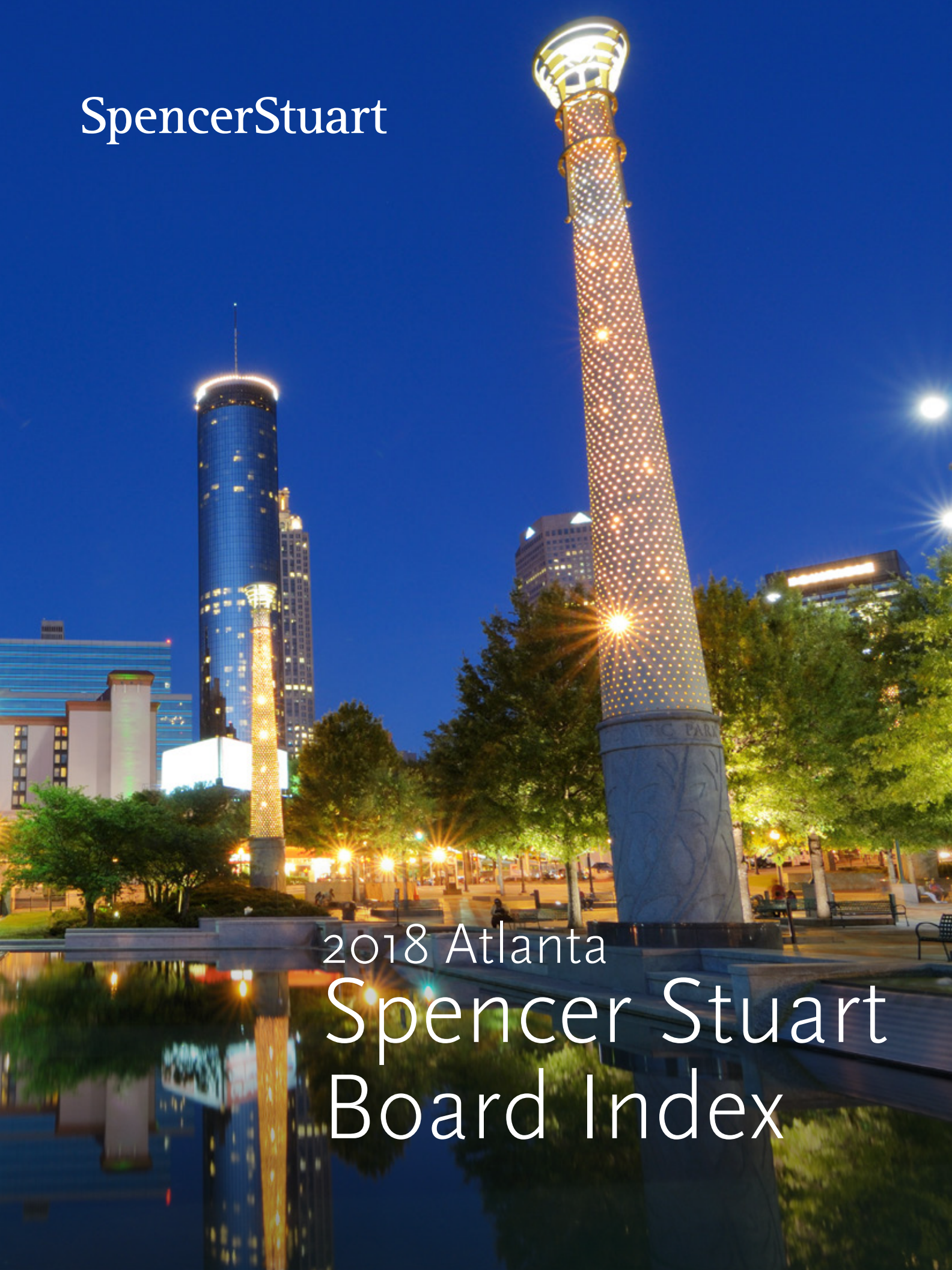


SpencerStuart



2018 Atlanta  
Spencer Stuart  
Board Index

## ABOUT SPENCER STUART BOARD SERVICES

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At Spencer Stuart, we know how much leadership matters. We are trusted by organizations around the world to help them make the senior-level leadership decisions that have a lasting impact on their enterprises. Through our executive search, board and leadership advisory services, we help build and enhance high-performing teams for select clients ranging from major multinationals to emerging companies to nonprofit institutions.

Privately held since 1956, we focus on delivering knowledge, insight and results through the collaborative efforts of a team of experts — now spanning 57 offices, 30 countries and more than 50 practice specialties. Boards and leaders consistently turn to Spencer Stuart to help address their evolving leadership needs in areas such as senior-level executive search, board recruitment, board effectiveness, succession planning, in-depth senior management assessment and many other facets of organizational effectiveness.

For more than 30 years, our Board Practice has helped boards around the world identify and recruit independent directors and provided advice to board chairs, CEOs and nominating committees on important governance issues. We serve a range of organizations across geographies and scale, from leading multinationals to smaller organizations. In the past year alone, we conducted more than 600 director searches worldwide, and in North America one-third of those assignments were for companies with revenues under \$1 billion.

Our global team of board experts works together to ensure that our clients have unrivaled access to the best existing and potential director talent, and regularly assists boards in increasing the diversity of their composition. We have helped place women in more than 1,800 board director roles and recruited more than 600 diversity executives around the world.

In addition to our work with clients, Spencer Stuart has long played an active role in corporate governance by exploring — both on our own and with other prestigious institutions — key concerns of boards and innovative solutions to the challenges facing them. Publishing the *U.S. Spencer Stuart Board Index (SSBI)*, now in its 33<sup>rd</sup> edition, is just one of our many ongoing efforts.

Each year, we sponsor and participate in several acclaimed director education programs, including:

- » Next-Gen Board Leaders (NGBL), an initiative designed to foster a community of current and aspiring directors to spark discussion around the challenges, opportunities and contributions of a younger generation in today's boardrooms
- » The Global Institute, sponsored by the WomenCorporateDirectors (WCD) Foundation
- » The Corporate Governance Conference at Northwestern University's Kellogg School of Management
- » The New Directors Program, a unique two-year development program designed to provide first-time, non-executive directors with an exclusive forum for peer dialogue on key issues and "unwritten rules" of corporate boards, produced in partnership with the Boston Consulting Group, Frederick W. Cook & Co., Davis Polk, Lazard and PricewaterhouseCoopers

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# Introduction

33%

New Atlanta directors are women (61% in 2017)

In response to a changing environment, today's boards are seeking directors with a wide range of backgrounds to help set the future direction of their organizations. Considerations include an unprecedented rate of technological change, an increasingly complex business environment, a growing number of risks and greater investor focus on board composition and diversity. To examine how Atlanta-area boards are evolving in this new environment, we present the 2018 *Atlanta Spencer Stuart Board Index*.

Now in its sixth year, the index examines the composition and practices of boards in the region and compares the information to national data. Specifically, we compare corporate governance practices of Atlanta boards with those of S&P 500 company boards, and consider how governance practices have shifted over time.

13%

Atlanta directors are minorities (7% in 2017)

This year's index looks at 44 companies through two lenses — the 19 companies with revenues of \$5 billion or more and the 25 companies with revenues between \$1 billion and \$5 billion. These organizations have a total of 443 directors. Compared with 2017, we found several areas where Atlanta boards have been evolving and tracking with S&P 500 companies, and other areas where they diverge.

Here, we highlight movement in three areas: gender and racial diversity, mandatory retirement practices and companies that are new to the index:

- » While the overall representation of **women on Atlanta boards** has risen over time, progress on this front was mixed in 2018. The overall percentage of female directors rose modestly, from 18% in 2017 to 19% in 2018. The percentage of newly elected female directors, however, has been inconsistent: From 23% in 2016, it rose to 61% in 2017, then dropped to 33% in 2018. (By comparison, 40% of new S&P 500 directors are female.)

- » Historically, **racial and ethnic diversity** has been a vexing issue for Atlanta boards. Today, that narrative appears to be changing. Minority directors now represent 13% of all directors in 2018, up from 7% in 2017. Similarly, the number of new minority board members nearly doubled, from five in 2017 (13% of new directors) to nine in 2018 (23% of new directors).
- » The percentage of Atlanta boards reporting a **mandatory retirement age** has fluctuated over the last several years: 77% of boards had such a policy in 2014, but that figure dipped to 50% in 2017. In 2018, the percentage of Atlanta boards with a mandatory retirement policy increased to 68%.
- » This year's index includes **four new companies**: Oxford Industries and RPC saw their revenues grow above the \$1 billion threshold, National Vision Holdings held an IPO and WestRock formally relocated to the Atlanta area. Two organizations, Avanos Medical (formerly Halyard Health) and Mueller Water Products, were removed from the list due to a drop in revenue because of divestiture activity.

68%

Atlanta boards report a mandatory retirement age

**Editor's note:**

The index examines 44 public companies in the Atlanta area, sorted into two groups based on revenue (19 with revenues greater than \$5 billion and 25 with revenues between \$1 billion and \$5 billion). The companies included in the index must have been publicly traded on one of the major stock exchanges (NYSE or NASDAQ). This edition of the 2018 *Atlanta Spencer Stuart Board Index* draws from the most recent DEF14A proxy statements and/or 10-K annual reports filed with the U.S. Securities and Exchange Commission between November 21, 2017, and August 28, 2018, except where noted in the footnotes.

# Board Composition

## MORE THAN TWO-THIRDS OF ATLANTA BOARDS APPOINTED NEW DIRECTORS

- » Sixty-eight percent of Atlanta boards appointed one or more new outside directors during the 2018 proxy year, up from 55% in 2017 and 38% in 2016.
- » Overall, 30 Atlanta boards appointed 40 new directors. Within that group, 21 boards added one new director, eight appointed two new directors and one board added three new members. In 2017, 42 Atlanta boards appointed 38 new directors.

## PERCENTAGE OF NEW FEMALE DIRECTORS DROPS WHILE MINORITY DIRECTORS BECOME MORE PREVALENT

- » Thirty-three percent of new Atlanta directors are female, down from 61% in 2017. Despite the one-year decline, women have become a growing share of new directors over the longer term: In 2016, for instance, 23% of new Atlanta directors were women. Forty percent of new S&P 500 directors are women.

### New Director Snapshot\*

	2018 Atlanta		2017 Atlanta		2018 S&P 500	
Outside male	27	68%	15	39%	257	60%
Outside female	13	33%	23	61%	171	40%
Total number of new outside directors	40	100%	38	100%	428	100%

\*Percentages may not equal 100% due to rounding.

- » In 2018, Atlanta boards added nine new minority independent directors, 23% of all new directors. By comparison, five (13%) new Atlanta directors were minorities in 2017. Nineteen percent of the new independent directors added to S&P 500 boards during the 2018 proxy year are minorities.

### New Minority Directors



## ALMOST ONE-QUARTER OF NEW DIRECTORS ARE CHAIRS/CEOS

- » Active and retired chairs, CEOs and presidents account for 22% of new directors on Atlanta boards, down from 24% in 2017. By comparison, 36% of new S&P 500 directors have the same level of experience (unchanged from 2017). Also, the percentage of new Atlanta directors with financial backgrounds dropped from 36% in 2017 to 30% in 2018. That figure among new S&P 500 directors is 26%, down from 29% in 2017. The percentage of directors with academic/nonprofit backgrounds increased to 10% in 2018 from 3% in 2017.
- » Fifty-eight percent of newly added independent directors are actively and fully employed, identical to the percentage in 2017. Fifty-six percent of new S&P 500 directors are active executives.

## MOST NEW DIRECTORS COME FROM PRIVATE EQUITY/INVESTMENT OR TECH/TELECOM

- » Eighteen percent of new directors have backgrounds in the private equity/investment management sector, and the same percentage have worked in technology/telecommunications. The next most common industry background is consumer goods & services (15%).

### New Outside Directors — Industry Backgrounds\*

Industry	2018 Atlanta		Industry	2018 Atlanta	
	Directors	%		Directors	%
Private equity/investment management	7	18%	Real estate construction & services	3	8%
Technology/telecommunications	7	18%	Law firms	2	5%
Consumer goods & services	6	15%	Transportation products & services	2	5%
Academics/nonprofit	4	10%	Energy/utilities/oil & gas	1	3%
Government/military	4	10%	Financial services	1	3%
Industrial/manufacturing	3	8%			
<b>Total new: 40</b>					

\*Percentage may not total 100% due to rounding.

## BOARDS RANGE IN SIZE FROM 6 TO 16 DIRECTORS, AVERAGE JUST OVER 10

- » With an average size of 10.1 directors, Atlanta boards are roughly the same size as in 2017, while S&P 500 boards average 10.8 members. Atlanta boards range in size from six to 16 directors, but most boards have between nine and 12 members.
- » Although the average size of Atlanta boards remains largely unchanged, they are trending toward smaller sizes: compared with 2017, the percentage of boards with eight or fewer directors increased from 14% to 18%. Meanwhile, boards with between nine and 12 directors decreased from 76% to 70% and boards with 13 or more largely stayed the same.

## **TWO-THIRDS OF BOARDS HAVE ANNUAL DIRECTOR ELECTIONS**

- » Sixty-six percent of Atlanta directors stand for annual elections, barely down from 67% in 2017. By comparison, 92% of S&P 500 boards have annual elections. The remaining boards have three-year terms.

## **AVERAGE DIRECTOR TENURE FALLS BELOW 8 YEARS**

- » Directors on Atlanta boards serve an average of 7.6 years, down from 8.7 in 2017. By comparison, directors on S&P 500 boards average 8.1 years. The average tenure at companies with revenue between \$1 billion and \$5 billion is 8.5 years, compared with 6.7 years at companies with revenue greater than \$5 billion. Members on the Atlanta board with the longest tenure average 27.8 years, and the longest-serving director has been on this board for 50.3 years.

## **MORE ATLANTA BOARDS HAVE MANDATORY RETIREMENT**

- » Sixty-eight percent of Atlanta boards report having mandatory retirement age policies in their corporate governance guidelines, up from 50% in 2017. By comparison, 71% of S&P 500 boards report mandatory retirement policies, down from 73% the previous year.
- » Retirement ages are rising among companies with mandatory retirement policies: 53% of boards set the mandatory retirement age at 75 and older, up from 48% in 2017 and more than double the percentage from 2013 (24%). Thirty-three percent of Atlanta boards set the mandatory retirement age at 72. Of the S&P 500 boards that disclose a mandatory retirement age, 97% set the age at 72 or older, and 49% set it at 75 years or older.
- » Fifty-seven outside directors ended their board service in 2018 versus 36 who left their board roles in 2017.

## **AVERAGE AGE IS IDENTICAL FOR ATLANTA AND S&P 500 DIRECTORS**

- » Independent directors on Atlanta and S&P 500 boards average 63 years old.
- » The average age of new Atlanta directors is 57, essentially the same as in 2017. The youngest Atlanta director is 50 and the oldest is 91.

## **MORE WOMEN ON ATLANTA BOARDS, BUT PERCENTAGE STILL TRAILS S&P 500**

- » Women account for 19% of all directors on Atlanta boards, up from 18% in 2017. This is less than the 24% female representation among S&P 500 directors, which increased from 22% in 2017. Atlanta boards average 1.9 female directors, the same as in 2017, while S&P 500 boards average 2.6 female directors.
- » Five percent of Atlanta boards have no female directors. Thirty-four percent have one female director, up from 20% in 2017, and 34% have two women directors, an increase from 31% in 2017. Only 1% of S&P 500 companies have no female directors, and just 13% have one woman on the board; 37% of S&P 500 boards have two women directors and 33% have three.



## Women on Boards

Number of women	2018 Atlanta			2018 S&P 500
	All boards	\$1B to \$5B	>\$5B	
0	5%	8%	0%	1%
1	34%	52%	11%	13%
2	34%	24%	47%	37%
3	20%	12%	32%	33%
4	5%	4%	5%	12%
5 & up	2%	0%	5%	5%

\*Percentages may not equal 100% due to rounding.

- » As with other governance trends, larger boards (those with more than \$5 billion in revenue) hew more closely to the S&P 500: All these companies have at least one woman on the board, and 89% have two or more. Larger companies average 2.5 women on their boards versus 1.5 for Atlanta companies with revenues between \$1 billion and \$5 billion. The percentage of women directors also differs between the two groups; women comprise 23% of larger company boards versus 16% of smaller organization boards.
- » HD Supply Holdings, Intercontinental Exchange and Veritiv have the highest percentage of female directors with 33%.

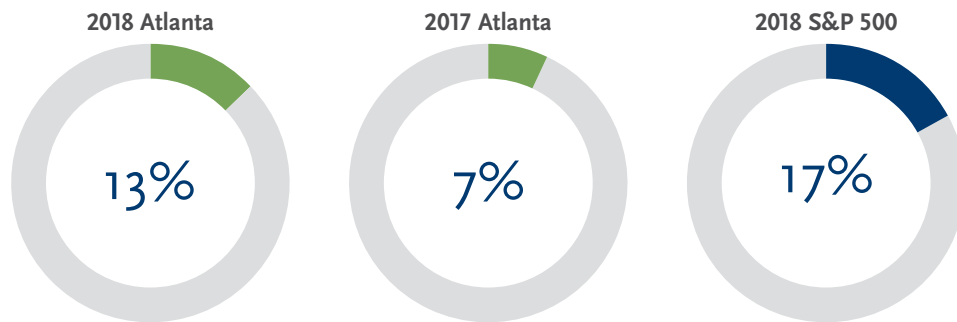
## Female Representation

	2018 Atlanta			2018 S&P 500
	All boards	\$1B to \$5B	>\$5B	
At least one women director	95%	92%	100%	99%
Average number of women	1.9	1.5	2.5	2.6
Women percentage of total directors	19%	16%	23%	24%

## DIVERSITY ON ATLANTA BOARDS INCREASES

- » The percentage of minorities (identified as African-American, Hispanic/Latino or Asian) on Atlanta boards rose from 7% in 2017 to 13% in 2018, compared to the 17% of minority representation on the boards of the S&P 500's top 200 companies by revenue.<sup>1</sup>
- » Minorities represent 11% of directors on boards of Atlanta companies with revenue between \$1 billion and \$5 billion, and 15% of board members of companies with revenue exceeding \$5 billion.
- » In total, 57 minority directors serve on Atlanta boards.

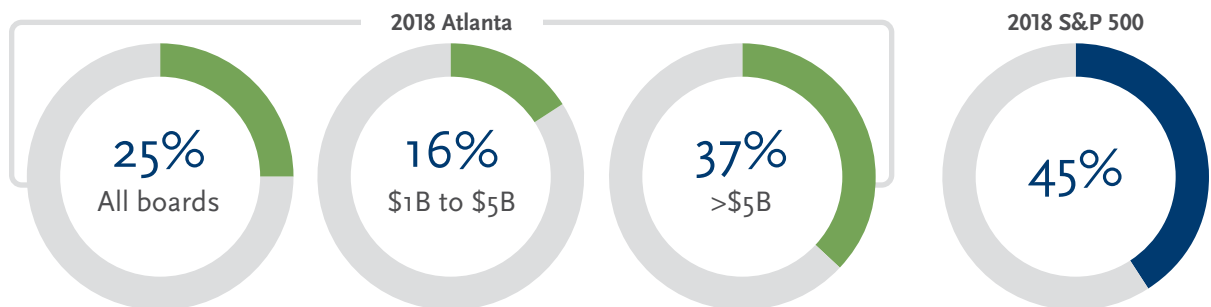
### Minorities on Boards



## ONE-QUARTER OF CEOS SIT ON OUTSIDE BOARDS

- » Twenty-five percent of Atlanta CEOs serve on one or more outside public company boards, roughly the same as in 2017 (24%). Sixteen percent of CEOs of Atlanta companies in the \$1 billion to \$5 billion band have other public board affiliations, compared with 37% for companies with revenue greater than \$5 billion. Forty-five percent of S&P 500 CEOs sit on outside boards.

### CEOs on Outside Boards



<sup>1</sup> In the 2018 *United States Spencer Stuart Board Index (SSBI)*, minority data for all directors is compiled for the top 200 (based on revenue) of the S&P 500. Minority data for new independent directors is compiled for all S&P 500 boards.

# Board Organization and Process

## MORE THAN HALF OF ATLANTA BOARDS SEPARATE CHAIR AND CEO ROLES

- » Some shareholders and governance activists advocate separating the roles of chair and CEO, and we have seen a general trend toward a board leadership model with a non-executive chair. Fifty-seven percent of Atlanta companies separate the chair and CEO roles, up from 50% in 2017. Among S&P 500 companies, 50% have a separate chair and CEO.
- » Thirty-four percent of Atlanta boards have an independent chair, up from 31% in 2017. By comparison, 31% of S&P 500 boards have an independent chair.

## MAJORITY OF ATLANTA BOARDS HAVE A LEAD/PRESIDING DIRECTOR

- » Every Atlanta board except for one reports some form of independent board leadership — either a board chair or lead/presiding director determined to be independent (under applicable NYSE or NASDAQ listing standards). Seventy percent of Atlanta boards have a lead or presiding director — within that group, 23 (74%) have a lead director and eight (26%) have a presiding director. (One board does not have an independent chair or a lead/presiding director.) By comparison, 78% of S&P 500 boards have a lead director.

## ATLANTA BOARDS MET JUST UNDER EIGHT TIMES ANNUALLY

- » Atlanta boards met slightly more often than in the previous year: On average, Atlanta boards had 7.7 meetings annually, compared with 7.3 in 2017. S&P 500 boards met an average of 8.0 times.

### Distribution of Regular Board Meetings\*

Number of meetings	2018 Atlanta	2018 S&P 500
5 or fewer	31%	22%
6 to 9	40%	51%
10 to 12	21%	17%
13 and higher	7%	9%

\*Percentages may not total 100% due to rounding.

## ATLANTA BOARDS HAVE FOUR STANDING COMMITTEES ON AVERAGE

- » Atlanta boards average four committees, nearly identical to last year's average as well as that of the S&P 500. Sixty percent of Atlanta boards have four or more committees, compared with 69% of S&P 500 boards. The number of standing committees on Atlanta boards range from two to seven, while nine is the highest number of committees among S&P 500 companies.
- » All Atlanta boards have audit and compensation/HR committees, as required under NYSE or NASDAQ listing standards, while 98% have nominating/governance committees.
- » Beyond the required committees, executive (30%) and finance/investment (23%) committees are the most common, followed by risk (16%). On S&P 500 boards, the most common additional committees are finance/investment (31%) and executive (30%).

### Percentage of Boards with Committees

	2018 Atlanta	2018 S&P 500
Audit	100%	100%
Compensation/HR	100%	100%
Nominating/governance	98%	99%
Executive	30%	30%
Finance/investment	23%	31%
Risk	16%	12%
Science & technology	9%	9%
Public policy/corporate responsibility	5%	9%
Environment, health & safety	5%	9%
Diversity	5%	n/a
Management development/succession planning	5%	n/a
Legal compliance	0%	5%
Acquisitions/corporate development	2%	1%

# Director Compensation

## AVERAGE COMPENSATION FOR BOARD MEMBERS INCREASES BY 2%

- » Non-employee directors on Atlanta company boards received an average of \$234,896 in total compensation, 2% above the 2017 average of \$231,210. Average compensation has risen by 22% over the past six years: in 2013, directors received an average of \$192,147. The total annual per-director compensation reflects the cash, value of equity and all other fees paid for board service, including premiums paid for leadership and committee service.
- » Average total compensation for directors on S&P 500 boards rose 3%, from \$288,909 in 2017 to \$298,981 in 2018.
- » Stock awards represent 56% of total compensation on average, while cash accounts for 41%.
- » Forty-eight percent of Atlanta boards offer a deferred compensation plan for directors (the same as in 2017), compared with 72% of S&P 500 boards.

### Total Annual Compensation per Non-Employee Director\*

Components of Total**	2018 Atlanta			2018 S&P 500
	All Boards	\$1B to \$5B	>\$5B	
Fees earned/paid in cash	41%	44%	39%	56%
Value of stock awards	56%	53%	59%	38%
Value of stock option grants	1%	0%	1%	4%
Other***	2%	3%	1%	2%
<b>Average</b>	<b>\$234,896</b>	<b>\$207,244</b>	<b>\$263,642</b>	<b>\$298,981</b>

\*Based on non-employee director compensation tables reported in SEC filings released as of August 28, 2018. Represents cash, value of equity and all other fees paid for board service.

\*\*Percentages adjusted slightly to equal 100%.

\*\*\*Other compensation consists of the following: insurance premiums, contributions to charitable award programs and the incremental cost of company products provided.

## VALUE OF STOCK AWARDS FALLS

- » Ninety-three percent of Atlanta companies provide some type of equity to non-employee directors, up from 90% in 2017. Fifty-five percent pay an annual restricted stock award, while 39% pay an annual restricted stock unit award.
- » The value of the restricted stock awards dropped by 2% between 2017 and 2018, from \$131,166 to \$128,335, while the value of the restricted stock unit award increased from \$131,722 to \$138,275. The value of all equity awards rose by 10% from \$120,701 in 2017 to \$132,456 in 2018.
- » The range of the annual restricted stock award ran from \$65,000 to \$250,000, while the restricted stock unit award ranged from \$75,000 to \$225,000.

## AVERAGE CASH RETAINER IS MORE THAN \$75,000

- » Atlanta boards paid non-employee directors an average of \$77,349 in cash retainer fees, essentially identical to the 2017 average and well below the S&P 500 average of \$91,932. Retainers range from a low of \$35,000 to a high of \$120,000.
- » Retainer values vary between revenue bands, as companies with revenue greater than \$5 billion pay an average of \$86,053 per director (a 7% increase from 2017), while companies with revenue between \$1 billion and \$5 billion average \$70,458 per director (a 7% drop from 2017).

### Annual Cash Retainer

	2018 Atlanta			2018 S&P 500*
	All boards	\$1B to \$5B	>\$5B	
Average	\$77,349	\$70,458	\$86,053	\$91,932
Median	\$76,000	\$75,000	\$85,000	\$95,000

\*S&P 500 figure represents annual cash retainers only and does not include equity components to retainer amounts, as reported in company proxy statements and the SSBI.

## FEW ATLANTA BOARDS PAY MEETING ATTENDANCE FEES

- » Eleven percent of Atlanta boards pay meeting attendance fees, compared to 10% of S&P 500 boards. Fees range from \$1,500 to \$3,000 per meeting and average \$2,083.

## ALMOST ALL BOARDS PAY FOR AUDIT AND COMPENSATION COMMITTEE CHAIR SERVICE

- » The increased demands placed on committee chairs and members means that the leaders almost universally receive a retainer: 100% of Atlanta boards pay an additional retainer to audit committee chairs, and 98% pay an additional fee to compensation committee chairs. A similar trend exists among S&P 500 companies, where 85% pay an additional premium to the audit committee chair, and 55% pay one to the compensation committee chair.
- » Forty-one percent of Atlanta boards pay a cash retainer, averaging \$10,200, to some or all committee members. This includes two boards that only pay a supplemental retainer to audit committee members. Among S&P 500 companies, committee members on 45% of boards receive a cash retainer.
- » Among the 18 Atlanta boards that pay committee members a cash retainer, 16 pay a higher amount to audit committee members (averaging \$12,222), and 10 pay a higher amount to compensation committee members (averaging \$9,906). Annual cash retainers for committee members range from a low of \$5,000 to a high of \$20,000.

### Average Cash Retainer Amount — Committee Chair

	2018 Atlanta	2018 S&P 500
Audit committee	\$23,602	\$25,777
Compensation committee	\$17,616	\$20,416
Nominating committee	\$15,269	\$16,783
All committees	\$18,980	\$21,036

### Average Cash Retainer Amount — Members

	2018 Atlanta	2018 S&P 500
Audit committee	\$12,222	\$13,726
Compensation committee	\$9,906	\$12,124
Governance committee	\$8,219	\$9,427
All committees	\$10,200	\$12,027

## AVERAGE PREMIUM PAID TO INDEPENDENT CHAIRS TOPS \$100,000

- » All 15 boards with an independent chair pay a premium (cash and/or equity) for service in the role.
- » The average additional compensation (cash and equity) paid to independent board chairs increased from \$100,750 in 2017 to \$123,267. By comparison, the average premium compensation paid to S&P 500 independent board chairs rose to \$164,959 from \$162,751 in 2017.

### Independent Chair Additional Compensation\*

	2018 Atlanta	2018 S&P 500
Percentage paying a premium among boards with an independent chair	100%	93%
Average additional amount paid	\$123,267	\$164,959
Median additional amount paid	\$130,000	\$150,000

\*This figure includes cash and equity.<sup>2</sup>

## COMPENSATION FOR LEAD/PRESIDING DIRECTOR INCREASES

- » Of the 31 boards with a lead or presiding director (not including independent chairs), 24 (77%) pay a supplemental fee for service, averaging \$36,417, a 13% increase from 2017. On average, S&P 500 boards pay lead/presiding directors a premium of \$38,837.
- » The percentage of Atlanta boards with a lead/presiding director that paid additional compensation to chairs fell from 86% in 2017 to 77%, while the cash premium amounts ranged from \$15,000 to \$280,000.

<sup>2</sup> Includes all board and committee retainers and meeting fees, supplemental non-executive chair and lead/presiding directors' fees, dollar value of equity compensation and all other compensation. Excludes retirement payouts to former company executives, consulting fees or commission payments made to non-employee directors for non-board service related activities and payments related to subsidiary board service.



# Board Comparison

## HOW DOES YOUR BOARD MEASURE UP?

- » Use the index below to determine how your board compares in size and makeup to the largest companies in the Atlanta area, as well as to S&P 500 boards. Note that in some cases, the averages mask wide variations in individual companies.
- » We hope you find this tool to be a useful benchmark. You may be surprised to see how your board composition and processes resemble the best practices tracked in our report. If you have questions or would like more detailed information from the 2018 *Atlanta Spencer Stuart Board Index*, please contact us. Consultants within our Board Practice can help you analyze and evolve your board, and we are always happy to discuss emerging governance best practices.

### Board Index of Largest Atlanta Companies Based on Revenue

	Average	Highest	Lowest	S&P 500	Your board
Board size — number of directors	10.1	16	6	10.8	
Average director age	63	91	28	63	
Average board tenure (in years)	7.6	27.8	0.8	8.1	
Female representation	19%	34%	0%	24%	
Minority representation	13%	38%	0%	17%*	
Chair separate from the CEO	57%	—	—	50%	
Number of meetings per year	7.7	26	4	8.0	

\*Average percentage of minorities for the top 200 companies of the S&P 500.



# Comparative Board Data

# Comparative Board Data

COMPANY TICKER REVENUE (\$ MILLIONS)	NUMBER OF DIRECTORS		OUTSIDE DIRECTORS				BOARD FEES (\$)				PERCENTAGE OF TOTAL COMPENSATION				
	TOTAL REVENUE (FY 2017) (\$USDM)	TOTAL	OUTSIDE	AVERAGE AGE	RETIREMENT AGE	MEETINGS PER YEAR (A)	BOARD CASH RETAINER	ATTENDANCE FEE	MEETING	ANNUAL CASH BOARD FEES (B)	COMPENSATION PER NON-EMPLOYEE DIRECTOR (C)	AVERAGE	CASH	STOCK	OPTIONS

## >\$5 BILLION

AFLAC	21,808.0	11	9	66	75	8	115,000	-	115,000	299,693	44%	35%	20%	1%
AGCO Corporation	8,306.5	10	8	67	75	8	100,000	-	100,000	242,513	48%	50%	0%	2%
ARRIS International plc	6,614.4	10	8	61	-	9	80,000	-	80,000	256,658	38%	62%	0%	0%
Asbury Automotive Group	6,456.5	9	8	62	74	8	40,000	2,000	56,000	219,982	43%	50%	0%	7%
The Coca-Cola Company	35,410.0	16	13	64	74	6	50,000	-	50,000	266,120	23%	75%	0%	2%
Delta Air Lines	41,244.0	12	10	62	72	10	100,000	-	100,000	334,252	34%	62%	0%	4%
First Data Corporation	8,129.0	9	4	60	-	9	85,000	-	85,000	152,143	44%	56%	0%	0%
Genuine Parts Company	16,308.8	11	9	63	75	7	60,000	1,500	70,500	264,027	31%	69%	0%	0%
HD Supply Holdings	5,121.0	9	8	59	75	8	90,000	-	90,000	268,440	46%	54%	0%	0%
The Home Depot	100,904.0	13	12	58	72	7	50,000	-	50,000	299,083	21%	77%	0%	2%
Invesco	5,160.3	9	8	67	75	12	120,000	-	120,000	316,377	54%	46%	0%	0%
Mohawk Industries	9,491.3	8	6	65	75	5	80,000	-	80,000	176,822	49%	51%	0%	0%
NCR Corporation	6,516.0	9	8	61	-	7	80,000	-	80,000	344,521	12%	88%	0%	0%
PulteGroup	8,573.3	10	9	57	75	6	95,000	-	95,000	248,796	44%	56%	0%	0%
Southern Company	23,031.0	15	14	68	-	11	110,000	-	110,000	251,786	44%	56%	0%	0%
SunTrust Banks	8,578.0	12	11	64	72	7	75,000	-	75,000	244,242	47%	51%	0%	2%
United Parcel Service	65,872.0	13	12	63	75	5	105,000	-	105,000	288,855	40%	60%	0%	0%
Veritiv Corporation	8,364.7	9	8	60	75	7	85,000	-	85,000	232,964	40%	60%	0%	0%
WestRock Company	14,859.7	12	10	62	72	8	115,000	-	115,000	254,841	49%	51%	0%	0%

## \$1 BILLION TO \$5 BILLION

Aaron's	3,383.7	9	7	62	75	7	75,000	-	75,000	195,714	49%	51%	0%	0%
Acuity Brands	3,505.1	12	11	66	75	4	80,000	-	80,000	210,000	40%	60%	0%	0%
Beazer Homes USA	1,916.3	9	8	67	74	4	75,000	-	75,000	220,618	49%	51%	0%	0%
BlueLinx Holdings	1,815.5	6	5	66	-	9	70,000	-	70,000	195,833	42%	58%	0%	0%
BMC Stock Holdings	3,366.0	9	7	58	-	18	75,000	-	75,000	193,568	48%	52%	0%	0%
Carter's	3,400.4	10	9	63	-	5	76,000	2,500	88,500	236,457	45%	55%	0%	0%
Crawford & Company	1,105.8	8	7	56	74	6	40,000	1,500	49,000	165,774	39%	61%	0%	0%
Cumulus Media	1,135.7	7	6	60	-	13	60,000	-	60,000	157,213	100%	0%	0%	0%
Equifax	3,362.2	10	9	61	72	26	90,000	-	90,000	287,481	41%	59%	0%	0%
FleetCor Technologies	2,249.5	9	8	63	-	6	-	-	-	265,570	5%	95%	0%	0%
Floor & Decor Holdings	1,384.8	11	9	56	-	5	60,000	-	60,000	124,625	48%	52%	0%	0%
Flowers Foods	3,920.7	11	9	68	-	7	100,000	-	100,000	294,818	39%	50%	0%	11%
Global Payments	3,975.2	9	7	63	75	6	100,000	-	100,000	288,971	44%	56%	0%	0%
GMS	2,319.1	9	5	65	-	5	70,000	-	70,000	91,375	100%	0%	0%	0%
Graphic Packaging Holding Company	4,403.7	8	7	61	72	10	90,000	-	90,000	216,473	49%	51%	0%	0%
Intercontinental Exchange	4,629.0	12	11	62	75	4	100,000	-	100,000	391,788	31%	48%	0%	21%
National Vision Holdings	1,375.3	6	2	61	75	5	75,000	-	75,000	n/a	n/a	n/a	n/a	n/a

COMPANY TICKER REVENUE (\$ MILLIONS)	TOTAL REVENUE (FY 2017) (\$USDM)	NUMBER OF DIRECTORS		OUTSIDE DIRECTORS			BOARD FEES (\$)				PERCENTAGE OF TOTAL COMPENSATION			
		TOTAL	OUTSIDE	AVERAGE AGE	RETIREMENT AGE	MEETINGS PER YEAR (a)	BOARD CASH RETAINER	ATTENDANCE MEETING FEE	ANNUAL CASH BOARD FEES (b)	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (c)	CASH	STOCK	OPTIONS	ALL OTHER
Oxford Industries	1,086.2	10	9	61	72	4	35,000	-	35,000	111,642	30%	69%	0%	1%
Primerica	1,716.0	11	8	60	75	7	75,000	-	75,000	205,947	51%	49%	0%	0%
Rollins	1,674.0	9	5	81	-	5	50,000	2,500	62,500	76,000	100%	0%	0%	0%
RPC	1,595.2	8	4	84	-	5	50,000	2,500	62,500	75,000	100%	0%	0%	0%
Saia	1,378.5	10	8	62	72	5	60,000	-	60,000	178,685	38%	62%	0%	0%
SiteOne Landscape Supply	1,861.7	7	6	58	72	4	50,000	-	50,000	137,342	34%	66%	0%	0%
Synovus Financial Corporation	1,301.5	14	13	67	72	11	50,000	-	50,000	155,986	49%	48%	0%	3%
Total System Services	4,928.0	12	10	66	75	9	85,000	-	85,000	241,432	44%	49%	7%	0%

TOTAL ATLANTA INDEX														
Average	-	10	8	63	74	8	77,349	2,083	77,250	234,896	41%	56%	1%	2%
Median	-	10	8	63	74	7	76,000	1,000	77,500	236,457	-	-	-	-

## Methodology:

Data for public companies in Georgia with revenues of \$1B or higher were culled from the most recent DEF14A proxy statements filed with the U.S. Securities and Exchange Commission between November 21, 2017 and August 28, 2018 except where noted in Company Footnotes. FY 2017 Revenue figures for each company were obtained from CapitalIQ.

## Footnotes:

- Includes regular, special and telephonic board meetings.
- Cash retainer plus meeting fees paid assuming full attendance (excludes committee and supplemental fees for special services).
- Total average compensation per non-employee director is based on non-employee director compensation tables included in proxy statements. The number includes all board and committee retainers and meeting fees, supplemental non-executive chair and lead/presiding director fees, the value of equity compensation and all other compensation paid in fiscal year 2017.

## Company footnotes:

Cumulus Media — data taken from 10-K/A filed 4/30/18.

National Vision Holdings — total average annual compensation per director is not available due to IPO in late 2017.

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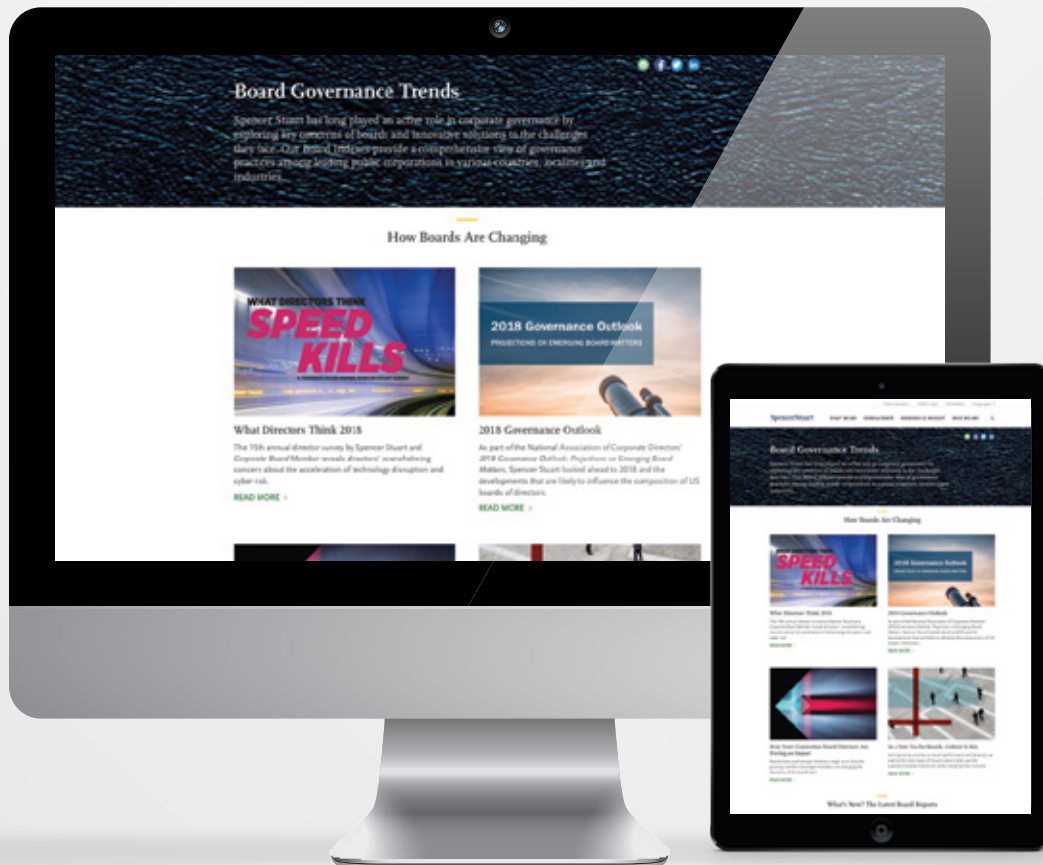
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