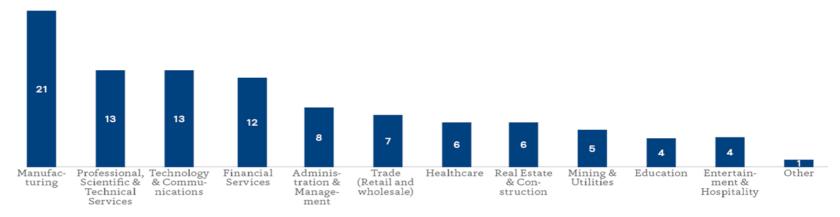




EMPLOYEE GENERATION



COMBINED INDUSTRY



GLOBAL MACRO TRENDS IMPACTING AND CHANGING THE NATURE OF WORK

















Source: 2016 Mercer Global Talent Trends Survey

WORKFORCE TRENDS IMPACTING THE TALENT AGENDA IN 2016















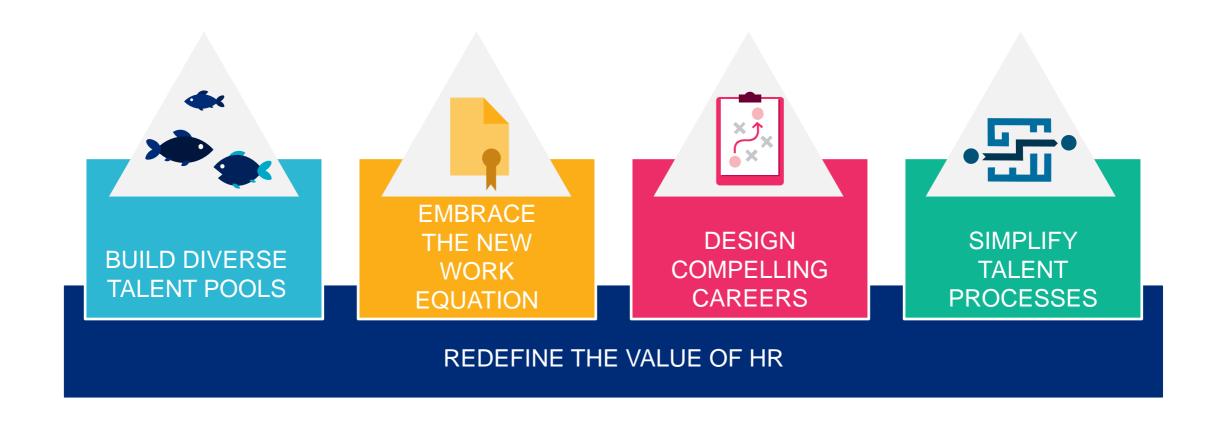






Source: 2016 Mercer Global Talent Trends Survey

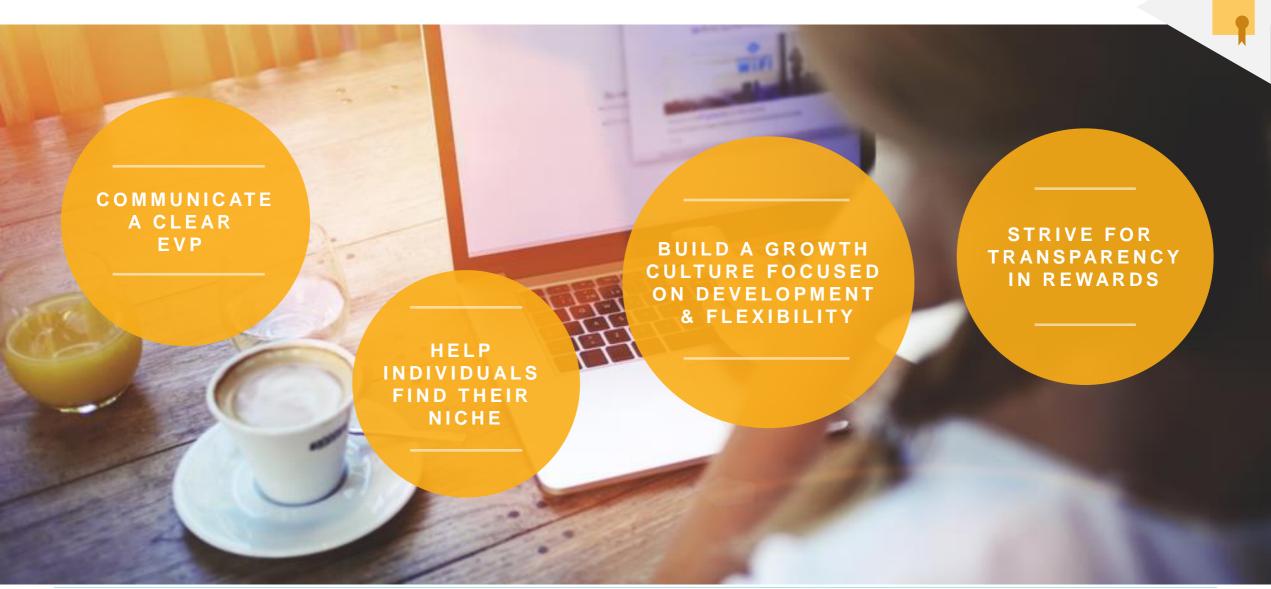
HOW DO WE ACCELERATE THE TALENT ENGINE?



#1: BUILD DIVERSE TALENT POOLS



#2: EMBRACE THE NEW WORK EQUATION



#3: DESIGN COMPELLING CAREERS



#4: SIMPLIFY TALENT PROCESSES



#5: REDEFINE THE VALUE OF HR



