



SpencerStuart

2019 Belgium  
Spencer Stuart  
Board Index

## ABOUT SPENCER STUART

---

Spencer Stuart is one of the world's leading executive search consulting firms. We are trusted by organisations 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 more than 60 offices, over 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 organisational effectiveness.

For more information on Spencer Stuart, please visit [www.spencerstuart.com](http://www.spencerstuart.com).

## Social Media @ Spencer Stuart

Stay up to date on the trends and topics that are relevant to your business and career.



© 2020 Spencer Stuart. All rights reserved.

For information about copying, distributing and displaying this work, contact: [permissions@spencerstuart.com](mailto:permissions@spencerstuart.com).

# Contents

<b>2</b>	<b>FOREWORD</b>
<b>3</b>	<b>HIGHLIGHTS</b>
<b>4</b>	<b>IN THE SPOTLIGHT: LEARNING FROM THE NEXT GENERATION</b>
<b>8</b>	<b>OUR SURVEY APPROACH</b>
<b>9</b>	<b>BOARDS AROUND THE WORLD</b>
<b>10</b>	<b>BEL 20 &amp; BEL MID BOARDS: FIVE-YEAR TRENDS</b>
<b>12</b>	<b>BOARD SIZE AND COMPOSITION</b>
<b>23</b>	<b>BOARD MEETINGS</b>
<b>23</b>	<b>BOARD EVALUATION</b>
<b>24</b>	<b>BOARD COMMITTEES</b>
<b>27</b>	<b>REMUNERATION</b>
<b>34</b>	<b>COMPARATIVE DATA TABLES</b>
34	Board composition
36	Remuneration and committees

# Foreword

The Spencer Stuart Board Index is an annual study that analyses aspects of board governance, including composition, committees and remuneration among major listed companies. First published over 30 years ago in the US, Board Indexes are produced in 25 countries around the world on an annual or biennial basis.

The sample used for the *2019 Belgium Spencer Stuart Board Index* comprises companies from the Bel 20 and Bel Mid indices. Our analysis is based on the composition of the two indices as of May 2019, a total of 58 companies. Our purpose is to provide business leaders with a snapshot of current practice on Belgian boards.

The principal guide to corporate governance best practice in Belgium is the 2009 Belgian Corporate Governance Code, with an updated revision that was released in May 2019.

In addition to the usual analysis of data on composition, remuneration and board committees, this edition contains a comparative analysis between family-owned and non-family-owned companies in the Bel 20 and Bel Mid.

We hope you find this sixth, expanded edition of the *Belgium Spencer Stuart Board Index* useful. The latest edition of each Spencer Stuart Board Index can be found on our website, [www.spencerstuart.com](http://www.spencerstuart.com), alongside a wide range of other publications covering board and corporate governance issues.

# Highlights

## DECLINING INDEPENDENCE OF THE CHAIR

Although independence has increased on both indices, the proportion of independent chairs on Bel 20 boards has decreased significantly, from 47.4% last year to 40%. See page 14.

41.4%

Percentage of chairs that are independent

## RISE IN FOREIGN NEW DIRECTORS

This year, 66 new directors joined the Bel 20 and Bel Mid Boards, 56.1% of whom held different nationalities from that of the company they joined. See page 16.

56%

Percentage of new directors that are foreign nationals

## FEMALE REPRESENTATION CONTINUES TO RISE

Women now account for 34.5% of all board directors in the Bel 20 and Bel Mid, a 92.7% increase since 2014. The number of companies not meeting the gender diversity quota has fallen. See page 15.

34.5%

Proportion of female directors

## RIISING FAMILY OWNERSHIP

Across both indices, 25 companies are family-owned. A further 10 have a significant family presence in the company, taking the proportion of companies in our sample where families are involved to 60.3%. For a detailed analysis of family companies featured in this Board Index, see page 31.

60.3%

Percentage of companies in our sample that have family involvement

## IN THE SPOTLIGHT

# Learning from the next generation

Boards are coming under increasing pressure to demonstrate their relevance at a time when the business environment is undergoing rapid change. Increasingly, investors expect boards to have meaningful processes in place to refresh their membership and maximize their effectiveness.

As a result, a growing number of “next-gen directors” are being appointed to boards around the world. Over one-third of new directors appointed in several European countries were first-timers, including Switzerland (49%), the Netherlands (42%), France (38%) and the UK (36%).

Many next-generation directors bring knowledge in fields such as cybersecurity, AI (artificial intelligence), machine learning and industry 4.0 technologies; others have first-hand experience of digital transformation, organizational design, customer insight or social communication. Inevitably, experts in these disciplines tend to come from a different generation than the majority of existing board members.

Younger directors are having an impact on both the content and dynamic of boardroom debate. They are prompting fellow directors to engage with unfamiliar subject matter and bringing a different approach and perspective to the role. Just as companies are broadening their thinking about the value of diversity and recognizing the benefits of cross-generational workforces, so boards are benefiting from recruiting directors who bring not only deeply needed expertise but also a contemporary view on how decisions will affect the whole spectrum of stakeholders.

Boards that choose their younger directors wisely can stand to benefit greatly from their presence. However, it is not enough to bring new, knowledgeable directors into the boardroom; it is vital that boards prepare them for success through a combination of comprehensive onboarding, thoughtful integration and an open-minded, receptive and respectful attitude toward their contributions.

Board chairs around the world are increasingly open to recruiting next-gen talent, citing several reasons ranging from the need for specific skills and competencies to having more diverse voices at the table.

One chairman of a large European business was specifically looking for someone to shift the focus of debate: “A new, younger director can see a dilemma from a

different perspective, making us think twice. I'm looking for a person of integrity who is prepared to speak his or her mind and challenge management. What I cannot necessarily expect from such people, of course, is the ability to apply the experience of having seen many similar situations over 30–40 years in business. It's a trade-off, and one of the reasons why age diversity on the board is so important. Specialist expertise needs to be balanced with experience, and with experience comes good judgment."

## **THOROUGH ONBOARDING IS VITAL**

One of the most common things we hear from next-gen directors is that they would have liked a more thorough onboarding process ahead of their first meeting — this is something that boards clearly need to address. Often it is up to new directors to take the initiative and shape a programme that will help them get inside the business.

A good induction programme will include presentations from management on the business model, profitability and performance; site visits; and meetings with external advisers such as accountants, bankers and brokers.

One chairman of a consumer products company added an interesting twist to the onboarding of a new director appointed for his e-commerce leadership experience. He invited the new recruit to make a presentation to the entire leadership team about his own journey. "The kind of disruption and speed at which his online company works was mind boggling, and this exercise proved a source of great learning for the board and the management team," the chairman said. "It also enhanced his credibility with the rest of the board."

Board chairs have a significant influence on how successful next-gen directors are in the role. It can be daunting to arrive on a board full of older, more experienced directors, particularly if there is a long-established "collegiate" dynamic in place. The chair has the twin tasks of guiding the new director, while ensuring that other board members remain open to whatever new ideas and perspectives the new director brings to the role. This may entail working hard to encourage relationships to develop on a personal level, which will then allow divergent views and even dissent at a professional level.



## TOWARDS A NEW KIND OF BOARD

As companies address new challenges, and a younger generation of executives with very different backgrounds become independent directors, boards will need to find the right balance between experience and relevance; they will also need to become more dynamic in terms of composition, diversity, discussion and tenure.

Long-tenured directors with an interest in governance and risk management will serve alongside representatives of the next generation appointed for their excellent domain knowledge or real-time experience of transformational environments, but the tenure of such directors is likely to be shorter than the current average. Indeed, many next-gen directors anticipate that their relevance (and interest) will fade after around five years and are quite happy at the prospect of rotating off the board when the time is right.

Boards committed to staying on top of the critical issues affecting their companies should consider the potential benefits of appointing at least one next-gen director, not just for their subject expertise but for their ability to bring alternative thinking and multi-stakeholder perspectives into the boardroom. Backed by a supportive board chair and open-minded directors, next-gen directors can have a lasting, positive impact on the board's effectiveness during a time of unprecedented change.

## Assessing new directors

One of the board's most important tasks is to identify potential new directors and assess their suitability for the role. Many nominating committees are nervous about appointing executives who lack boardroom experience, and with good reason — board appointments involve a long-term commitment and mistakes can be painful and costly, disrupting the equilibrium of the board and damaging the reputations of those concerned.

To reduce the risks, and to help them make the very best appointment decisions, nominating committees need a robust framework for assessing not just the suitability of a candidate's expertise, or whether they will mesh with other directors, but most importantly how well they will adapt to the role of non-executive director itself.



By isolating the intrinsic qualities needed to be effective as a non-executive director and measuring the extent to which candidates possess these qualities, we are able to assure nominating committees that the people they put forward (some of whom may come from outside the corporate sector) will have what it takes to contribute effectively in the boardroom.

For any board role it is essential to delve into a candidate's character and temperament, as well as his or her background. We recommend that boards assess prospective first-time directors against five key attributes: interpersonal skills; intellectual approach; integrity; independent mindedness; and inclination to engage.

Candidates strong in these five areas are most likely to be capable of contributing as all-around directors, in addition to the specific knowledge, skill or set of experiences that makes them interesting to boards.

When assessing the suitability of a first-time director, boards should also probe their level of financial literacy. Our experience is that nominating committees tend not to assess the financial acuity of director candidates in any great detail, either because they make positive assumptions or because they are embarrassed to probe. However, first-time directors who lack financial competence are going to have to learn fast or they will only be able to offer a limited contribution.

While there is no definitive way to predict whether a first-time board member will be a success, we believe that a systematic approach to assessing the intrinsic qualities of a candidate significantly reduces the level of uncertainty surrounding such an appointment. Moreover, it helps identify ways in which the board chair can help the new director integrate effectively and get up to speed with the critical issues facing the board.

# Our survey approach

The 2019 *Belgium Spencer Stuart Board Index* covers all 58 companies in the Bel 20 and Bel Mid indices (as of May 2019). Over the past year there have been several changes to both indices. Argenx, Barco, and Warehouses de Pauw all moved up to the Bel 20; Bpost moved to the Bel Mid and ENGIE dropped out completely. In addition to Bpost's move, Exmar, Shurgard, and VGP also joined the Bel Mid, replacing Greenyard, Nyrstar, and Van de Velde.

We analysed board size and composition, committee structure and director compensation for the 2019 financial year, compiling our research from a combination of publicly available sources such as company annual reports and websites, minutes and agendas of general meetings, and from BoardEx.

Measured as of 31 May 2019:

- » Board composition
- » Executive committee composition
- » Female representation
- » Independence
- » Tenure
- » Board commitments
- » Age
- » Foreign representation

Measured as of 31 December 2018:

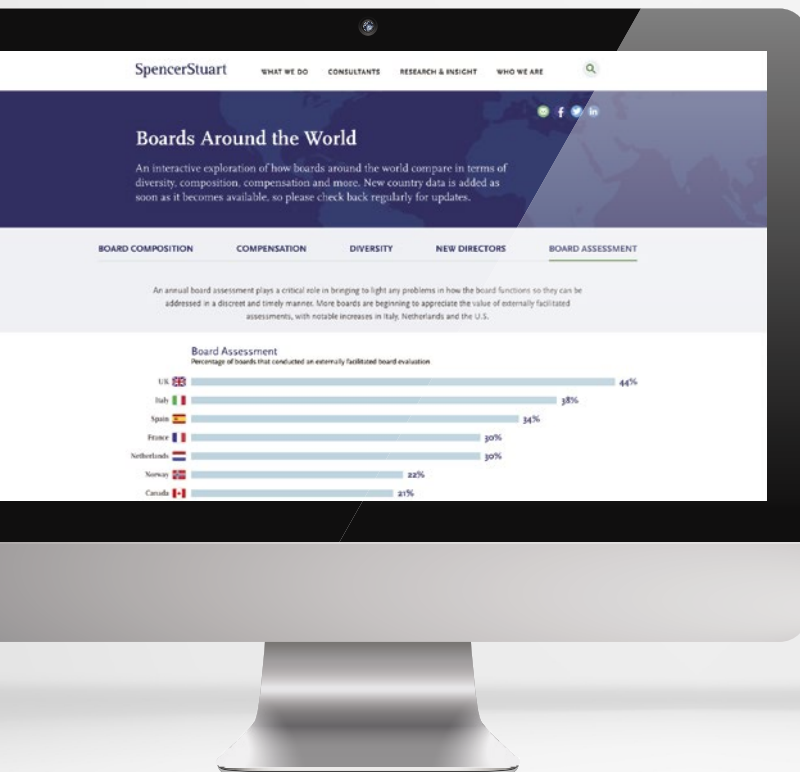
- » Board meetings
- » Board committee meetings
- » Board remuneration

The 2019 *Belgium Spencer Stuart Board Index* focuses on quantifiable data pertaining to boards of directors.

The tables that appear in the back of this 2019 *Belgium Spencer Stuart Board Index* contain detailed information on each company. The source of the data is the companies' latest published annual reports and corporate websites.

# Boards Around the World

Spencer Stuart publishes Board Indexes covering more than 25 countries around the world. The majority of these Board Indexes are published annually, with a few appearing on alternate years.



We have compiled key data from all these countries into our **Boards Around the World** feature — an interactive data exploration tool.

Compare nationally aggregated data from leading companies from North and South America, Europe and Asia Pacific across a wide range of measures.

Our more detailed **International Comparison** data set, previously published in printed editions of our Board Indexes, is now available online only.

Visit [spencerstuart.com/bgt](https://spencerstuart.com/bgt) for more details.

# Bel 20 & Bel Mid boards: Five-year trends

	2019	2014	5-year change
<b>Board Composition</b>			
Board size	9.8	10.2	-3.5%
% of directors who are executive	13%	15.3%	-15.3%
CEO member of board	81%	89%	-9%
Vice chair present	20.7%	14%	44.9%
% of directors independent	65.7%	41%	60.2%
<b>Women Directors</b>			
Female chair	5.2%	0%	5.2%
Female CEO	6.9%	1.8%	287.4%
Companies with at least one female director	100%	82.2%	21.7%
% of directors that are women	34.5%	17.9%	92.7%
<b>Executive Committee</b>			
Average number of ExCo members	6	6.7	-10.2%
% of ExCo members that are foreign	36.1%	25.6%	41%
% of ExCo that are female	16.3%	10.9%	49.8%
ExCo Average age	52.2	52.6	-0.8%
<b>Foreign Directors</b>			
Foreign chair	19%	22%	-14.6%
% of directors that are foreign	30.3%	29%	4.8%

	2019	2014	5-year change
<b>New Directors</b>			
Percentage of directors that are new	53.5%	13.3%	301.9%
<b>Age</b>			
Average age of non-executives	58.6	58.5	0.2%
Average age executives	55.6	55.5	0.2%
Average age of chairs	62.4	62.8	-0.5%
Average age of CEOs	54.6	55.8	-2.1%
<b>Tenure</b>			
Average tenure for all directors	6.5	6.6	-1.2%
<b>Committees</b>			
Average # of committees	2.6	2.6	0.8%
# of audit committee meetings	5	4.8	4.5%
Audit committee members	3.3	3.6	-9%
Female audit committee chair	35.3%	5%	547.6%
Remuneration committee members	3.2	3.4	-6.7%
Nomination committee members	3.3	3.6	-9.5%
<b>Remuneration</b>			
Average chair retainer	€118,157	€140,320	-15.8%
Average non-executive retainer	€30,880	€32,215	-4.1%

# Board size and composition

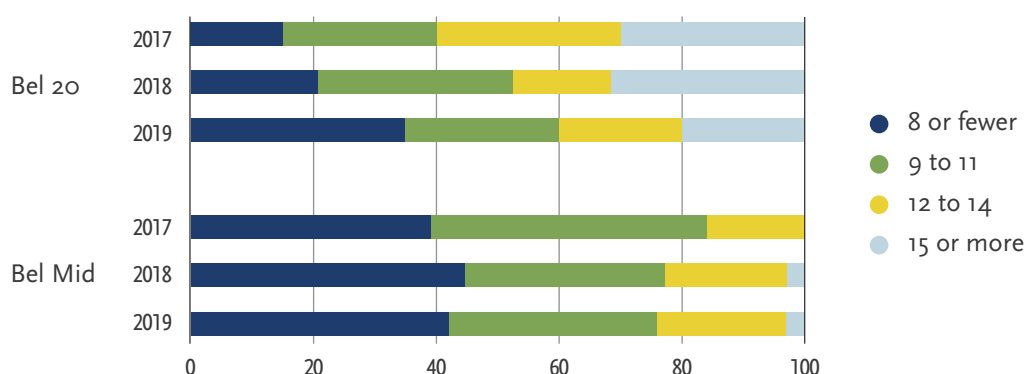
## BOARD SIZE

The average board size across Bel 20 and Bel Mid companies is 9.8 directors, which is slightly lower than last year's figure of 10 and a 3.5% reduction in the average board size since 2014.

On average, Bel 20 boards remain larger than those of their Bel Mid counterparts. The average Bel 20 board has 11 directors, whereas a Bel Mid board has 9.2 directors. Since 2014, the average board size of Bel 20 boards has decreased by 10.6%, while the average Bel Mid board size has increased slightly. Across industries, industrial and TMT-based companies had the largest average board sizes at 10.7 and 9.9, respectively. Healthcare companies again recorded the smallest average board size, at 9.2 directors.

Last year, almost half of Bel 20 boards (47%) had between nine and 14 members. This year the number decreased by 2%, with 45% of Bel 20 boards falling into that range. For Bel 20 boards made up of eight or fewer directors, the proportion is 35%, a decrease of 10% from last year. At Bel Mid boards, 55% of boards fall within the nine to 14 directors range, a 2% increase from last year's figure.

Figure 1: Board sizes for Bel 20 and Bel Mid companies



## EXECUTIVE DIRECTORS

In 2019, executive directors account for 13.1% of all board members (excluding chairs) across both indices, slightly more than the previous year (12.8%). However, this is still below the 2014 level, when executive directors accounted for 15.3% of directors. Executive directors are more common on Bel Mid boards, where they make up 13.4% of directors, compared with 12.5% seen on Bel 20 boards.

The CEO is a board member in 81% of the companies under review, representing a decrease from last year's 86.4%. CEOs are slightly more common on Bel Mid boards (81.6%) than are their Bel 20 counterparts (80%). Only one company (Warehouses De Pauw) has co-CEOs, both whom sit on the board. CFOs are less prevalent among boards, with only 13.8% of companies giving their CFO a seat (compared with 11.9% in 2018). One company, Tessenderlo Group, uniquely combines the chair and CFO role.

CEOs represent 65% of executive board members, a 3% fall on last year's 68%. Common C-suite roles make up the majority of remaining executive director roles, alongside family shareholder representatives.

---

Figure 2: Executive directors on boards

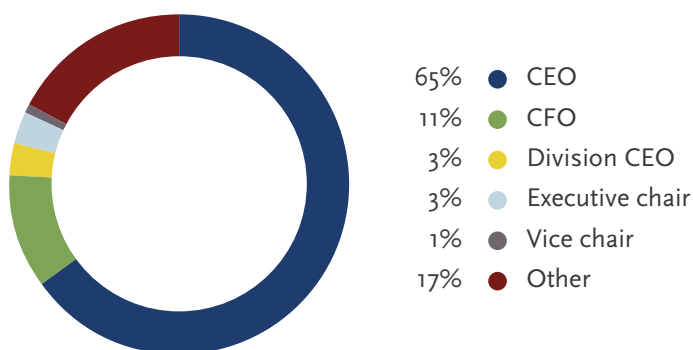
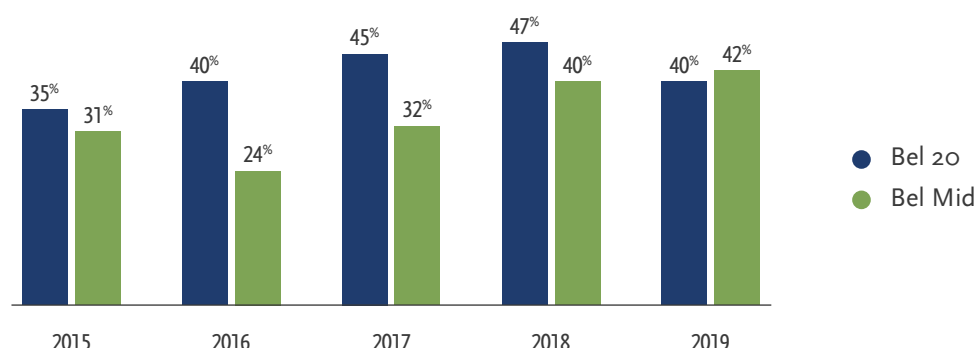




Figure 3: Percentage of independent chairs



## CHAIRS AND VICE CHAIRS

The roles of chair and CEO continue to be largely separate, as recommended by the Belgian Code on Corporate Governance. There are three exceptions: Colruyt, Econocom, and EVS<sup>1</sup>.

Vice/deputy chair roles remain unusual in Belgium, where fewer than a quarter (20.7%) of boards have this role. Vice chairs are more common on Bel 20 boards (30%) than on Bel Mid boards (16%). By sector, vice chairs are most frequently seen among the financial services (46.2% of companies across both indices). Elia System Operator has two vice chairs. Beyond vice chair roles, Aperam has appointed a lead independent director (LID).

## INDEPENDENT DIRECTORS

Independent directors<sup>2</sup> now comprise 52.2% of directors (excluding employee representatives), an increase of 5.7% over the past year. Among all Bel 20 directors, 53.2% of directors are deemed independent. This marks a significant increase since 2014, when the proportion of independents was 41%. Looking at non-executives only, 62.3% are independent. At 10 companies, four of which are in the Bel 20, all non-executive directors are deemed to be independent.

Among Bel Mid companies, 50.1% of directors are independent, slightly above last year's 48.9%. Among non-executive directors, 59.4% are independent, also a slight increase from last year (58.1%).

<sup>1</sup> Pierre De Muelenaere was interim CEO at our cutoff

<sup>2</sup> Excluding chairs

The presence of family shareholding and shareholder representatives continues to affect the proportion of independent directors. In our sample, 41.2% of directors are also shareholder representatives (41.9% in 2018), of which only 27.2% are independent an increase from last year's 24.2%. Furthermore, among Bel 20 companies, only 18.2% of shareholder representatives are independent. The proportion rises to 30.8% among Bel Mid shareholder representatives.

The most significant change in independence in Belgium has been in the role of chair. Last year 47.4% of Bel 20 chairs were independent, a level that has decreased to 40% this year. In the same period among Bel Mid chairs 40% were deemed independent, a proportion that has increased slightly to 42% in 2019. Thus, 41.4% of chairs are independent across both indices, while 8.6% of chairs are also in an executive role. Compared with 2014, the proportion of independent chairs remains unchanged in the Bel 20 and grew by 13.5% in the Bel Mid.

## WOMEN DIRECTORS

Gender quotas in Belgium have helped to increase female representation across Bel 20 and Bel Mid boards. Quotas are already in place for state-owned and large listed companies; SMEs had until 2019 to comply, however there are some exemptions relating to revenues and number of employees. This year, female directors represent 34.5% of all board directors, a 92.7% increase since 2014. Among European peers, Belgian boards have a higher percentage of female directors compared with the Netherlands (21.9%) or the UK (30.6%) but continue to trail France (47.4%).

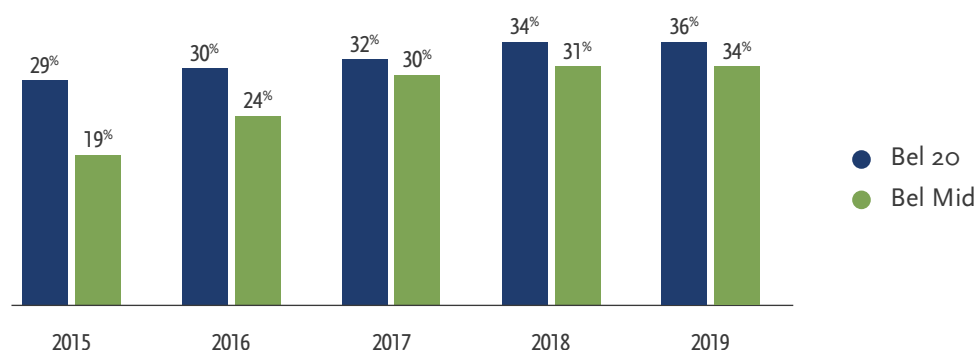
Across the sample, 88% of companies now adhere to the quota that a minimum one-third of board members should be of each gender. Among the Bel 20, only Argenx and ING Groep have yet to meet the quota<sup>3</sup>. Among Bel Mid companies, 86.8% are compliant with the law, an increase over the last year. The few companies that still need to meet the quota of gender diversity as laid out in Belgian law have acknowledged that they are yet to comply.

Of female directors, 93.4% are non-executive directors<sup>4</sup> and 5.1% are executive directors. The remaining three female directors are chairs: Hilde Laga, Evelyn du Monceau, and Leen Van den Neste (unchanged from last year). Although their presence represents considerable growth from 2014, when no female chairs were

<sup>3</sup> Both Argenx and ING Groep are registered in the Netherlands

<sup>4</sup> Excluding chairs

Figure 4: Percentage of women directors in Bel 20 and Bel Mid companies



recorded, the representation of female chairs continues to lag far behind that of female NEDs.

Every company in our sample has at least one female director on its board. A further 93.1% have at least two female directors and 74.1% have three or more female directors, the latter marking an increase of 18% from last year. The presence of a greater number of female directors does not necessarily indicate an overall larger board, as most boards with at least three female directors have a total board size of fewer than 12. Among boards that have executive directors, 17% have at least one female executive director.

Looking at independent directors, female directors represent 53.7%, up from 51.5% last year. Among Bel 20 boards, women account for 55% of independent directors; their Bel Mid counterparts make up 52.8% of independent directors. Among non-executives (excluding chairs), women represent 41.3% of directors.

## FOREIGN DIRECTORS

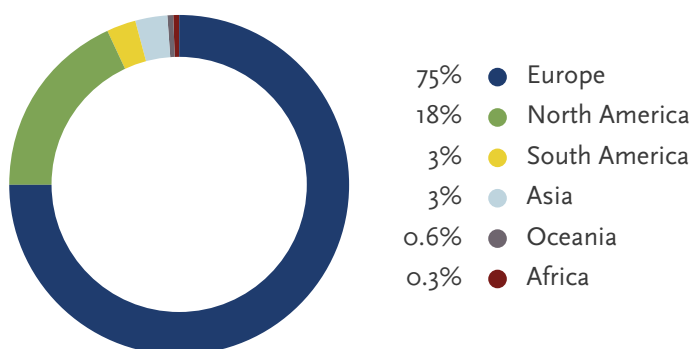
The percentage of foreign directors is almost the same as the past year, 30.3% (30.4% in 2018)<sup>5</sup>. This year three companies in our sample have a foreign nationality (Aperam, Argenx, and ING Groep).

The majority of foreign directors continue to derive from fellow European countries. In particular, the bordering countries of the Netherlands, Germany, and France account for 45.1% of all foreign directors, with French directors alone representing 33.8% of all foreign directors. British directors form the second-largest single

<sup>5</sup> Foreign directors are those whose nationality is different to that of the company

---

Figure 5: Foreign directors — origin by region



---

European contingent, at 11.6%. The second-largest foreign group overall, after the French, are American directors, at 14.5%. They also form the largest cohort of non-European foreign directors. The proportions are close to the 2018 distribution.

Among foreign directors, 42.2% are women. Industrial companies have the greatest share of foreign directors (31.8%), followed by financial services-based companies (22%). Among non-executive foreign directors, 72% are independent. Eleven companies have a foreign chair, almost half of whom are in healthcare companies. This is despite the sector accounting for only 19.7% of the total sample.

Across the indices, foreign directors continue to make up a larger share of directors in the Bel 20 (43.6%), down from 44.6%. In the Bel Mid, foreign directors comprise 21.9% of the sample, up from 20.1% in 2018. In total 15 company boards have no foreign directors, while Argenx is made up exclusively of foreign directors. On average, Belgian boards have 3.8 different nationalities, and 28 different nationalities are represented in our sample.

Just over one-quarter of executive directors are foreign (26.8%). Among CEOs in both indices this figure is 25.4%; an even greater share of Bel 20 CEOs are foreign (42.9%).

NEW DIRECTORS

66 directors (11.6%) were appointed in the 12 months prior to 1 June 2019. The composition of this cohort has changed compared with the previous year. Female directors comprise 50% of new directors, up from 46.8% in 2018 and 17.9% in 2013. Foreign directors account for 56.1% of new directors, a significant increase from last year’s 32.3% and 2013’s 28.9%. Executive directors make up just 3% of newly appointed directors, down from 8.1%. The average age of new directors in our research period is 56.2 years. Across the sample, 76% of the cohort were appointed to Bel Mid companies, with Shurgard being the largest source of new directors (11) due to its recent IPO. If Shurgard is removed from the sample, then only 9.8% of directors are considered new.

The proportion of new directors considered independent has fallen to 63.6% compared with last year’s 80.6% figure. 16% of new directors hold an existing position on another Bel 20 or Bel Mid company board. Among new chairs, 42.9% have

Figure 6: New directors by role

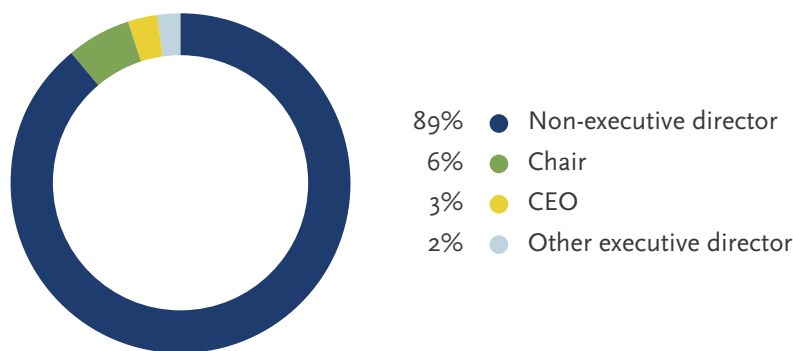
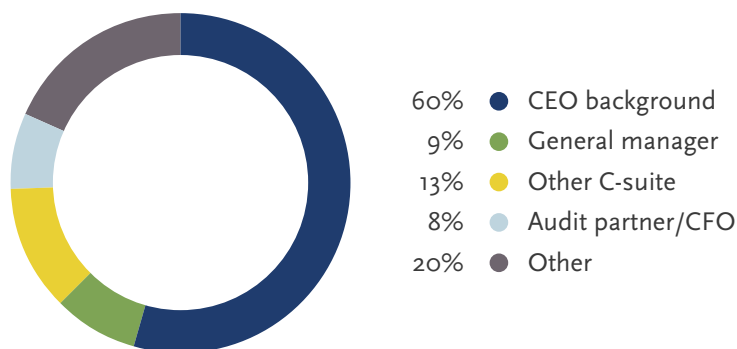


Figure 7: New directors, functional background



previous experience as chair of a quoted board. Among new directors, 25.8% have executive experience in the same industry as the company board on which they sit.

59% of all newly appointed directors are current or former CEOs/managing directors. A further 13% have experience at a C-level position; 8% have finance-related experience either as CFO or audit partners. The remaining directors have experience in other managerial roles or academia.

## EXECUTIVE COMMITTEES

The executive committees are the senior management team of a company and therefore among the most common sources of potential new non-executive directors for quoted companies. Across our sample, 56<sup>6</sup> of the 58 companies disclose their ExCo composition. 11.6% of executive committee members also sit on a Bel 20 or Bel Mid board.

The average ExCo size is six members; Bel 20 companies have a larger average membership of eight, compared with 5.3 among the Bel Mid companies. 36.1% of all ExCo members are foreign, a proportion that rises to 50.3% in the Bel 20. French citizens represent the largest group of foreign nationals (25%), followed by Dutch (15.9%). Americans represent the largest non-European foreign group (13.5%), followed by Brazilians (8.7%). 43% of all CEOs are foreign.

Women account for 16.3% of all ExCo members, with the Bel Mid recording a higher percentage (17.4%) than the Bel 20 (15.1%). However, the proportion of women among board directors is rising, while among ExCo members it is declining. Between female ExCo members, 13% are foreign. There are only four female CEOs, representing 6.8% of all CEOs.

Company	Index	Name
Melexis	Bel Mid	Françoise Chombar
Proximus	Bel 20	Dominique Leroy*
Sioen Industries	Bel Mid	Michèle Joris-Sioen
Solvay	Bel 20	Ilham Kadri

\*Dominique Leroy has since left as CEO of Proximus

6 Kinepolis Group does not have an ExCo

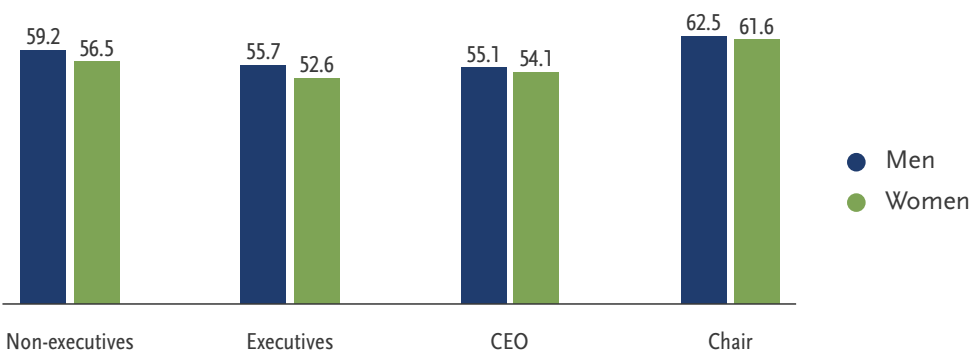
AGE OF BOARD MEMBERS

The average age of directors across our sample is slightly higher than last year, at 58.2 years. The average age of executive directors has increased by 1% to 55.3 years, and the average age of non-executives rose to 58.1 years. However, the average age of NEDs has changed little from 2014, when it was 58.5. The average age of Bel 20 directors (59) is higher than that of Bel Mid directors (57.8). Among chairs, the average age is 62.4 years, which is slightly higher than last year's figure of 61.8. Bel 20 chairs have an average age of 64.5; that of their Bel Mid counterparts is 61.4 years.

The average age of all CEOs is 54.6 years. At 55.7 years, Bel 20 CEOs, in common with chairs, have a higher average age than their Bel Mid counterparts, who average 54 years. Historically, the average age of directors in the Bel 20 has remained relatively stable for non-executives and CEOs. The average age of executive directors has risen by 2.6% and the average age of chairs has risen by 5.2%.

The age gap between female and male non-executive directors persists, remaining almost unchanged at an average 2.7 years. The smallest age gap is seen among chairs (0.9 years). The largest gap remains among executive directors (3.1 years), although it has decreased by 0.6 years since 2018.

Figure 8: Average age of directors





Mandatory retirement ages are becoming less common for company directors across Europe. However, almost half of Belgian boards deploy mandatory retirement to regulate board composition. Although the proportion has declined very slightly since last year, 46.6% of companies impose a mandatory retirement age for non-executive directors. The average is 70.6 years, with a range of 69 to 75 years of age. Several boards do offer the possibility of continuing service after retirement age, subject to a review being completed or if special circumstances warrant it.

## LENGTH OF SERVICE

The average length of service of non-executive directors has risen from last year's 5.6 years to six years for 2019. Among Bel 20 non-executives, average tenure is 7.4 years, compared with 5.2 for Bel Mid non-executive directors.

Among chairs, average tenure is 6.5 years, higher than last year's average of six years. 39% of chairs have been in the role for three years or less, down from 49.1% last year. Four new chairs were appointed in the past year, of which only one (Jürgen Tinggren of Bekaert) was entering his first chairmanship at a quoted company. Among all chairs, 34.5% had not served on the same board prior to taking up the role; 12.1% had been chief executive of the company prior to becoming chair.

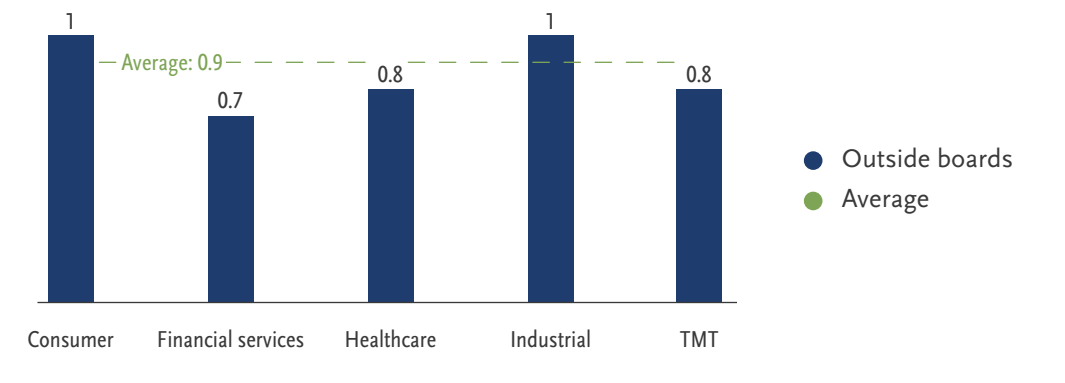
Average CEO tenure increased during the past year to 7.6 years, from 6.3 in 2018. Average tenure of finance directors who are board members also rose from three last year, to 3.6 years.

DIRECTOR COMMITMENTS

The average number of outside boards held by all directors is 0.9, on a par with 2018. The number of outside public boards per individual director ranges from one to 10. Executive directors sat on an average of 1.4 outside boards; non-executives (including chairs) averaged 1.9. Directors serving on industrial or consumer company boards declared the highest average number of external quoted boards. Financial services companies had the lowest average, at 0.7 boards per director.

Chairs averaged 1.3 outside quoted boards, unchanged from the previous year. CEOs averaged 0.6 boards. 63% of chairs hold other quoted directorships. As with last year, 11 chairs (19%) sat on at least three other public boards. Of these 11, three do not sit on any other Bel 20 or Bel Mid board. Luc Bertrand is chair of three companies in our sample: Ackermans & van Haaren, CFE, and SIPEF.

Figure 9: Average number of outside quoted boards per director (by industry)



# Board meetings

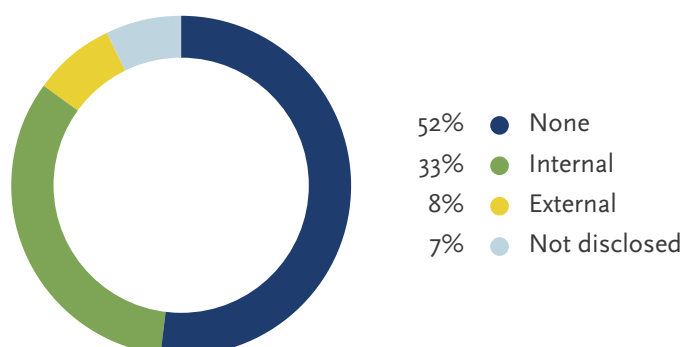
The average number of scheduled meetings per year is 8.3. The Bel 20 had slightly fewer scheduled meetings on average, at 8.1 compared with the Bel Mid (8.4). The number of scheduled meetings ranges from one<sup>7</sup> to 20. Although the average is hardly changed, the distribution of meetings has altered so that the number of companies with four to nine meetings has increased since 2018, while fewer companies have 10 or more meetings. Meeting between six and seven times annually remains the most common frequency recorded among Belgian boards.

Number of meetings <sup>7</sup>	4 to 5	6 to 7	8 to 9	10 to 11	12 or more
Percentage of companies	17.2%	31%	15.5%	20.7%	13.8%

# Board evaluation

The Belgian Code of Corporate Governance recommends that companies conduct a board evaluation every two or three years. This can be performed internally or by using an external facilitator. Last year 40.7% of Belgian companies carried out a full board assessment, while this year 60.3% of companies did so. Just 8% of companies used an external firm. Among Bel 20 boards, 15% used an external firm, 70% conducted a review internally, and 15% did not complete a review in the past year.

Figure 10: Board evaluation by type



<sup>7</sup> Due to Shurgard's recent IPO, the board met only once

# Board committees

Boards in our sample had on average 2.6 committees. Bel 20 companies average three committees; the Bel Mid average is 2.5 committees. Many Belgian companies combine committees. Most commonly, companies combine their remuneration and nomination committees, with 67.2% doing so. Two companies have only one committee, and seven companies have four. Of the cohort, 13.8% of companies do not have a nominations committee, either combined or separate.

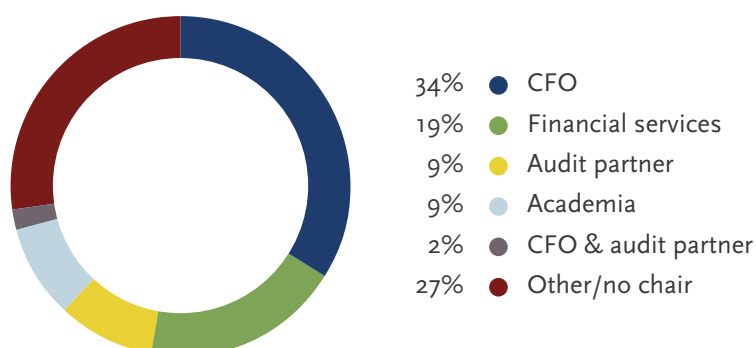
## AUDIT COMMITTEE

Currently, all companies in both indices have established an audit committee, except for Xior Student Housing (where the whole board acts as the audit committee). Care Property Invest established an audit committee in 2019.

On average, audit committees met 4.9 times and have 3.3 members. 10.3% of all companies combine their audit committee with another (risk, finance, or compliance). On average 69.5% of audit committee members are independent, with 24.1% of companies having an audit committee composed exclusively of independent members. Independence among audit chairs is higher at 72.5%.

Among audit chairs, 44.8% have CFO or audit partner experience. A further 19% have executive experience in financial services more broadly, while the remaining audit chairs come from academia.

Figure 11: Audit committee chair background



The gender balance of audit chairs again improved over the past year — 35.3% of chairs are now women. Among Bel 20 audit chairs, 41.2% are female, an increase from 38.9% last year. Similarly, the total audit committee composition among Bel 20 boards averages 38.1% female, rising from 37% in 2018.

The Bel Mid index remains slightly behind the Bel 20 in terms of gender balance among audit chairs. However, despite the expansion of the Bel Mid, the proportion of female audit chairs is now 32.4%, up from 29.7%. Women make up 35.4% of all audit committee members, increasing from 29.9% last year.

## REMUNERATION AND NOMINATION COMMITTEES

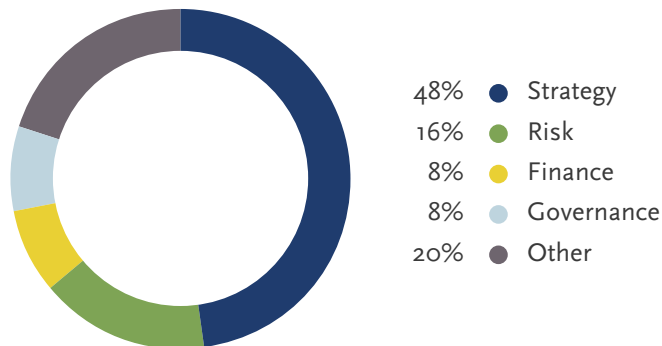
As already noted, more than two-thirds of companies in our sample combine their remuneration and nomination committees. Additionally, Intervest Offices & Warehouses and Wereldhave Belgium do not have either a remuneration or a nomination committee.

Remuneration committees report the smallest membership on average, at 3.2, compared with 3.3 for both nomination and audit committees. Remuneration and nomination committees met on average 3.8 times a year. The average number of members decreased slightly among nomination committees.

Among companies with a separate remuneration committee, 11.1% have a female chair. Looking at both remuneration and nomination committees, the percentages of female members on the committee and of female committee chairs both rose during the past year. Across our sample, 54.3% of board chairs are also chairs of the nomination committee.

	Number of members (average)	Number of meetings (average)	% of female members	% of female chairs	% of independent members
Audit committee	3.3	5	36.3%	35.3%	69.5%
Remuneration committee	3.2	3.8	34.8%	16.7%	71.7%
Nomination committee	3.3	3.8	31.7%	17.4%	66.7%

Figure 12: Other board committees



**OTHER COMMITTEES**

Beyond the core audit, nomination, and remuneration committees, 39.7% of companies in our sample maintain additional committees. The most common “fourth” committee is one focusing on strategy, followed by risk. Beyond these additional committees, a further six companies have combined their audit committee with risk, compliance or finance.

# Remuneration

In Belgium, director remuneration is generally composed of several parts: a retainer fee, a board meeting fee, a committee retainer fee, and a committee meeting fee. The weight of these components depends on company policy, with 41.4% of boards paying both a chair retainer and a meeting fee. 51.7% of boards pay only a chair retainer, while the remaining 6.9% either do not remunerate their chair as they are in an executive role or do not disclose remuneration policy. Among non-executives, 51.7% remunerate both a retainer and meeting fee, 41.4% pay only a retainer, and 5.2% pay only a meeting fee. One company, Sofina, remunerates non-executives based upon the company's performance and thus has a variable remuneration policy.

This year the average total non-executive director remuneration, across both indices, is €54 077<sup>8</sup>, a 1% decrease over the past year. This can be attributed to a slightly varied sample during the past year. 24% of companies increased one or more aspect of their fees in the past fiscal year, with 10% increasing the non-executive retainer fee, and 14% increasing the chair retainer fee.

The highest average total non-executive remuneration is a Bel Mid constituent, Sofina, at €122 000. Melexis had the lowest total average fee at €15 000. Compared with last year, the gap between the highest and smallest retainer increased by less than 1%. The average total remuneration for non-executives in the Bel 20 is €79 873, a 1.2% decrease from last year, and, for the Bel Mid €40 134, a 4.2% decrease.

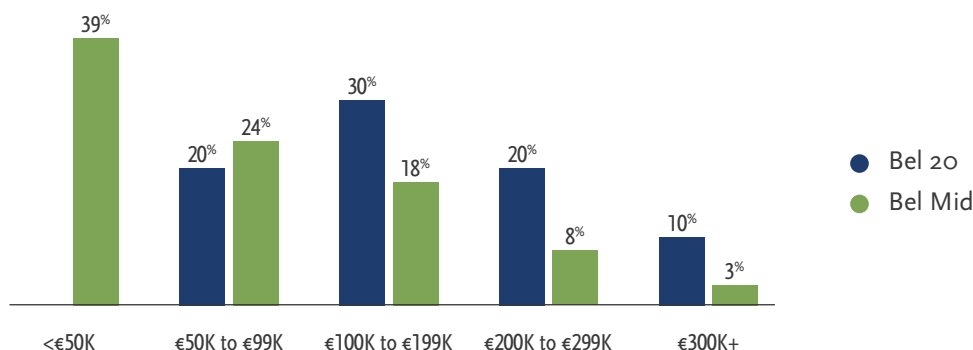
Looking in more detail at the remuneration components, the differences in average fees between Bel 20 and Bel Mid companies are more clearly explained. The average fixed fee for both indices is €30 880, and per meeting fee is €3 102. Combined, this average non-executive total fee<sup>9</sup> is €43 267. Among Bel 20 boards, the average fixed fee is €44 868; in the Bel Mid it is €23 287. The average fee per meeting in the Bel 20 is €2 965 and in the Bel Mid €3 190. Thus, the average total non-executive fee for Bel 20 is, at €62 150, nearly double the Bel Mid average of €33 825.

<sup>8</sup> Excluding vice-chairs

<sup>9</sup> Excluding committee fees and travel expenses



Figure 13: Distribution of chair remuneration



## CHAIRS

We have remuneration data on board chairs for 50 of the 58 companies. Four companies did not disclose their chair remuneration policy; another four do not remunerate their chairs due to their policy of only remunerating independent directors. In our sample of 50, the average chair fee is €118 157: €178 800 in the Bel 20 and €90 435 in the Bel Mid.

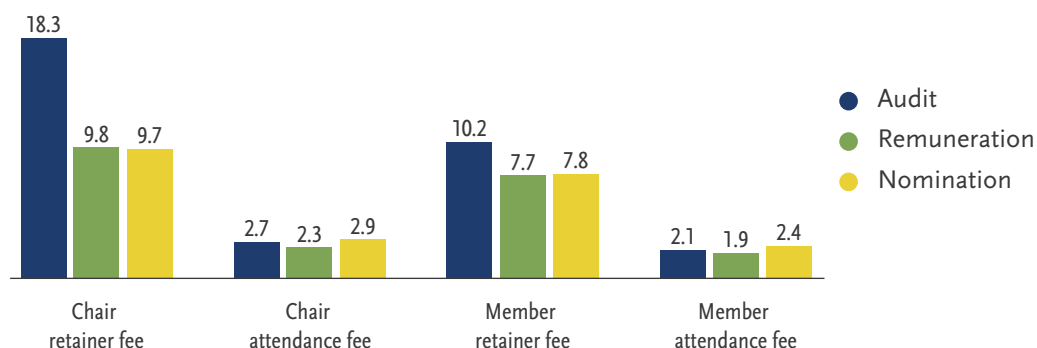
More than half of the companies only paid a fixed retainer fee to the chair and 41.4% of companies paid both a fixed retainer fee and an attendance fee per meeting.

The average fixed retainer for the chair is €102 624: €142 368 in the Bel 20 and €81 049 in the Bel Mid. Among companies that pay an additional attendance fee per meeting, the average attendance fee per meeting for the chair is €4 121: €4 333 in the Bel 20 and €3 993 in the Bel Mid.

## VICE CHAIRS

On a par with 2018, 13 companies have a designated vice chair or lead independent director. Nine companies remunerate their vice chair or LID at a rate higher than the non-executive fee. The average total vice chair fee (retainer plus meeting fees) is €93 877.

Figure 14: Committee chair and member remuneration (€000)



## COMMITTEE REMUNERATION

As with overall remuneration, committee remuneration can be paid as a retainer fee, a fee per meeting, or a combination of the two. About 90% of boards remunerate committee membership in some form, with roughly one-third remunerating a fixed fee only, one-third a meeting fee only, and the remaining third both a fixed and a meeting fee. As in 2018, the expansion of the Bel Mid continues to affect overall remuneration figures as the sample size continues to grow, with the Bel Mid encompassing a greater proportion of the sample. Compared with 2018, committee fees are increasing or remaining stable.

Across audit and remuneration committees the average retainer for chairs increased, by an average of 4.2% (a range between -9% and 7.9%). The average member retainer rose by 10.4% on average. Fees per meeting also rose, by averages of 5.5% for chairs and 4.6% for committee members. This increase in average committee fees is one of the factors contributing to rises in the average overall fee for both chairs and non-executive directors.

## AUDIT COMMITTEE

The average retainer for audit committee chairs is €18 268 and for members €10 217. This represents growth of 5.5% and 8.9%, respectively, over last year's averages. However, the average per meeting fee for both chair and member decreased by 2% and 1.7%, respectively.

Just 29% of boards remunerate the audit committee chair with a fixed fee only, 27.3% remunerate with a meeting fee only, and a further 29% of boards remunerate both a meeting and fixed fee. The average audit chair meeting fee is €2 680.

The remaining 14.5% of companies either do not separately remunerate their audit chair or did not have an audit committee.

Audit committee members are more likely to be paid only a meeting fee (40%), compared with audit chairs. 20% of companies do not remunerate audit committee members, or do not have an audit committee. The average audit member meeting fee is €2 058, around the same level as last year.

## REMUNERATION AND NOMINATION COMMITTEES

While not every company in our sample remunerates members of their audit committee, even fewer companies pay their remuneration or nomination committee members. As previously discussed, a significant proportion of companies combine these two committees. Among these companies who combined the committees, the average chair total fee is €12 028 and member fee is €8 900.

Among all companies that pay for membership of remuneration committees, the average chair retainer is €9 839 and per meeting fee is €2 300, representing average increases of 7.9% for chair retainer and an average decrease of 4.6% for meeting fee, respectively, in the past year. For remuneration committee members, the average retainer is €7 715 and meeting fee is €1 878.

There was a decrease of 9% in the average retainer fee for nomination committee chairs, while there was a 23% increase in the average meeting fee for nomination committee chairs. Among committee members, the average retainer is €7 802 and average meeting fee is €2 356, representing increases of 9.8% and 20.3% respectively.

## OTHER COMMITTEE REMUNERATION

Beyond the core committees, 12 companies — all of them Bel Mid — remunerate committee chairs and members for additional committee responsibilities.

## FAMILY-OWNED COMPANIES

In Belgium, family-owned companies continue to maintain a large presence across the Bel 20 and Bel Mid indexes. As such, we have again analysed the role of family-owned companies on the basis of a minimum 25% share capital holding.<sup>10</sup> This analysis marks the fourth year we have focused on this area.

Across the Bel 20 and Bel Mid, we have identified 25 (43.1%) companies that are family-owned. 45% of Bel 20 companies and 42.1% of Bel Mid companies have been identified as family-owned. A further 10 have a significant family shareholder, albeit below the 25% threshold.

### Bel 20 family-owned companies

Company	Family stake	Company	Family stake
Ackermans & Van Haaren	33%	Anheuser-Busch InBev	33.9%
Aperam	41%	Colruyt	63.4%
Groupe Bruxelles Lambert	50%	Sofina	54.5%
Solvay	31%	UCB	56.8%
Warehouses De Pauw	24.9%		

### Bel Mid family-owned companies

Company	Family stake	Company	Family stake
Bekaert	34.2%	CFE	60.4%
Compagnie du Bois Sauvage	52.4%	D'leteren	57.5%
Econocom Group	36.4%	Exmar	46.2%
Kinopolis Group	48.2%	LeasInvest Real Estate	64%
Lotus Bakeries	55.8%	Melexis	53.6%
Mithra	44.7%	Recticel	27.3%
Sioen Industries	65.3%	SIPEF	42.9%
Tessenderlo Chemie	43.2%	VGP	63.1%

Source: Euronext, companies' websites and annual reports.

In comparing the differences between boards of family-owned and non-family-owned companies in our sample, the average board size has been consistently higher among family-owned companies. This year family-owned companies have an average board size of 10.4, compared with 9.4 for non-family-owned.

<sup>10</sup> Source: [https://ec.europa.eu/growth/smes/promoting-entrepreneurship/we-work-for/family-business\\_en](https://ec.europa.eu/growth/smes/promoting-entrepreneurship/we-work-for/family-business_en)

Family-owned boards met less frequently on average, with 7.4 scheduled board meetings compared with 9.1 meetings for non-family-owned company boards.

In our analysis this year we have delved deeper into the structure and composition of family-owned company boards. As family members have significant shareholdings, they also often have representation on the board of directors. Exactly 18% of directors in our sample are known to be shareholder family members or representatives for family shareholders. Among family-owned companies, this figure rises to 36% of directors; among Bel 20 boards it is 33.6%, and among Bel Mid family-owned companies it reaches 37.7%.

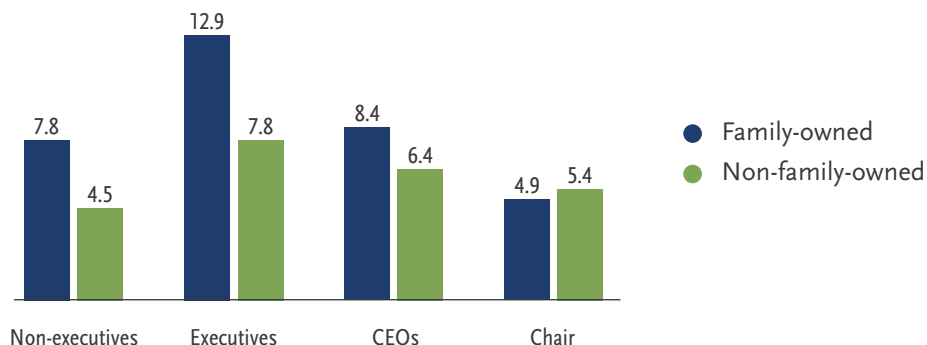
Within the board, family-owned companies have a lower percentage of non-executives that are independent (45.6%), compared with non-family-owned companies (55.2%). However, non-family-owned companies have a lower percentage of non-executive directors (75.8%), compared with family-owned companies, where non-executives comprise 80.8% of directors.

Non-family-owned companies have a greater percentage of executive directors on their boards (14.2%) compared with family-owned companies (10.7%). Among family-owned businesses the CEO sits on 80% of boards; however, the CFO sits as a board member in only 4% of those same businesses. For non-family-owned companies, the CEO sits on 81.8% of boards, while 21.2% give a board seat to the CFO.

Vice chairs are more likely to be present on family-owned company boards (24%), compared with non-family-owned (21.2%). Among non-family-owned companies, chairs are more likely to be women (6.1%) or foreign (21.2%) compared with family-owned boards, where the respective proportions are 4% and 16%. Independence among chairs continues to be one of the largest distinctions between family-owned companies and non-family-owned. In family-owned companies, chairs are independent in only 16% of instances, compared with 57.6% among non-family-owned companies. Across both groups, however, independence has grown since 2016, when 9% of family-owned chairs and 44% of non-family-owned chairs were independent.

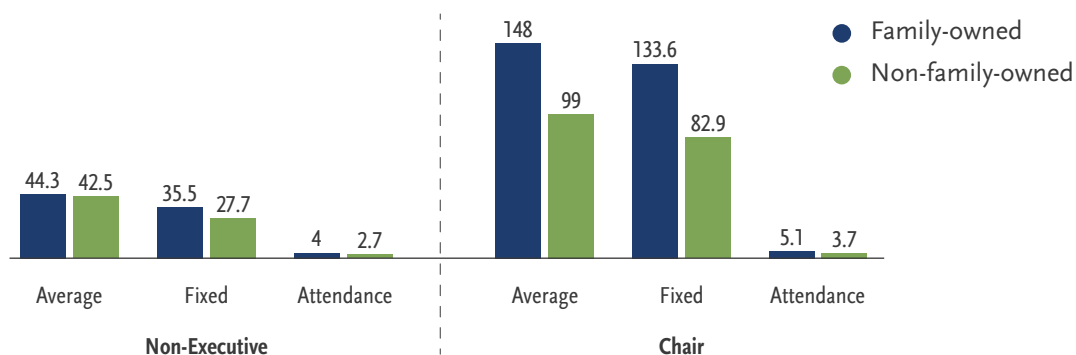
Unsurprisingly, tenure continues to be a distinguishing factor between family-owned and non-family-owned company boards. However, while this difference does persist, the gap in tenure between the two groups is shrinking significantly. Currently chairs have an average tenure of 4.9 years on family boards, compared with 5.4 years on non-family boards. However, since 2016, this tenure gap has declined by 73.8%. Similarly, the tenure difference among CEOs was 9.9 years; currently it is two years. Among non-executive directors the tenure gap is relatively unchanged.

Figure 15: Average tenure for family-owned and non-family-owned companies



Remuneration policies present an interesting distinction between the two types of companies. Across the various remuneration components, family-owned companies pay higher fees on average. The largest remuneration gap is among chair retainer fees where the difference amounts to €49 000. This is largely explained by the high retainer fee for the chair of Kinopolis, which amounts to €568 164.

Figure 16: Director remuneration at family-owned and non-family-owned companies (€000)



# Board composition

	NUMBER OF DIRECTORS							AGE			TENURE			
	TOTAL DIRECTORS	WOMEN	FOREIGN (NON-EXEC)	EXECUTIVES	NON-EXECUTIVES (EXCL. CHAIRS)	INDEPENDENT (EXCL. CHAIRS)	VICE CHAIRS	CHAIR	CEO	NON-EXECUTIVES	EXECUTIVES	MANDATORY RETIREMENT AGE	NON-EXECUTIVES	CHAIR
Ackermans & Van Haaren	10	3	1	0	9	4	0	68.3	58.8	52.7	N/A	70	13.5	3
Aedifica <sup>1</sup>	9	4	0	1	7	5	0	61.8	53.6	59.8	53.6	75	4.9	2.7
Ageas	14	5	4	4	9	9	1	75.6	62.3	60.7	58.4	N/A	6	10.3
Agfa-Gevaert	7	2	3	1	5	4	0	42.4	65.1	62.2	65.1	N/A	4.5	0
Anheuser-Busch InBev	14	5	11	0	13	3	0	65.9	59.4	53.8	N/A	70	4.6	2.6
Aperam	8	3	7	0	7	5	0	68.7	60	59.5	N/A	N/A	6.2	8.3
Argenx	8	1	7	1	6	5	0	60.6	47.2	61.4	47.2	N/A	3.3	4.9
Ascencio <sup>2</sup>	10	3	1	1	8	5	0	53.1	58.4	57.5	58.4	N/A	3.4	8
Barco	7	2	1	1	5	4	0	60.4	54.7	58.8	54.7	N/A	5.7	4.4
Befimmo	10	3	0	1	8	6	0	66.4	62.1	57.6	62.2	N/A	6.2	16.4
Bekaert	13	5	6	1	11	4	0	61.4	59.1	56.2	59.1	69	8.5	0.1
Biocartis Group	7	1	3	1	5	4	0	65.1	45.4	57.6	45.4	N/A	1.7	1.1
bpost	12	5	4	1	10	8	0	69.6	60.4	60.2	60.4	70	2.3	2.1
Care Property Investment	7	2	0	3	3	3	0	67.4	63.8	61.9	66.4	N/A	5.3	13.4
Celyad	8	2	3	0	7	5	0	62.8	43.4	58.7	N/A	N/A	4.2	5.9
CFE	13	4	1	3	9	5	0	68.3	52.7	54.6	60.6	70	6.8	3.1
Cofinimmo	11	5	3	3	7	7	0	69	52.4	60.6	52.4	N/A	4.5	2.1
Colruyt <sup>3</sup>	7	3	0	1	6	2	0	60.6	60.6	58.1	N/A	N/A	10.7	25.4
Compagnie du Bois Sauvage	7	2	1	0	6	4	0	50.4	55.4	61	N/A	N/A	6.6	1.5
D'leteren	11	4	3	0	10	5	1	44.4	N/D	57.8	N/A	75	7.8	2
Econocom Group	13	4	9	2	10	6	1	77.2	77.2	59	54.6	N/A	9.6	0.6
Elia System Operator	14	5	0	0	13	6	2	51.4	52.4	59.2	N/A	N/A	6.2	1.4
Euronav	7	3	6	0	6	5	0	68.4	46.4	52.1	N/A	N/A	2	3.5
EVS Broadcast Equipment	9	3	1	2	7	7	0	60.6	60.6	59.5	59.4	70	1.3	0.9
Exmar	10	4	1	1	8	3	0	74.6	61.3	53.3	61.3	0	9.3	15.9
Fagron	11	4	1	2	8	2	0	51.4	41.4	48.3	40.9	N/A	2.5	2.1
Galapagos	6	2	4	1	4	4	0	58.9	59.6	54.1	59.6	N/A	4.5	14.1
GIMV <sup>4</sup>	12	4	1	1	10	6	0	63.1	50.3	59.7	50.3	70	3.7	3.2
Groupe Bruxelles Lambert	17	6	6	1	15	5	1	68	48.4	60.4	48.4	72	9.9	7.4
ING Groep	8	2	4	0	7	6	1	68.4	53	65	N/A	70	5.2	1.1

Financial year end for all companies is December 2018, unless indicated by footnote.

N/D = Not disclosed.  
N/A = Not available.

<sup>1</sup> Financial year end June 2018

<sup>2</sup> Financial year end September 2018

<sup>3</sup> Financial year end March 2018

<sup>4</sup> Financial year end March 2018

<sup>5</sup> Financial year end March 2018

<sup>6</sup> Financial year end June 2018



	NUMBER OF DIRECTORS							AGE				TENURE		
	TOTAL DIRECTORS	WOMEN	FOREIGN (NON-EXEC)	EXECUTIVES	NON-EXECUTIVES (EXCL. CHAIRS)	INDEPENDENT (EXCL. CHAIRS)	VICE CHAIRS	CHAIR	CEO	NON-EXECUTIVES	EXECUTIVES	MANDATORY RETIREMENT AGE	NON-EXECUTIVES	CHAIR
Intervest Offices & Warehouses	6	2	2	0	5	3	0	62.1	54.6	55.8	N/A	70	4.6	3.1
Ion Beam Applications	8	3	1	2	5	4	0	58.4	51.4	61.4	61.9	75	7.9	6.1
KBC Group	16	6	2	3	12	2	1	58.6	53.8	59.8	56.2	70	9.6	7.7
Kinepolis Group	8	3	0	1	6	3	1	63.4	58.4	56.3	58.4	N/A	6.3	1.1
Leasinvest Real Estate	9	3	0	1	7	5	0	58.8	54.4	60.1	54.4	70	1.8	2.8
Lotus Bakeries	10	3	0	1	8	4	0	55.4	47.8	52.3	47.8	70	9	3
Melexis	5	3	1	1	3	3	0	72.5	57.4	65.8	57.4	N/A	5.8	15.4
Mithra Pharmaceuticals	15	4	1	2	12	5	0	54.4	57.1	59.1	63.4	N/A	4	2.8
Montea	8	3	0	2	6	3	1	63.4	45.4	56.4	45.4	N/A	5.7	4.7
Ontex Group	10	3	4	3	6	5	0	63.9	57.4	57.5	57.4	N/A	2.3	4.1
Orange Belgium	12	4	6	1	10	4	1	61.1	43.4	58.7	43.4	N/A	3.3	2.1
Proximus	14	7	2	1	12	7	0	68.4	54.6	60.5	54.6	70	7.7	5.7
Recticel	10	3	0	1	8	5	0	67.1	54.8	55.5	54.8	70	3.9	4
Retail Estates <sup>5</sup>	12	4	0	2	9	3	0	64.9	60.4	58.2	51.9	70	4.4	15.2
Shurgard	11	3	9	1	9	6	0	61.4	57.1	57.1	57.1	N/A	0.6	0.6
Sioen Industries	9	4	0	2	6	3	0	66.4	54	62.5	54	N/A	11.3	3
SIPEF	10	3	2	1	8	4	0	68.3	59.8	59.2	59.8	70	9.4	3
Sofina	16	6	8	1	14	10	1	68.5	54.8	60.4	54.8	70	6.4	5.1
Solvay	15	7	8	1	13	11	0	56.7	50.3	61.6	50.3	70	7.9	7.1
Telenet	9	3	5	1	7	3	0	64.2	62.4	56.9	62.4	70	5.1	5.1
Tessenderlo Group	6	2	0	2	4	3	0	61.3	58.4	67.7	58.4	N/A	5.5	4.1
Tinc <sup>6</sup>	7	1	0	0	6	2	0	62.1	47.4	54.7	N/A	70	2.7	4.1
UCB	13	5	5	1	11	7	1	68.5	59.5	58.8	59.5	70	4.1	2.1
Umicore	10	3	4	1	8	6	0	58.6	54.4	53.1	54.4	70	3.1	10.5
VGP	5	3	2	1	3	3	0	53.4	48.4	54.6	48.4	0	0.1	0.1
Warehouses de Pauw	7	2	0	2	4	4	0	58	49.8	60.3	49.8	70	35.2	0.1
Wereldhave Belgium	4	2	0	1	2	2	0	64.3	38.4	59.4	38.4	N/A	1.6	8.1
Xior Student Housing	6	1	0	2	3	3	0	53.2	46.1	48.1	42.4	70	3.6	3.6

Financial year end for all companies is December 2018, unless indicated by footnote.

N/D = Not disclosed.  
N/A = Not available.

- 1 Financial year end June 2018
- 2 Financial year end September 2018
- 3 Financial year end March 2018
- 4 Financial year end March 2018
- 5 Financial year end March 2018
- 6 Financial year end June 2018

# Remuneration and committees

	REMUNERATION					COMMITTEES		
	CHAIR RETAINER	CHAIR ATTENDANCE	NON-EXECUTIVE RETAINER	NON-EXECUTIVE ATTENDANCE	PAYMENT IN SHARES	BOARD MEETINGS (SCHEDULED)	COUNT	(TYPE AND NUMBER) MEETINGS
Ackermans & Van Haaren	€ 60,000	€ 2,500	€ 30,000	€ 2,500	N/A	8	3	A4; N2; R2
Aedifica	€ 50,000	€ 1,000	€ 15,000	€ 1,000	No	12	3	A5; R8; N8
Ageas	€ 120,000	€ 2,500	€ 60,000	€ 2,000	N/A	10	4	A6; N5; R4; RiCa6 <sup>9</sup>
Agfa-Gevaert	€ 180,000	N/A	€ 50,000	N/A	N/A	8	2	A5;NR4
Anheuser-Busch InBev	€ 187,500	N/A	€ 75,000	N/A	N/A	10	4	A9; F4; N4; R6
Aperam	€ 70,000	N/A	€ 70,000	N/A	N/A	5	2	ARi4; NR2
Argenx	€ 65,000	N/A	€ 35,000	N/A	Yes <sup>1</sup>	11	3	A7; NR3
Ascencio	€ 15,000	€ 1,500	€ 6,000	€ 1,500	Yes	9	3	A6;NR5.5;I3
Barco	€ 100,000	N/A	€ 20,500	€ 2,550	N/A	7	3	A5; NR5; ST4
Befimmo	€ 50,000	€ 3,750	€ 20,000	€ 2,500	N/A	20	2	A11; NR7
Bekaert	€ 250,000	N/A	€ 42,000	€ 4,200	No	6	3	AF15, NR5, S5
Biocartis Group	€ 36,000	€ 3,000	€ 12,000	€ 3,000	Yes <sup>2</sup>	8	2	A5.NR5
bpost	€ 41,556	N/A	€ 20,778	N/A	Yes	11	3	A6; NR5; S2
Care Property Investment	€ 17,500	€ 500	€ 8,750	€ 500	No	16	1	NR2 <sup>10</sup>
Celyad	€ 20,000	€ 5,000	€ 10,000	€ 5,000	Yes <sup>3</sup>	4	2	A4; NR6
CFE	€ 100,000	N/A	€ 20,000	€ 2,000	N/A	6	2	A4;NR2
Cofinimmo	€ 100,000	N/A	€ 20,000	€ 2,500	N/A <sup>4</sup>	10	2	A5; NR6
Colruyt	N/A	N/A	€ 92,500	N/A	N/A	4	2	A4; R4
Compagnie du Bois Sauvage	€ 5,000	N/A	€ 5,000	N/A	Yes <sup>5</sup>	7	2	A4;NR3
D'leteren	€ 250,000	N/A	€ 70,000	N/A	No	6	2	A4;NR3
Econocom Group	N/A	N/A	N/A	€ 5,000	Yes	6	2	A9;R3
Elia System Operator	€ 50,000	€ 3,000	€ 25,000	€ 1,500	No	17	5	A7; R11; GC4; S3
Euronav	€ 160,000	€ 10,000	€ 60,000	€ 10,000	N/A	6	3	ARi8;R7,N5
EVS Broadcast Equipment	€ 40,000	N/A	€ 20,000	N/A	Yes	10	3	A2; R7; S3
Exmar	€ 100,000	N/A	€ 50,000	N/A	No	6	2	A4; NR3
Fagron	€ 100,000	N/A	€ 30,000	N/A	No	10	2	A4; NR3
Galapagos	€ 80,000	N/A	€ 40,000	N/A	N/A <sup>6</sup>	4	2	A7: NR3
GIMV	€ 175,000	N/A	€ 21,000	€ 1,250	No	10	3	AR6; N2; R4
Groupe Bruxelles Lambert	€ 227,500	€ 3,000	€ 27,500	€ 3,000	N/A	7	3	A4; NR3 ;Sd6

N/D: Not disclosed.

N/A: Not available.

<sup>1</sup> Can participate in argenx Employee Stock Option Plan

<sup>2</sup> Up to 15,000 warrants issued to independent directors

<sup>3</sup> 10,000 warrants issued

<sup>4</sup> Each new director issued first €20,000 in shares

<sup>5</sup> Total director remuneration is based upon a cap of 2/98th dividend distribution

<sup>6</sup> Chair issued 15,000 warrants; NEDs issued 7,500 warrants

<sup>7</sup> Remuneration is based upon dividend payout

<sup>8</sup> Chair issued 2,000 shares; NEDs issued 1,000 shares

<sup>9</sup> Includes two joint Risk & Capital and Audit meetings and two joint Nomination and Remuneration meetings

<sup>10</sup> Committee set up in 2018

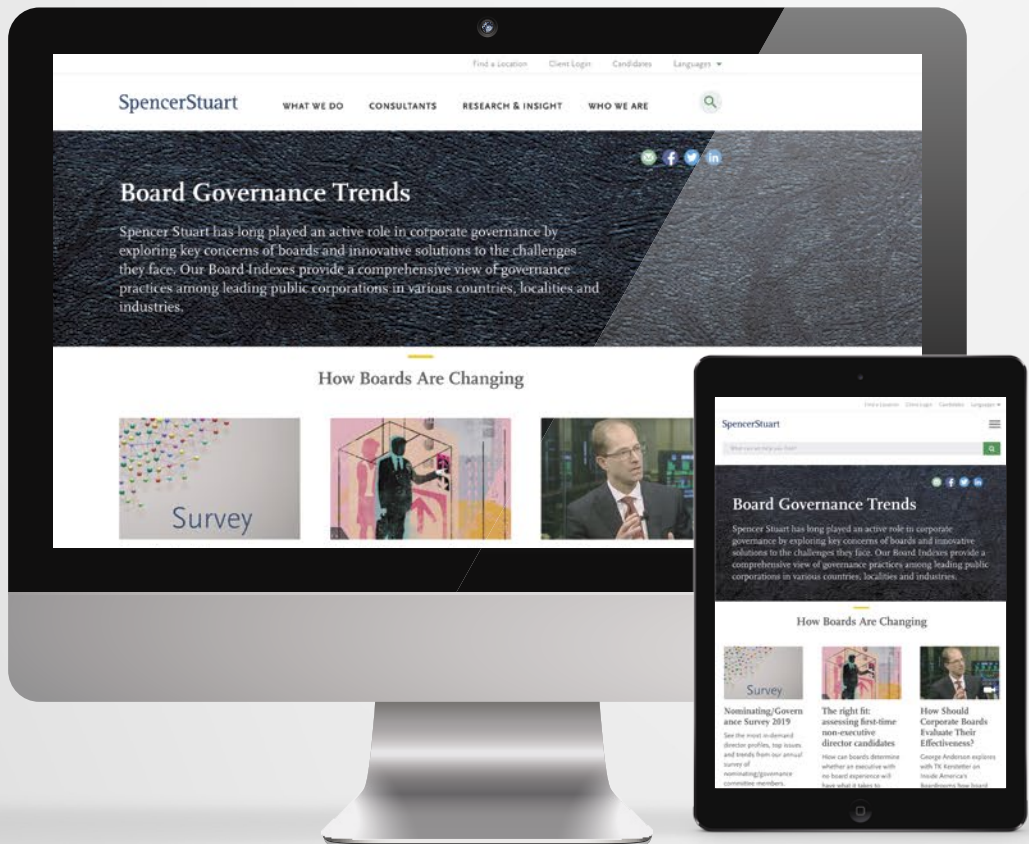
	REMUNERATION					COMMITTEES		
	CHAIR RETAINER	CHAIR ATTENDANCE	NON-EXECUTIVE RETAINER	NON-EXECUTIVE ATTENDANCE	PAYMENT IN SHARES	BOARD MEETINGS (SCHEDULED)	COUNT	(TYPE AND NUMBER) MEETINGS
ING Groep	€ 125,000	N/A	€ 70,000	N/A	N/A	5	4	A5; N10; R7; Ri5
Intervest Offices & Warehouses	€ 25,000	N/A	€ 20,000	N/A	N/A	12	1	A5
Ion Beam Applications	€ 12,000	€ 3,000	€ 6,000	€ 1,600	No	7	5	A3; R5; N5; P1; S2
KBC Group	€ 500,000	N/A	€ 20,000	€ 5,000	N/A	11	4	A6; R4; N4; RiCp <sup>9</sup>
Kinepolis Group	€ 568,164	N/A	N/A	N/A	No	9	2	A4; NR2
Leasinvest Real Estate	N/A	N/A	€ 20,000	N/A	No	8	3	A3; NR3
Lotus Bakeries	€ 40,000	N/A	€ 20,000	N/A	No	6	2	A3; NR2
Melexis	N/A	N/A	€ 15,000	N/A	no	9	2	A3;NR4
Mithra Pharmaceuticals	€ 40,000	N/A	€ 20,000	N/A	Yes	11	2	A6; NR4
Montea	€ 60,000	N/A	N/A	€ 2,000	No	5	3	A5; NR2; I4
Ontex Group	€ 120,000	€ 5,000	€ 60,000	€ 2,500	N/A	18	2	ARi6; NR4
Orange Belgium	€ 72,000	N/A	€ 36,000	N/A	No	10	4	A5; NR5; S3;GS1
Proximus	€ 50,000	€ 10,000	€ 25,000	€ 5,000	N/A	6	3	ACp5; NR4; SBD2
Recticel	€ 30,000	€ 5,000	€ 15,000	€ 2,500	No	8	2	A4;NR2
Retail Estates	€ 60,000	N/A	€ 6,000	€ 1,500	No	7	3	A1; I1; NR1
Shurgard	€ 75,000	N/A	€ 50,000	N/A	Yes	1	2	A2; NR2
Sioen Industries	€ 22,000	€ 4,400	€ 11,000	N/A	No	5	2	A4; NR2
SIPEF	€ 60,000	N/A	€ 29,000	N/A	No	6	3	A4; R2; N2
Sofina	€ 150,000	€ 3,500	N/A	€ 2,500	N/A <sup>7</sup>	4	3	A4; N2; R4
Solvay	€ 285,000	€ 4,000	€ 35,000	€ 4,000	N/A	8	4	A6; N7; R3; F4
Telenet	€ 120,000	€ 3,500	€ 45,000	€ 3,500	N/A	6	2	A5; NR4
Tessenderlo Group	€ 55,000	€ 16,000	€ 25,000	€ 16,000	N/A	10	2	A5; NR3
Tinc	€ 15,000	€ 1,000	€ 9,000	€ 1,000	No	5	2	A2; NR1
UCB	€ 210,000	N/A	€ 70,000	€ 1,000	N/A	6	3	A4; NR4
Umicore	€ 60,000	€ 5,000	€ 27,000	€ 2,500	N/A <sup>8</sup>	5	2	A5; NR5
VGP	€ 20,000	€ 2,000	€ 10,000	€ 1,000	N/A	6	2	A2; R2
Warehouses de Pauw	€ 75,000	N/A	€ 30,000	N/A	N/A	17	4	A5; N4; R2; S5
Wereldhave Belgium	€ 25,000	N/A	€ 20,000	N/A	Yes	6	1	A4
Xior Student Housing	€ 17,500	€ 750	€ 17,500	€ 750	Yes	12	3	A6; R4; I5

## Key to committee type

A	Audit	GS	Governance Supervisory	RD	Research & Development
Ca	Capital	HSEC	Health, Safety, Environment & Community	Ri	Risk
Cp	Compliance	I	Investment	S	Strategic
EtESD	Ethics, Environment & Sustainable Development	Id	Independent Directors	SBD	Strategic Business Development
F	Finance	N	Nomination	Sd	Standing
GC	Governance Corporate	P	Product	SIT	Strategy, Investment & Technology
		R	Remuneration	ST	Strategic & Technology



# Board Governance Trends: A Global View



Spencer Stuart Board Governance Trends is an exclusive source of insight into the way board practices are changing around the world and how they compare across countries. It is a one-stop online resource for the latest data in board composition, governance practices and director compensation among leading public companies in more than 20 countries.

[www.spencerstuart.com/research-and-insight/board-indexes](http://www.spencerstuart.com/research-and-insight/board-indexes)

Visit **spencerstuart.com** for more information.



SpencerStuart