

Roundtable on Directors' Remuneration

23 March 2009

European Commission

Charlemagne Building, 170 Rue de la Loi, 1040 Brussels

9:20-9:30 Introductory remarks by Mr. Jörgen Holmquist,
Director-General for the Internal Market and Services, European Commission

09:30-10:30

Panel 1
Socio-economic aspects of directors' remuneration

Panellists will focus on the socio-economic aspects of directors' remuneration. What is the level of pay of directors in Europe? How does it compare with other key developed economies? Is the public perception of high level pay justified? What should policy-makers' reaction be ?

Moderator: Mr. Jörgen Holmquist (Director-General for the Internal Market and Services, European Commission)

Introduction of key data: Mr. Jean-Nicolas Caprasse (Head of Governance Services - EMEA)

Speakers:

- Ms. Pervenche Berès (Member of the European Parliament; Chairwoman of the Committee on economic and monetary affairs of the European Parliament)
- Mr. John Monks (Secretary General of ETUC)
- Mr. Philippe de Buck (Director General of BUSINESSEUROPE)
- Mr. Tomáš Zídek (Deputy Minister of Finance, EFC Member - Czech Republic)

10:30-11:00 Discussion Comments and Q & A from the audience

11:00-11:15 Coffee break

11:15-12:15

Panel 2
Designing a director's remuneration in practice

Panellists will explain how an executive compensation is designed in practice. Is there a link between level of pay and long term business performance? How is it defined? What are the hurdles and constraints in the process? What could be improved? Are there sectoral specificities (e.g. banking)?

Moderator: Prof. Lars Oxelheim (Professor, Lund University, Sweden)

Speakers:

- Ms. Diane L Doubleday (Global Leader, Executive Remuneration, Mercer)
- Mr. Jim McNally (HR Director, Reward & Employee Relations, BT Group; member of the CIPD's VP Reward Panel)
- Mr. Bernhard Dedenbach (Managing Director of Korn/Ferry International; Chairman of ILA's Remuneration Committee; member of ecoDa)
- Ms. Anne Marion-Bouchacourt (Director of Human Resources, Groupe Société Générale)

12:15-12:45 Discussion and Q & A from the audience

Lunch break

14:15-15:15

Panel 3
Possible content for new provisions on directors' remuneration.

Panellists will discuss possible new legal issues/matters on directors' remuneration. Topics such as long term performance criteria, variable pay and choice of appropriate incentives, severance pay, clawback provisions, deferral payment, increased responsibility of executive directors, code of ethics for remuneration consultants and shareholders' (binding) vote on remuneration policy will be addressed by the panellists.

Moderator: Mr. Jaap Winter (Partner De Brauw Blackstone Westbroek; Professor, University of Amsterdam)

Speakers:

- Prof. Guido Ferrarini (Professor, University of Genoa; Vice Chairman and Fellow, European Corporate Governance Institute, Brussels)
- Dr. Reinhold Ernst (Partner Hengeler Mueller)
- Mr. Peter Montagnon (Director of Investment Affairs, Association of British Insurers)
- Mr. Guido Ravoet (Secretary General of the European Banking Federation)

15:15-15:45 Discussion and Q & A from the audience

15:45-16:00 Coffee break

16:00-17:00

Panel 4
Application and enforcement of provisions on directors' remuneration.

Recent evaluation by the Commission showed that the 2004 Recommendation was poorly implemented in Member States. Panellists will thus address issues linked to the enforcement and application of the current and new provisions on directors' remuneration in order to remedy the situation: Is the 'comply or explain' principle really effective? Are shareholders concerned by executives' remuneration? Should remuneration committees be made more responsible? What kind of supervision/monitoring mechanism could be put into place?

Moderator: Mr. Pierre Delsaux (Director for the Free Movement of Capital, Company Law and Corporate Governance, European Commission).

Speakers:

- Mr. Carlos Tavares (Vice-Chairman of CESR, Chair of the Portuguese CMVM)
- Mr. Jean-Martin Folz (President of AFEP)
- Mr. Angel Benito (Director General de Mercados of the CNMV (Comisión Nacional del Mercado de Valores))
- Prof. Jean Frijns (Chairman of the Dutch Monitoring Committee on Corporate Governance)

17:00-17:30 Discussion and Q & A from the audience

17:35-17:45 Closing Remarks by Mr. David Wright
Deputy Director-General for the Internal Market and Services, European Commission