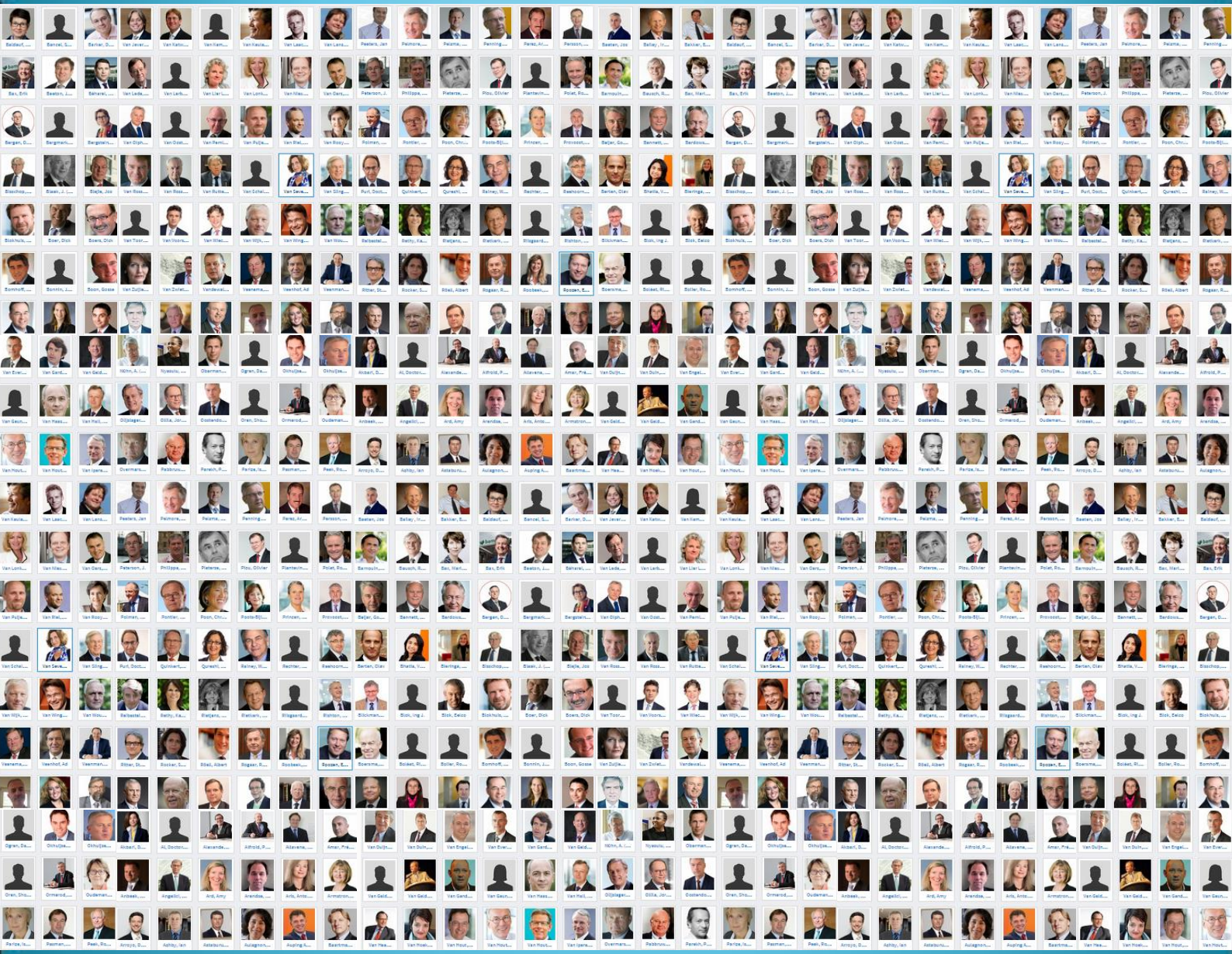


The Gender Barometer in the Dutch Boardroom

A Mission Impossible?



AMA | Partners

May 8, 2015

30% of Dutch board rooms to be represented by female leaders in 2016

This article describes the current state of play of gender diversity in boardrooms of Dutch listed companies (AEX, AMX and AScX) and the prospect to achieve the 30% quota in the Netherlands in 2016.

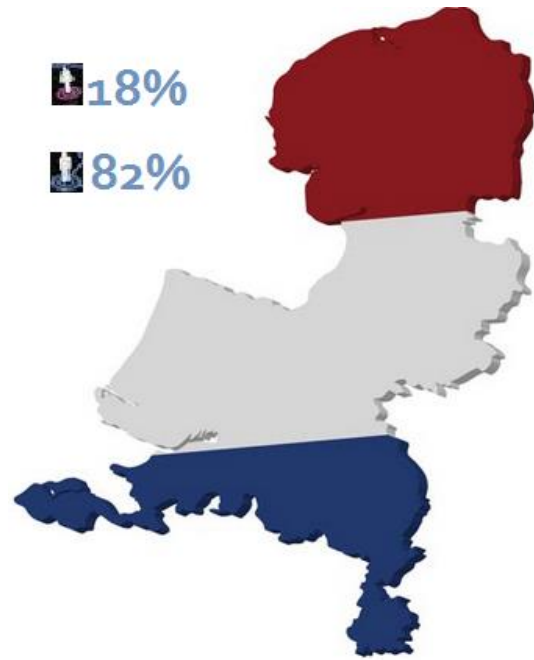
Gender diversity has been continuously promoted in boards of listed companies across the globe. Norway was the first country introducing a 'Women on Boards Act', with the result being that 40% of Norwegian board members are women. This act was introduced in 2006 and fulfilled in 2008. Since 2011, the UK has applied the 30% Club, an initiative to increase the amount of female board members. Germany promotes gender equality in the boardroom by a 30% quota as of 2016, and a 50% quota as of 2018. Furthermore, the European Commission is considering imposing quotas across the EU.

The Dutch government introduced a gender diversity rule for Dutch listed companies in 2010. This requires having 30% female leaders to be seated on the board by 2016. To enforce this rule, the Dutch minister Bussemaker established, with support from various companies, a database existing of 700 current & next generation female leaders.

How much progress have we made?

92 Percent of Executive Board Members at Dutch listed companies are Male.

When the quota was introduced for the first time in the year 2010, 9% of boardrooms in the Netherlands were represented by

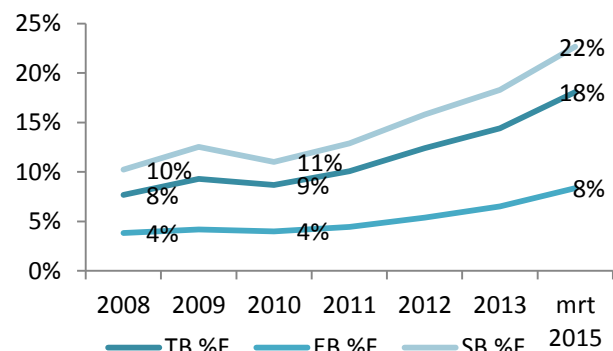


Source: DirectorInsight (AMA Partners)

Total Board (Supervisory Board + Executive Board)

female leaders. Recent study on the AEX, AMX and AScX (large, mid and small cap), from AMA Partners, shows that at the end of March 2015, it has doubled and is up to 18%.

NL 2008-2015 % Female in boards (Executive and Supervisory)



Source: DirectorInsight (AMA Partners)

This increase is mainly due to the representation of female leaders in the supervisory board. Despite this growth, we have a long way to go; Women account

for only 2.9% of CEOs and 8.0% of executive boards.

The chair of the supervisory board remains male-dominated.

In the AEX female leaders are best represented compared to the AMX and AscX. Nevertheless, the 30% quota is met by only 9 out of the 25 Supervisory Boards of the AEX (36%). Merely 8% of the AEX-companies (2 of 25 companies) reach the minimum 30% quota in their Executive Boards (please note that Heineken will be appointing a female CFO on its executive board as of 24 April 2015). Aalberts Industries N.V., Altice S.A., OCI N.V., Royal Boskalis Westminster N.V. and Royal Vopak N.V. do not have female leaders seated on their boards.

Wolters Kluwer breaks through the 'glass ceiling' with female leaders represented over 30% in their Supervisory Board (33%) and Executive Board (50%).

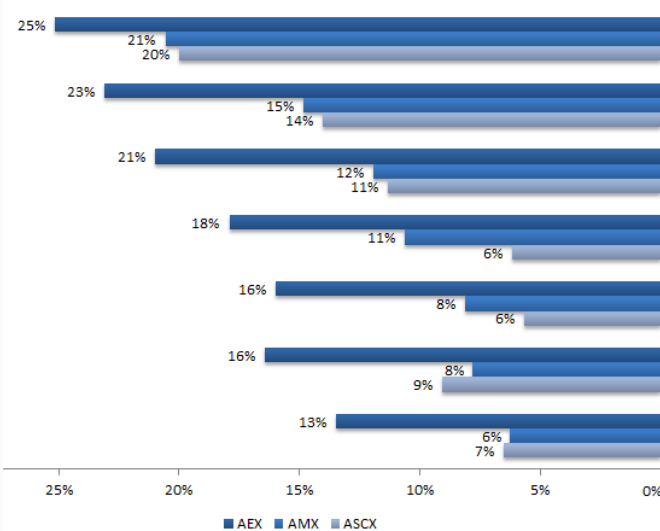
The AMX and AScX show a disproportionate representation of female

leaders on their boards. 29 percent (14) of the companies in the AMX and AScX do not have a single woman on their supervisory boards and 81 percent (39) on their Executive Boards. Only four AMX Executive Boards (16%) comply with the 30% quota.

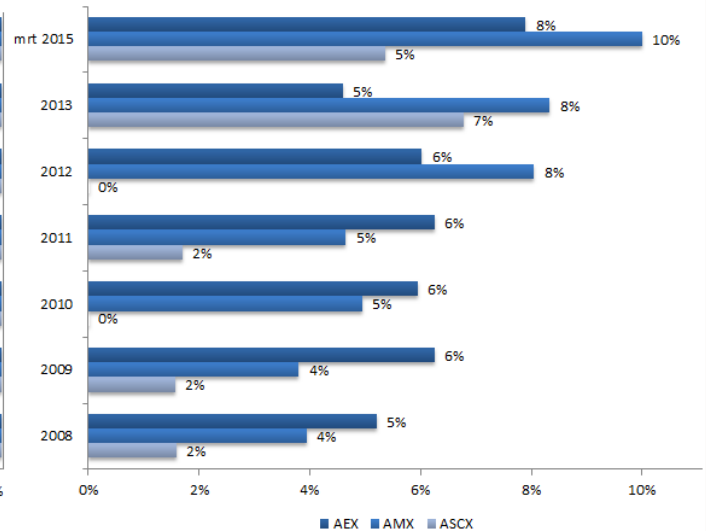
Please see below the companies that have the highest representation of female leaders on their board.

| Total Board | | |
|-----------------------|------|-----|
| Unilever | AEX | 38% |
| Wolters Kluwer | AEX | 38% |
| Air France-KLM | AMX | 36% |
| Supervisory Board | | |
| Royal Wessanen | AScX | 50% |
| Unilever | AEX | 45% |
| Royal DSM | AEX | 43% |
| Telegraaf Media Group | AScX | 40% |
| Air France-KLM | AMX | 38% |
| Executive Board | | |
| Akzo Nobel | AEX | 50% |
| Wolters Kluwer | AEX | 50% |
| PostNL | AMX | 50% |
| USG People | AMX | 50% |
| Ordina | AScX | 50% |

Female leaders represented per index - Supervisory Board



Female leaders represented per index - Executive Board



Board Tenure

At the end of March 2015, our data shows that there are 629 board members. On average boards are composed with 8.6 members. The majority of the Dutch listed board members are still aged 50 and over, with male board members averaging the age of 59.5 (2008: 57.8) and female board members 54.9 (2008: 53.3).

Average tenure for leaders in a board position is 4.32 years.

In line with the Dutch corporate governance code, members can serve a term of 4 years and reappointed 3 times, totaling a maximum term of 12 years in a company board. Our findings show that the average tenure in a supervisory board position is 4.28 years. The average tenure on an executive board position is 4.42 years, whereby 14% of individuals across the AEX, AMX and AScX show tenure longer than 8 years. Companies in the AScX show proportionally the highest tenure in a supervisory board position.

Average years for the length of service in company board exceed 5.1 years (since first date of appointment).

Below table provides the average tenure on company board (e.g. since first appointment on board).

| | AEX | AMX | AScX |
|-------------------|-----|-----|------|
| Supervisory Board | 5.1 | 5.0 | 4.9 |
| Executive Board | 5.6 | 5.2 | 4.8 |

The last couple of months, we recorded 141 board movements with female leaders representing only 22% of board appointments.

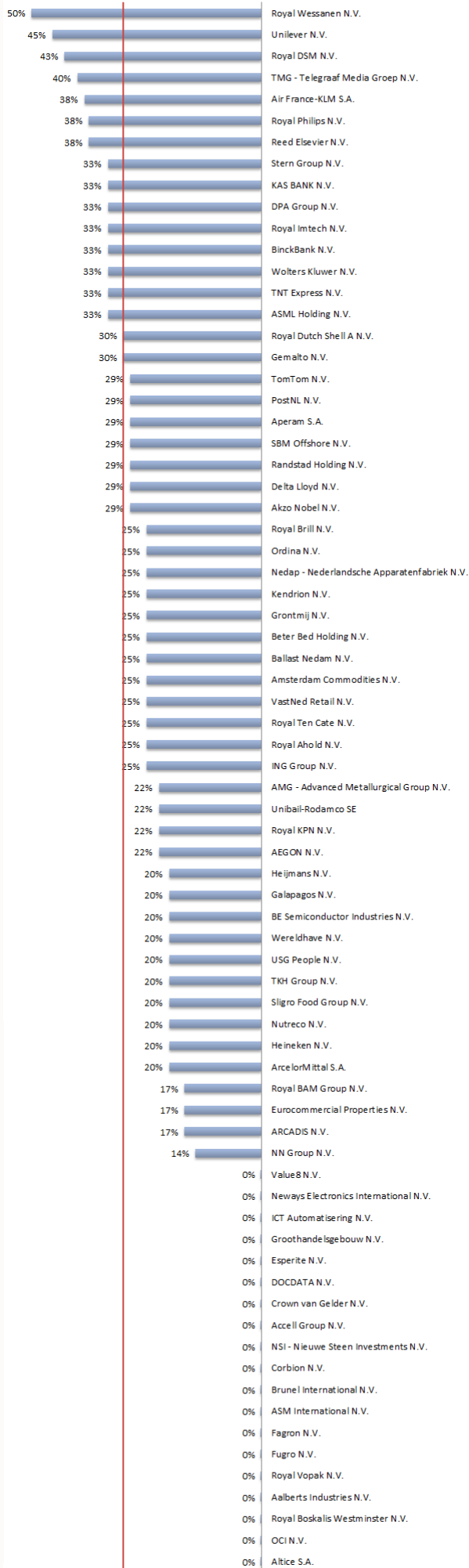
Outlook

Compared to some of the other key European countries, there has been a modest change in the Netherlands in establishing its gender diversity quota. With one year to go, it seems to be unrealistic to comply with its gender diversity rule unless the government and the companies take resolute action in implementing its quota.

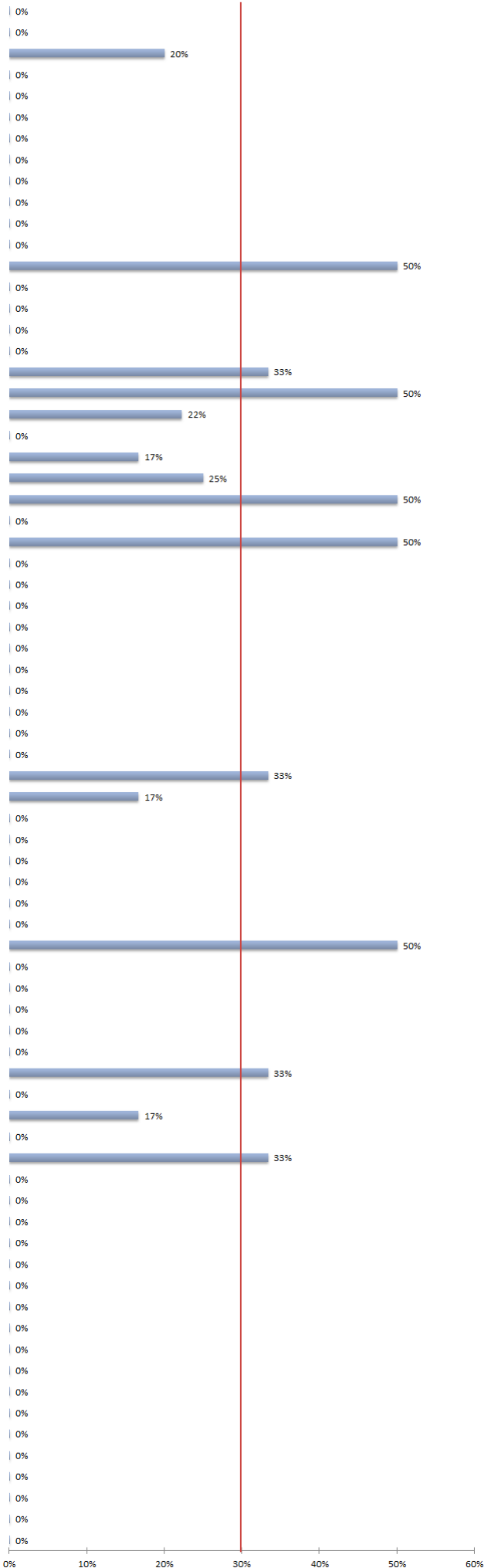
What can companies do to comply with the quota? One could decide to replace and not to extend the term of the 129 male supervisory board members whose term will be ending in 2015/2016. This will most likely help a majority of the companies, but not all, to establish the 30% quota in its supervisory board. However, this will not be the case for the executive board. With only terms of 19 male executive board members ending over 2015/2016, there will be a significant shortfall, unless companies decide increasing the size of their executive boards. One drastic measurement could be changing the limit of years for a member to serve on the board. This could ensure adequate board renewal. Will companies be able to draw talent from minister Bussemaker's database? If so, the dynamics and culture in Dutch boards along with the appointment & selection criteria will need to be drastically addressed.

The following graph provides on a company level the gender diversity status (end of March 2015) across the AEX, AMX and AScX.

Female leaders supervisory board per company



Female leaders executive board per company



This article is written by:

Karlijn Knaapen, Junior Consultant, AMA Partners
Oscar Lettinga, Quantitative Analyst, AMA Partners
Aniel Mahabier, Managing Director, AMA Partners

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Company description



AMA Partners, specialists in executive pay, corporate governance and financial performance.

All data is sourced from DirectorInsight, AMA Partners. An easy to access on line platform with comprehensive, fundamental company financial performance and executive compensation data from 2008 and onwards, providing highest quality statistics and data for assessing executive compensation levels, pay for performance alignment, board intelligence and corporate governance practices. Data covers over 31 indexes, 1150 listed companies with circa 30.000 senior executives, drawn from leading European equity indexes. DirectorInsight provides a fully integrated platform where boards, remuneration committees, investors and professionals in the field of HR and research, have access to the same data, to make informed decisions and engage effectively.

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