

# **Do Executive Compensation Contracts Maximize Firm Value? Evidence from a Quasi-Natural Experiment**

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Current Draft: November 2017

## **Abstract:**

There is considerable debate on whether executive compensation contracts are, on average, designed to maximize firm value or a result of rent extraction. The endogenous nature of the contracts limits the ability of prior research to answer this question. In this study, we use events surrounding the surprising and quick enactment of a new law restricting executive pay to a binding upper limit in the insurance, asset management and banking industries. This quasi-natural experiment enables clear identification. In contrast to the predictions of the value maximization view, we find significantly positive abnormal returns in these industries in a short-term event window around the passage of the law. This effect is concentrated among firms bound by the restriction where 85% of these firms experienced positive abnormal returns in the event window. We find similar results using a regression discontinuity design, when we restrict our sample to firms with executive payouts that are just below and just above the law's pay limit. We find that the correlation between the annual expected pay savings and the increase in firm value around the event date is 82%. Ruling out possible alternative explanations, we also find that the increase in firm value is greater for firms with weaker corporate governance and smaller for firms that grant a greater portion of their executive compensation in the form of equity. Lastly, in a series of placebo tests, we find no evidence of significant abnormal returns in the period just before the event window nor in the period just after the event window.

**Keywords:** Executive compensation; governance; optimal contracts

**JEL Classification:** G30, G38, M12, M48, M52

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We thank Rui Albuquerque, Yakov Amihud, Eli Amir, Ayala Arad, Bernie Black, Peter Easton, Eli Elal, Tomer Blumkin, Brian Cadman, Shai Danziger, Olubunmi Faleye, Fabrizio Ferri, Koresh Galil, Stuart Gillan (discussant) Jon Glover, Zohar Goshen, Yaniv Grinstein, Trevor Harris, Brad Hendricks, Martin Jacob, Itai Kama, Saggi Katz, Elli Kraizberg, Alina Lerman, Shai Levi, Ariel Levy, Kai Li, Nan Li, Suresh Nallaready, Ernst Maug, Alon Raviv, Ethan Rouen, Amir Rubin, Jack Stecher, Dan Weiss, Avi Wohl, Yishay Yafeh and Moshe Zviran as well as workshop participants at Bar Ilan University, Ben Gurion University, Columbia University, the Hebrew University of Jerusalem, The Hong Kong Polytechnic University, WHU, the 28<sup>th</sup> Conference on Financial Economics and Accounting, and the 11<sup>th</sup> Tel Aviv Conference in Accounting for helpful comments and suggestions. We thank the Raymond Ackerman Family Chair in Israeli Corporate Governance for financial support.

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## **1. Introduction**

There is considerable debate among academics and practitioners regarding executive compensation, which led to the emergence of two views (Frydman and Jenter 2010). On the one hand, value maximization theories suggest that, on average, executive compensation contracts are optimally designed to compete for executive talent and incentivize executives to maximize shareholder value (e.g., Gabaix and Landier, 2008; Edmans and Gabaix 2016). On the other hand, rent extraction theories suggest that, on average, the contracts are set suboptimally and enable executives to extract rents at the expense of shareholders (e.g., Bebchuk and Fried 2003; Kastiel 2015). This debate has important implications for different literature streams in economics, including those examining contract theory, corporate finance, corporate governance, labor economics, and income inequality. The debate also has significant policy implications, given that numerous proposals to limit executive pay have been promoted by both media commentators and politicians.

Despite the importance of this debate, Edmans and Gabaix (2016) point out that even the basic question of whether executive pay is, on average, optimally designed to maximize firm value has not been satisfactorily answered, as there are significant challenges to assigning causality. Specifically, compensation contracts are inevitably correlated with unobservable firm, industry and executive characteristics, which in turn affect firm behavior, performance and value (Edmans, Gabaix and Jenter 2017). Therefore, Edmans and Gabaix (2016) note that the first order task in this literature should be “to find good instruments for or quasi-exogenous shocks to CEO pay, to allow the identification of the effects...”. We do exactly that in this study, and use an exogenous shock to provide some causal evidence on this open question. To be clear, there are obviously some contracts that are set sub-optimally and allow rent extraction and there are

some contracts that maximize firm value. The challenge is to identify a setting that allows to make clear causal statements about the average outcome within the setting and then, like most natural experiments, extrapolate from this setting.

Our setting utilizes the first time, to the best of our knowledge, a legislature in a developed economy passes a law that puts a binding restriction on total executive pay in certain firms.<sup>1</sup> On March 16, 2016, the Israeli Treasury Committee of the Knesset (the Israeli Parliament) surprisingly and unanimously approved a law proposal to restrict the compensation of executives. As discussed in detail in Section 2, if such a proposal passes the Treasury Committee with both coalition and opposition parties supporting it, the actual vote in the full Knesset is a formality (and as expected, the final vote occurred on March 29, 2016, without change.) Therefore, the passage of the law in the Treasury Committee is the main event we examine. Nevertheless, for completeness, we also examine all the dates that are associated with passage of the law.

The final version of the law, as approved by the Treasury Committee, applies only to insurance, banking, and asset management firms (including parent companies of those firms), which we refer to as financial institutions. The law restricts total employer compensation costs (including but not limited to salaries, bonuses, share-based compensation, deferred compensation, benefits, and retirement compensation) to be not higher than 35 times that of the lowest-paid employee, including indirect employees such as employees of subcontractors (this translates to a ratio of up to 44, in net compensation terms). According to the Bank of Israel data,

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<sup>1</sup> The law imposes an actual restriction on total pay and not only cap on the tax deductibility of executive compensation as exists in other countries (moreover, the tax deductibility cap under the law is not binding because the limit on total pay is smaller than the effective tax deduction cap). For a full description of the dramatic and surprising meeting of the Treasury Committee, see (in Hebrew) <http://www.calcalist.co.il/articles/0,7340,L-3683702,00.html>. For journalist reporting on the Bill see, for example, <https://www.haaretz.com/israel-news/business/1.744507> and <https://www.haaretz.com/israel-news/business/.premium-1.710605>. We note that some international news agencies and newspapers erroneously only mention the tax sanctions on compensation exceeding the cap but fail to note the binding compensation cap.

at least 10% percent of bank employees are paid the Israeli minimum wage (approximately 72,000 ILS a year). Therefore, this restriction translates to an effective upper limit on total pay of 2.53 million ILS a year. Given that the average compensation of the highest paid executives in the financial institutions subject to this law is 4.8 million ILS (4.7 million median), this represents a significant pay limit for these executives.

The passage of the law is a unique quasi-natural experiment that allows us to examine the key differential prediction between the value maximization and rent extraction theories. Under value maximization theories, compensation contracts are optimally set to maximize firm value.<sup>2</sup> Therefore an outside restriction on these contracts, such as a limit on executive pay, is suboptimal and should lessen firm value, as affected executives in our setting have alternatives employment options.<sup>3</sup> In contrast, under rent extraction theories, a pay limit can reduce executive rent extraction, which should boost firm value. As the passage of the law in its restrictive form was a surprise and exogenous to the financial institutions, we can use an event study to examine how firm value changes in the short window around its passage. This research design limits the possibility that unobservable factors contribute to changes in the firm value.<sup>4</sup> Moreover, the fact

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<sup>2</sup> In this study, we refer to an “optimal” contract as a “value maximizing” contract.

<sup>3</sup> As we discuss in detail in Section 5.3, if the executives had no other employment options (i.e., if all the economy, loosely defined, was affected by the change), then the reduction in pay could increase shareholder wealth at the expense of optimally paid executives. We conduct tests that show that this wealth transfer is not the driver of our results. This is not surprising as, in our setting, executives have other employment options. First, the law was imposed only on insurance, banking, and investment firms and not on the entire financial industry nor other industries. Credit card issuers, private equity funds and hedge funds, for example, are not subject to it, and neither are the vast majority of Israeli firms. In addition, the law does not apply to subsidiaries of affected firms engaging in other financial activities, such as investment banking and underwriting. Similarly, the foreign subsidiaries of affected firms are exempt. While the law is relatively new, there are examples of executives who resigned from banks but remained with those banks’ foreign subsidiaries, which are not subject of the law. Executives can also move to Israeli nonfinancial firms or to foreign companies, as many Israeli financial institution executives have experience in U.S. firms and other foreign companies. Indeed, when the Bill passed, the Chancellor of the bank of Israel warned that it may cause hundreds of executives in banks to resign (see <https://www.gfmag.com/magazine/julyaugust-2016/israeli-bankers-quit-over-salary-cap>),

<sup>4</sup> As in most capital markets event studies, we assume a reasonably efficient capital market, in which prices impound all available public information into prices within a few days. Research on the Israeli stock exchange suggests that this is a reasonable assumption in our setting (e.g., Amihud et al. 1997; Kalay et al. 2002).

that law bound some financial institutions but not others and the fact that firms other than financial institutions were unaffected allow us to perform additional tests that reinforce our causal interpretation.

We find that financial institutions experienced statistically significant 1.58% abnormal returns in the three days ( $t-1$  to  $t+1$ ) surrounding the approval of the law by the Knesset Treasury Committee.<sup>5</sup> As the Tel-Aviv 100 index (the main index for the Israeli stock market) did not change significantly during these days, the abnormal returns are driven primarily by the increase in the value of financial institutions. This significant increase in firm value suggests that, on average, the rent extraction theories dominate in our setting.

We conduct several more tests to buttress the causal interpretation of our results. First, we show that the positive effect of the approval of the law on firm value is concentrated among the financial institutions bound by the pay limit. These financial institutions experienced significant abnormal returns of 1.77%, compared to small and statistically insignificant increase in the value of financial institutions for which the pay limit was not binding.<sup>6</sup> Second, we examine the effect of the passage of the law on financial institutions that are not within the scope of the bill and find statistically insignificant abnormal returns for this subset of firms.<sup>7</sup> These results further reduce the possibility that other factors might account for our results. They also limit the possibility that

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<sup>5</sup> We obtain similar inferences when we shorten the event window to two days or lengthen it to five days. Although examining a long-term event window is useful in certain settings, we refrain from a long-term event window here to reduce the possibility of confounding events. As a regulated industry, financial institutions exhibit frequent changes in their regulatory environment. For example, shortly after the law was passed, in June 2016, the Bank of Israel allowed institutional investors to increase their holdings in banks from 5% to 7.5% without being considered as an interested party. This regulation led to a sharp increase in the value of banks during the second half of 2016 (see <http://www.themarket.com/markets/1.2978112>, in Hebrew). Our sample period also does not allow us to examine the effects of the law on the operating performance of the firm, as the law became effective in January 2017.

<sup>6</sup> The small insignificant positive reaction we observe for firms in which the law's pay limit is not binding is possibly because the law limits future rent extraction even if it does not have an immediate effect on executive compensation.

<sup>7</sup> The scope of the bill is limited to banks, insurance firms, asset management firms, mutual funds managers and ETF issuers and their parent firms. Hence the bill does not affect firms operating in other financial fields, such as factoring and underwriting.

differential uncontrolled risk factors in our estimations explain the observed abnormal returns. The observed abnormal returns in our tests translate to 125% annual returns, which are many times higher than any reasonable expected returns.<sup>8</sup>

We also employ a research discontinuity design and examine the effect of the law on financial institutions that were just below or above the pay limit. We find that those just above it experienced significant abnormal returns of approximately 1.30% surrounding the event window, while those just below experienced small and statistically insignificant returns. These results further limit the likelihood of alternative interpretations. This specification mitigates the possibility that the difference in the return patterns that we observe stems from financial institutions above the pay limit differing materially from those below it.

There may be other alternative explanations for our findings. For example, as discussed in Section 5.3, if executives do not have viable employment alternatives, the law may simply transfer welfare from optimally paid executives to shareholders (by enabling a non-market mechanism—coordination—that reduces the reservation wage of the executives). Although, as we discuss in detail below, lack of outside options is not likely to pertain in this setting, we perform several cross-sectional tests to rule out this and other unspecified alternative explanations. First, we find that the observed increase in firm value is greater for financial institutions with weak corporate governance. Specifically, we find that financial institutions with a proportion of independent directors below the sample median experienced higher abnormal returns around the event window than those with a proportion of independent directors above the median. Relatedly, we find that firms with a proportion of busy directors above the sample

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<sup>8</sup> Nevertheless, in robustness tests, we add the Fama and French three risk factors to the market factor that we already include in our estimation of abnormal returns. As expected, this has no effect on our inferences. This is also consistent with numerous studies that claim that, as the expected returns in a short event window are very small, they can be ignored in these estimations.

median experienced higher abnormal returns than those with a proportion of busy directors below the median.<sup>9</sup> In our second cross-sectional test, we find that the positive abnormal returns are lower when the executive pay structure better aligns interests of executives and shareholders. Specifically, we find that financial institutions with a ratio of equity-based compensation to total compensation that is above the sample median experienced lower abnormal returns around the event day, compared to those with a ratio of equity-based compensation to total compensation below the sample median. These results further support the rent extraction theories and help rule out alternative explanations, as other explanations do not predict variation in the abnormal returns based on corporate-governance and pay-structure characteristics.<sup>10</sup>

For completeness, we provide six more robustness analyses. First, we calculate a rough estimate of the expected annual compensation savings per firm as a result of the law and find that these savings have a positively significant correlation of 82% with the increase in firm value at the event window. Second, we find that approximately 85% of the financial institutions in our sample experienced positive abnormal returns during the event window. Out of the remaining 15% that experienced negative abnormal returns, 25% were below the threshold of the law. Third, in a series of placebo tests, we change the event window to periods where we do not expect an abnormal return. We find no significant abnormal returns in the treated and untreated groups in a three-day window just before the event date. These results suggest that momentum in returns or a reversal of returns due to prior unspecified events are not likely explanations for our results. Also, we find no significant abnormal returns for the financial institutions in the treated and untreated groups in a three-day window just after the event date. These results suggest that

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<sup>9</sup> Following the literature, we define busy directors as those serving on three or more boards.

<sup>10</sup> For example, it is possible that compensation contracts are suboptimal but not because of rent extraction but because high-powered incentives induce executives to take excessive risks or to work independently and not as part of a team. The finding that the returns during the event window are lower for firms with high-powered incentives is inconsistent with these alternative explanations.

there was no reversal of the observed positive abnormal returns during the event window due to overreaction to the law or other reasons. Taken together, the results from the placebo tests suggest that the abnormal returns are concentrated in the event window. Fourth, we show that all the other events that are associated with the passage of the law (e.g., preliminary vote and formal enactment) are associated with positive but insignificant abnormal returns. Fifth, we search and provide an analysis of all other news that came out on financial institutions in our sample during our primary event window. This analysis reveals that no other event likely caused the positive abnormal returns we observe. Lastly, as the law went into effect only on January 2017 we are able to provide only preliminary evidence on its effect on actual contracts and executive turnover. Our preliminary investigation reveals some executive turnover in the few months after the enactment. Moreover, all executive contracts were changed to conform with the law and contain mostly a fixed salary.

Our results provide causal evidence that, compensation contracts, on average, can be set in a way that does not maximize firm value. However, as in many natural experiments, our findings have serious limitations. Our experiment occurred in a relatively small developed market and derived from a relatively small number of firms. In addition, the fact that the regulatory intervention in pay occurred in Israel perhaps suggests that rent extraction was more severe in Israel than other countries. Therefore, it is unclear whether our results can be generalized to other countries and industries. Although these concerns are certainly valid, there are several institutional factors that lead us to believe similar results could arise in other settings. First, Israel is an OECD member, a developed economy that practices common law. These countries have been shown to have the strongest governance as well as public and private institutions that protect minority shareholders and enforce contracts (e.g., La Porta et al. 1998;

Djankov et al. 2008). Moreover, corporate governance in Israel resembles that of the United States and other advanced economies (for example, Israel, too, has say-on-pay rules). In addition, many Israeli firms, and in particular financial institutions, use international consulting firms to help design executive compensation contracts.

Second, Israeli financial institutions have an additional layer of monitoring, compared to industrial firms. Israeli banks are supervised by the Bank of Israel, and Israeli insurance firms are supervised by the Capital Market, Insurance, and Savings Supervisor in the Israeli Finance Ministry. These regulators are recognized as some of the best in the world.<sup>11</sup> Third, Israeli financial institutions were among those that suffered the least in the 2008 financial crisis, suggesting that they were well managed and well governed. Moreover, Amir and Sharony (2017) find that the profitability (as well as its components) of Israeli banks is in general statistically indistinguishable from those of banks in other advanced economies. Lastly, the fact that our sample, which represents all financial institutions in Israel, is relatively small makes it more difficult for us to reject the null hypothesis of no effect of the law. Despite the generalizability limitations, there are numerous published studies that use the advantages of the Israeli setting to draw conclusions on important questions that otherwise would have remained unexplored from analyzing small sample of firms (see for example Schwartz-Ziv and Weisbach, 2011, whose sample include 11 Israeli government business companies). Moreover, the similarities between Israel's economy, capital markets and laws and those of other advanced economies have made

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<sup>11</sup> See, for example, [https://www.centralbanking.com/central-banking/news/2481620/bank-of-israel-and-sama-triumph-in-this-year-s-central-banking-awards#cxrecs\\_s](https://www.centralbanking.com/central-banking/news/2481620/bank-of-israel-and-sama-triumph-in-this-year-s-central-banking-awards#cxrecs_s)

the country the setting for many papers published in top academic journals in law, finance and economics.<sup>12</sup>

Taken together, these factors suggest that, if anything, our findings supporting rent extraction theories may underestimate the effect in other countries or industries. Nevertheless, we admit that the study suffers from external validity concerns. Therefore, although we believe this study contributes to the literature, we encourage readers and policymakers to consider the differences among countries and industries when extrapolating from our conclusions. At minimum, this experiment provides evidence that executive compensation contracts in a developed, common-law country with a modern banking system can be, on average, designed in a way that fails to maximize firm value.

## **2. Motivation and institutional details**

### **2.1 Motivation**

Executive compensation is a heavily debated topic. Since at least as early as the 1950s, the media, public, politicians, and academic researchers have remarked on the high levels of CEO pay and questioned whether these levels are fair and appropriate (e.g., Murphy 2002). Yet, at the same time, many commentators argue that executive compensation is determined in a free and competitive market and therefore represents optimal compensation.

The popular view that executive pay is excessive has led regulators worldwide to try to curb out executive pay. In the United States, federal legislators capped the tax deduction on executive pay in 1993. The U.S. Securities and Exchange Commission mandated increased disclosure requirements on compensation in 2006. Say-on-pay legislation was passed as part of

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<sup>12</sup> See, for example, Lauterbach and Ben-Zion (1993); Amihud et al. (1997); Kandel et al. (1999); Friedberg (2001); Brenner et al. (2001); Amihud et al. (2003); Lavy (2002, 2009); Kalay et al. (2002); Gould et al. (2004); Hauser and Lauterbach (2004); Kalay et al. (2004); and Angrist and Lavy (1999, 2009).

the Dodd-Frank Act in 2010, and the SEC has passed a rule requiring firms to disclose the ratio of CEO pay to median employee pay as a measure of within firm pay disparity (Rouen, 2017). On the other side of the Atlantic, in 2013, the European Union capped bankers' bonuses at the level of their salary—or twice their salary if shareholders approve. In November 2013, Switzerland held an ultimately unsuccessful referendum to limit CEO pay to 12 times the pay of the lowest earning employee.<sup>13</sup>

Core and Guay (2010) argue that the popular resentment of executive compensation and the following legal actions appear to at least partly stem from a perception of growing income inequality. Frydman and Saks (2007) use the ratio of CEO pay to worker pay as a measure of income inequality. They note: “A comparison of executive pay to the earnings of a typical worker provides insight into the evolution of earnings inequality at the top of the income distribution.” Reproducing data from Frydman and Saks (2007), Core and Guay (2010) show that CEO pay, relative to average worker pay, has increased sharply since 1970. Specifically, it has risen from a level of about 30:1 to approximately 120:1 by 2000. Reproducing the Piketty and Saez (2003) data, Core and Guay (2010) also show an increase of about 33% in the share of income earned by the top 10% of taxpayers during roughly the same period, suggesting a link between those trends.

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<sup>13</sup> An additional example in Europe includes the proposal of the former French president, Francois Hollande, to cap executive pay of state-owned firms at 20 times that of the lowest paid employee. There are other cases where regulations limited executive pay but these regulations are not suitable to examine a causal relation between pay and firm value. During the financial crisis of 2007–2009, limitations on executive pay were imposed. However, these limitations were partial and applicable only to financial institutions that received government support or were restricted to only one component of pay. This makes them problematic from a research design perspective. In the United States, the American Recovery and Reinvestment Act limited executive compensation of firms that received financial assistance from the Troubled Asset Relief Program. (For a review of TARP limitations on executive pay, see, for example, Cadman et al. 2012) In Germany, the German Financial Markets Stabilization Act (from October 2008) restricted total annual executive compensation for all firms that received government aid from the stabilization fund to 500,000 euro (Dittmann et al. 2011). In 2009 the Financial Services Authority published the UK Remuneration Code, which required executives in large banks (and later on in financial institutions) to defer a larger portion of their bonus compensation and introduced performance vesting conditions for these bonuses to increase pay-performance sensitivity (see Kleymenova and Tuna 2017).

The academic debate on these two non-mutually exclusive views of executive compensation is thoroughly discussed in Edmans and Gabaix (2016) and Edmans et al. (2017). One side of the debate advances the rent extraction view, which claims that compensation practices sharply contrast with the predictions of optimal contracting models (e.g., Bertrand and Mullainathan 1999, 2000, 2001). Thus, contracts are not chosen by boards to maximize shareholder value but instead by the executives themselves to maximize their rents. This perspective is espoused most prominently by Bebchuk and Fried (2004). Similar views on executive rent extraction in closely controlled firms are discussed by Kastiel (2015), among others. On the other hand, the value maximization view reaches a different conclusion. While it acknowledges that standard agency models are inconsistent with practice, it argues that such models do not capture the specifics of the CEO setting, since they were created as general frameworks for the principal-agent problem. For example, CEOs can have a very large effect on firm value. Thus, in a competitive labor market, it may be optimal to pay high wages to attract talented CEOs and to incentivize them for high effort even though doing so requires paying a premium. These models aim to capture the specifics of CEO employment and can indeed generate predictions consistent with the data. Under this perspective, regulation will do more harm than good. This perspective is most prominently modeled by Gabaix and Landier (2008).

Israel does not differ from the trends observed around the world and exemplifies the issues discussed above. A rise in inequality in Israel spurred a populist move to curb out executive pay. Politicians strongly argued that executives earned too much at the expense of employees and consumers. This upsurge in populist sentiment led the Israeli parliament to enact a law aimed at curbing executive pay in financial institutions. The first draft of the bill, which was approved in two preliminary votes in the Knesset, introduced a tax deduction cap, which

resembles the ineffective deduction cap used in other countries. However, in a surprise move, the Treasury Committee of the Knesset introduced and passed a revised version of the bill limiting executive pay. We discuss the details of the passing of the law in the following section. The Israeli banking industry and even some commentators in the media and the chancellor of the Bank of Israel have argued that the law went too far and will cause talented managers to flee from the banking industry.<sup>14</sup>

More importantly for us, the surprising nature of the law's passage creates a unique research opportunity. The major limitation of examining the different views on executive compensation is that executive compensation is endogenously determined. This limits the usefulness of any cross-sectional or time-series examination of the relation between executive pay and firm value. Hence the first order question in this literature—whether executive pay is, in fact, set to maximize firm value—remains unanswered (Edmans and Gabaix 2016). Israel's pay limit is an exogenous shock to financial institutions' executive compensation contracts and therefore allows us to overcome many of the challenges in prior research.

## **2.2. Institutional details**

Laws in Israel get approved following a preliminary vote in the Knesset, discussions and a vote in the relevant Knesset's parliamentary committee and two additional votes in the Knesset. The preliminary vote serves as initial screening. A bill that receives a majority in that vote is then directed to one of the Knesset committees, where it is discussed and prepared for the second and third votes in the Knesset.

The preliminary vote on the “Executive Compensation in Financial Institutions” bill in the Israeli Knesset occurred on July 28, 2014. We term this vote “Event 1.” The initial draft of

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<sup>14</sup> As a matter of fact, several senior financial institutions' executives in Israel resigned after the enactment of the law, citing the law as the primary cause.

the bill stated that executive compensation exceeding 3.5 million NIS (0.9 million USD) would not be tax deductible for financial institutions. The bill was approved in the preliminary vote with a majority of 24 in favor to 0 against. A tax deduction cap on executive pay exists in several countries, including the United States, and has been shown to be generally ineffective, both from a regulatory and research-design perspective, as firms usually bear the tax consequences of the regulation or can avoid it altogether (e.g., Murphy 2012).<sup>15,16</sup>

Following the adjournment of the 19<sup>th</sup> Knesset on December 3, 2014 and the subsequent elections, the bill was reintroduced with no significant changes on May 4, 2015, by two other *opposition* members of Knesset. (Hence the reintroduction was not supported by the coalition nor the government.) Subsequently, the bill was approved in another preliminary vote on November 9, 2015, with 25 votes in favor and 0 against. We term the bill re-initiation “Event 2” and the second preliminary vote “Event 3.” On January 4, 2016, the Knesset’s Treasury Committee had the first discussion on the bill. We term this discussion “Event 4.” The material issues discussed in the meeting included some committee members advocating to (1) broaden the scope of the bill to all public firms, not just financial institutions, and (2) lower the threshold of the tax deductibility of executive compensation. On February 15, 2016, the Knesset’s Treasury Committee reconvened to discuss the bill again. We term this discussion “Event 5.” The material issues discussed in the meeting included some committee members advocating to (1) broaden the scope of the bill to all public firms, not just financial institutions, (2) impose the tax burden on the excess executive compensation on the receiving executive rather than the awarding firm, and (3) lower the threshold of the tax deductibility of executive compensation to 2.5 million NIS (0.7

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<sup>15</sup> For a recent example of the ineffectiveness of the tax cap, see <https://www.propublica.org/article/remember-that-ceo-pay-cap-even-less-effective-than-we-knew>.

<sup>16</sup> See Rose and Wolfram (2000) for an example of the literature that examines the effects of the tax deduction cap.

million USD) or even to 0.8 million NIS (0.2 million USD). The meeting adjourned without any agreements among the committee members.

On March 16, 2016, the Knesset's Treasury Committee reconvened for a final discussion and a vote on the bill. We term this discussion and vote "Event 6." In this meeting, the committee surprisingly introduced and approved a pay limit for the first time. During the discussions, all members of the committee agreed on a more restrictive bill.<sup>17</sup> Most importantly, instead of a 3.5 million NIS (0.9 million USD) tax deduction cap, the committee agreed on a binding pay limit of 35 times the gross salary of the lowest paid employee at the firm (or 44 in net terms). Firm employees include both direct employees and personnel employed indirectly through outsourcing firms. In addition, if the firm is part of a business group, such as a holding company, or belongs to a group of firms with a joint major shareholder, the compensation cap applies to the compensation from all the firms that belong to the group. The minimum annual wage in Israel is set to 72,000 ILS (18,947 USD), which implies an effective executive compensation threshold of 2.5 million NIS (0.66 million USD). The compensation under the bill consists of both monetary and nonmonetary components, including salaries, bonuses, share-based compensation, deferred compensation, benefits and retirement compensation. In addition, executive compensation that is below the cap but more than 2.5 million NIS (0.66 million USD) is not tax deductible and requires the approval of (1) the compensation committee, (2) board of directors, (3) a majority of independent directors and (4) the shareholders at the annual shareholders' meeting. The committee also decided to limit the scope of the bill to financial institutions, as previously proposed. Note that, if a bill is approved unanimously in the Treasury

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<sup>17</sup> If market participants expected that the version of the law that was discussed before March 16 had an adverse effect on firm value and the version that eventually passed on March 16 is an improvement, the positive returns that we observe may be driven by a partial reversal of the bad news of the pre-March 16 version. As we discuss below our cross-sectional tests mitigate this possibility.

Committee by all coalition and opposition members, the official vote on the law by all members of the Knesset is a formality. Because of the surprising nature of this event and the complete support of the law, which sealed its passing, the committee vote serves as our primary event.

Given the unanimous support of the bill in the Treasury Committee by all coalition and opposition members, the bill approval by the Knesset for a second and third and final vote on March 29, 2016, was only a formality. We term this vote “Event 7.” The bill received unanimous support with no amendments on both votes, with 56 in favor and 0 against. The effective date of the bill was January 1, 2017.<sup>18</sup>

### **3. Research design**

We conduct an event study to test the market reaction to the main event (the unanimous vote of the Treasury Committee, i.e., Event 6). Since the events are clustered in their effect on institutions, we expect the error terms to be correlated across firms. Therefore, following the literature, we aggregate all financial institutions into one portfolio. Using this portfolio, we estimate the following model:

$$R_{p,t} = \alpha + \beta R_{m,t} + \gamma D_t + \varepsilon_t, \quad (1)$$

where  $R_{p,t}$  is the equal-weighted portfolio returns on day  $t$ . We use a total of 432 trading days, beginning 10 trading days before event 1 (i.e., the preliminary vote on July 28, 2014) and ending 10 trading days after the last event (i.e., the passage of the bill on the second and third votes on

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<sup>18</sup> The law was scheduled enter into effect in October 2016. However, on June 1, 2016, the Association of Banks in Israel filed a petition to the High Court of Justice against the law (see <http://www.globes.co.il/en/article-israeli-banks-petition-high-court-against-pay-curbs-1001129235>). The petition was dismissed, subject to a ruling that past compensation rights of the banks’ executives will not be violated. In addition, the High Court of Justice postponed the law’s activation to January 2017 to allow the executives to prepare for the law’s consequences (see <https://www.themarket.com/markets/1.3083793>, in Hebrew).

March, 29, 2016, or Event 7).  $R_{m,t}$  is the Tel-Aviv 100 index return on day  $t$ .<sup>19</sup> The Tel-Aviv 100 index is the weighted index of the largest 100 firms on the Tel-Aviv Stock Exchange (TASE) based on market capitalization.<sup>20</sup> The total market capitalization of firms in the index is approximately 189.61 billion USD, compared to (1) a total capitalization of 23.28 billion for all financial institutions in our sample and (2) a total capitalization of 201.682 billion USD for all firms publicly traded on the TASE.

$D_t$  is an indicator variable equal to one on any one of the three days surrounding Event 6, from  $(t-1)$  to  $(t+1)$ , and zero otherwise. The coefficient on  $D_t$  is our coefficient of interest. A negative coefficient on  $D_t$  supports optimal contracting theories, while a positive coefficient on  $D_t$  supports rent extraction theories. Lastly,  $\varepsilon_t$  is the error term. Following the literature, we employ two different specifications for the standard errors: (1) Huber-White and (2) unadjusted.

#### **4. Sample selection and data**

Our tests are limited to financial institutions that fall under the scope of the executive compensation law. We identified a total of 20 such financial institutions on the TASE. Eight are classified as banks, and seven institutions as insurance firms. An additional four institutions are classified as investment firms, and one of the institutions is a holding company of an insurance firm. Industry classification and returns data are obtained from the Tel-Aviv Stock Exchange (TASE) website. We obtain executive compensation data from the annual reports of the companies. These reports provide information on the five highest paid executives in each of the

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<sup>19</sup> We employ a conservative approach and do not remove financial institutions from the Tel-Aviv 100 index. As financial institutions in the index had positive raw returns in the event window, eliminating them would increase the magnitude of the abnormal returns we document.

<sup>20</sup> In February 2017, the Israeli stock exchange revised its indexes, and the Tel-Aviv 100 index became Tel-Aviv 125.

financial institutions in our sample as well as information on the directors in those firms, which we use in our corporate governance analyses.

Since the events related to the passage of the bill are expected to affect all financial institutions, we create daily portfolios of all publicly traded financial institutions. Our sample period spans from July 15, 2014, to April 12, 2016. Consequently, our sample size in all the analyses is 432 days (representing each trading day in our sample).

Table 1 provides the descriptive statistics for the institutions represented in our sample. The median maximum total compensation is 4.8 million ILS (1.2 million USD). The 25<sup>th</sup> percentile of maximum total compensation is 3.3 million ILS (0.875 million USD), which implies that more than 75% of the institutions in our sample will be required by law to lower their maximum executive compensation in 2017. The mean market capitalization of financial institutions in our sample is 4.5 billion ILS (1.1 billion USD), compared to a mean of 3.4 million ILS (0.9 million USD) for all firms traded on the TASE. The average market-to-book ratio is 1.128, consistent with the low market-to-book ratios of financial institutions observed in the United States. The average proportion of independent directors is 0.308, lower than the average observed in the United States. The mean proportion of busy directors is 0.518, consistent with the results of Fish and Shivdasani (2006) for US firms. Lastly, the mean equity-pay to total-pay ratio in our sample is fairly small, merely 0.084, with a median of 0. This implies that compensation consists mostly of cash and other short-term components.

## 5. Results

### 5.1 Main results

The main results for the market reaction to the unanimous vote in the Treasury Committee (Event 6) are presented in Table 2. For brevity, we discuss only the results with the Huber-White standard errors (column 1). The mean equal-weighted return for the three days surrounding the event and after controlling for the market return is 0.528 ( $t$ -statistic = 2.09). This implies that the share value of financial institutions increased by a total of 1.584% ( $0.528 \times 3 = 1.584$ , which translates to 133% annualized returns) in the three days surrounding the unanimous vote in the Treasury Committee.<sup>21</sup> Although 1.584% is an economically significant abnormal return, it is not too large to be infeasible.

Overall, the results in Table 2 suggest that investors view the compensation cap as, on average, value increasing. This suggests that investors in financial institutions in Israel associate the companies' executive compensation more with rent extraction than value maximization.

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<sup>21</sup> We obtain similar inferences when we use a sample limited to banks and when the sample constrained to insurance firms.

## 5.2 Additional primary tests

We perform further tests to enhance the causal interpretation of our results. In Table 3, we partition the sample of financial institutions based on the expected impact of the legislation on them and examine the market reaction to the main event (Event 6). To the extent that the executive compensation limits are value increasing for shareholders, we expect financial institutions that award executive compensation above the new legislative limit to experience a stronger market reaction, compared to those awarding compensation below the new limit and compared to those unaffected by the restriction.

We present the results from estimating Eq. (1) for financial institutions with maximum executive compensation above 2.5 million NIS (0.66 million USD) in Panel A. Since the results are similar across both specifications, for brevity, we discuss the results in column 1 only. The average abnormal return in the three days surrounding the main event is 0.590 ( $t$ -statistic = 2.18). This implies that the value of institutions awarding executive compensation above 2.5 million NIS (0.66 million USD) increased, on average, by 1.77% ( $0.590\% \times 3$ ) in the three days surrounding the main event, after controlling for market returns.

In Table 3 Panel B, we present the results from estimating Eq. (1) for institutions with maximum executive compensation below 2.5 million NIS (0.66 million USD). As before, since the results are similar across both specifications, we discuss the results in column 1. As expected, the market reaction for firms that award executive compensation below the legislative limit is significantly smaller and statistically insignificant. The average increase in firm value in the three days surrounding the main event is 0.176 ( $t$ -statistic = 0.39). This implies that the value of institutions awarding executive compensation below 2.5 million NIS (0.66 million USD) increased by 0.528% ( $0.176\% \times 3$ ) in the three days surrounding the main event, significantly

lower than the increase in the value of firms awarding executive compensation above 2.5 million ILS (0.66 million USD).

We present the results for nine financial institutions that are not in the scope of the law in Table 3 Panel C. Since those financial institutions are not within the scope of the law, we do not expect to find a significant market reaction around the main event. We indeed find a statistically insignificant increase of 0.316 ( $t$ -statistic = 0.97) in the value of the portfolio consisting of those firms.

In Table 4, we present the results from estimating Eq. (1) for a subset of financial institutions awarding executive compensation immediately above and below the 2.5 million NIS (0.66 million USD) threshold. We implement this approach to facilitate a better-identified research design. In Panel A, we present the results for a subset of four institutions awarding executive compensation above 2.5 million ILS (0.66 million USD) and below 4 million ILS (1.05 million USD). The results show a positive and significant market reaction to the unanimous vote for the approval of the bill in its restrictive form in the Treasury Committee. The average daily abnormal returns in the three days surrounding the main event are 0.434 ( $t$ -statistic = 4.17), which implies an average increase in the abnormal value of 1.302% ( $0.434\% \times 3$ ) in the three days surrounding the event. The positive reaction is smaller than the reaction for all institutions awarding executive compensation above 2.5 million NIS (0.66 million USD), which is presented in Table 3 Panel A, where the average daily abnormal returns in the three days surrounding the main event are 0.590 ( $t$ -statistic = 2.18). These results provide further support for the conclusion that the greater the impact of the executive compensation cap, the more favorably the market reacts to the main event.

We present the results for a portfolio consisting of a subset of three financial institutions awarding executive compensation below 2.5 million ILS (0.66 million USD) and above 1 million ILS (0.26 million USD) in Table 4 Panel B.<sup>22</sup> The results show no significant market reaction to the main event. Average daily abnormal returns in the three days surrounding the unanimous vote for the approval of the bill in its restrictive form in the Treasury Committee are 0.176 ( $t$ -statistic = 0.39). Since the current highest executive compensation in the three firms in this subsample is below the cap set by the law, the results are consistent with investors not expecting to see a further decrease in executive compensation in those firms. Overall, the results in Table 4 are consistent with investors' belief that the prevailing executive compensation in financial institutions in Israel was a form of rent extraction.

### **5.3 Cross-sectional tests**

Our findings may prompt alternative explanations. For example, if the market for executives is not well developed and the executives do not have viable employment alternatives, the law may simply extract welfare from optimally paid executives and transfer it to shareholders. Several institutional factors make this explanation unlikely. First, the law is imposed on insurance, banking, and investment firms and not on the entire financial industry nor on firms in other industries. Credit card issuers, private equity funds and hedge funds, for example, are not subject to the law, and neither are the vast majority of Israeli firms. In addition, the law does not apply to subsidiaries of financial institutions engaging in other financial activities, such as investment banking and underwriting. Moreover, subsidiaries operating

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<sup>22</sup> This subset of firms is identical to the one in Table 3 Panel B, but we repeat the analysis here for the ease of the reader.

outside of Israel are considered foreign firms and are not subject to the law.<sup>23,24</sup> While the law is relatively new, there are already examples of executives who resigned from the banks but remained with their unaffected foreign subsidiaries.<sup>25</sup> Affected executives can also move to nonfinancial firms that provide their executives with generous pay. Hence outside options exist both within and outside the financial industry. Lastly, as many Israeli financial institutions executives have experience in U.S. and other foreign financial institutions, foreign companies could also serve as an outside option.

Nevertheless, to rule out this alternative explanation and other unspecified alternative explanations, we perform two sets of cross-sectional tests. In our first set of tests, we build on prior studies that document that weak corporate governance is associated with management rent extraction (Core et al. 1999). Therefore, if the reduction of rent extraction is the reason of the observed positive abnormal returns around the main event date, then the positive market reaction following this legislation is likely to be stronger for financial institutions with weaker corporate governance. We examine two corporate governance characteristics: board independence and director busyness.

We present the results from estimating Eq. (1) for financial institutions with a proportion of independent directors below (above) the sample median in Table 5 Panel A. Our definition of independent directors follows the definition in the Israeli Companies Act. We find that the market reaction for financial institutions with low board independence is economically and

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<sup>23</sup> Examples of foreign banks owned by Israeli banks include Bank Leumi USA, IDB Bank (located in the United States), and Leumi ABL, located in London.

<sup>24</sup> Despite the fact that subsidiaries of banks are exempt from the law, we learned from conversations with lawyers that it is illegal for executives to hold a position in the Israeli firm but be registered as a foreign employee to receive an unrestricted compensation. The legal experts we talked with did not see a way in which this law could be circumvented.

<sup>25</sup> One example is Dani Zidon, who resigned from his position as the deputy CEO of Bank Leumi in April 2016, but remained the board chairman of Leumi partners (the investment banking subsidiary of Bank Leumi, which is not subject to the law) and as a board member in Leumi USA. It was also announced he is considering joining a private equity fund (and private equity funds are not subject to the law).

statistically significant. The coefficient estimate is 0.546 (representing 1.65% abnormal return in the three days surrounding the main event) and the  $t$ -statistic is 2.66 (in column 1). Conversely, we find statistically insignificant results for financial institutions with strong board independence. The coefficient estimate is 0.511, and the  $t$ -statistic is 1.46 (column 3).

We examine the market reaction of the legislation for financial institutions with low (high) director busyness in Table 5 Panel B. Director busyness is defined as the fraction of directors serving on three or more boards. We find that there is a stronger market reaction for firms with busy board members. The three-day abnormal returns surrounding the main event are 2.181% ( $0.727\% \times 3$ ,  $t$ -statistic = 3.10) for firms with busy boards. Conversely, the three-day abnormal returns for financial institutions with a proportion of busy board members below the median is statistically insignificant (coefficient estimate = 0.330;  $t$ -statistic = 0.94). Overall, the results from the cross-sectional tests that exploit corporate governance characteristics are consistent with the predictions of rent extraction theories of executive pay.

In our second set of cross-sectional tests, we examine the effect of the executive pay structure on the observed positive abnormal returns around the main event date. Prior studies find that equity-based pay better aligns the interests of managers and shareholders. Therefore, rent extraction is less likely when executives are paid with equity. We present the results in Table 6 and find that the positive market reaction to the new legislation is stronger among financial institutions with an equity to total-pay ratio below the sample median. The three-day abnormal returns are 2.013% ( $0.671\% \times 3$ ;  $t$ -statistic = 2.93). In contrast, the three-day abnormal returns for financial institutions with a high equity to total-pay ratio is 0.792% ( $0.264\% \times 3$ ) and is statistically insignificant ( $t$ -statistic = 0.88). Again, these results are consistent with the predictions of rent extraction theories. Taken together, these results also suggest that alternative

explanations are unlikely, as other explanations do not predict variation in abnormal returns around the event based on corporate-governance and pay-structure characteristics.

#### **5.4 Further robustness analyses**

In this section, we present further analyses to enhance confidence in our results. First, we test the correlation between an estimate of the expected annual compensation savings and the increase in financial institution value documented above. We estimate the annual expected compensation cost saving for each financial institution, assuming that the compensation of executives earning more than the cap will be set equal to the cap. Hence the estimated annual savings of each financial institution is the difference between actual compensation of the five highest paid executives in 2015 and the compensation of those executives adjusted to the cap. The mean and median estimated annual saving for our sample firms is 5.6 million ILS. Three firms in our sample are not expected to record any savings, since none of their executives reached the compensation cap in 2015. Conversely, in nine firms, all of the five highest paid executives exceeded the cap in 2015. Since firms are obligated to disclose compensation of only the five highest-paid executives, there may be additional executives in those firms earning in 2015 more than the cap. If so, our estimation of the savings is biased downward. Another caveat is that our estimate does not account for the effect of the law on lower ranking executives, whose compensation may also be adjusted to maintain a sensible pay hierarchy within the firm. Nevertheless, we believe our calculation provides a rough estimate of firm-specific cost savings following the law.

Next, we compute for each financial institution the change in market value by multiplying its abnormal return in the three days surrounding the approval of the bill at the Treasury Committee by its market value just before the event. In our sample, the mean (median)

increase in market value is 83 (33) million NIS. We compare between the annual expected compensation cost savings and the changes in market value and find that they are significantly positively correlated, with a Pearson correlation of 0.819. This correlation suggests that the positive market response to the law is strongly associated with the cost reduction it is expected to generate and provides additional evidence of investors' favorable view of the pay cap.

Second, we examine the cumulative three-day abnormal returns for each of the financial institutions in our sample around Event 6. Our analysis (untabulated) reveals that, out of the 17 financial institutions that were affected by the law, 14 had a positive CAR during the event period and three had a small negative CAR.<sup>26</sup> For comparison, the Tel-Aviv 100 index had a small negative CAR of -0.168% during the event period. Out of the three financial institutions that are below the threshold, one had a negative CAR, and two had a positive CAR that is significantly smaller than the sample mean. These findings provide comfort that our results are not likely driven by a small subset of financial institutions or by errors in the data.

Third, in a series of placebo tests we change the event window to periods when we do not expect to observe abnormal returns. In our first series of placebo tests, the new placebo event window ends two days before the first day of our main event window.<sup>27</sup> We find no significant abnormal returns for the financial institutions in the treated and untreated groups in the three-day window just before the event date.<sup>28</sup> These results suggest that momentum in returns or a reversal of returns of a prior unspecified event do not likely explain our results. In our second series of

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<sup>26</sup> One of the financial institutions with a negative CAR in our sample, Ayalon, had only one small trade during the event period that resulted in a small negative CAR.

<sup>27</sup> In the placebo tests, we keep one day extra between the real event date and the placebo dates to avoid confounding the real event window with the placebo window.

<sup>28</sup> We find statistically significant but economically negligible (-0.5%) abnormal returns for the treated institutions. These returns are 3.5 times lower (in absolute value) than the positive abnormal returns of 1.8% we observe for the treated institutions during the event window (documented in Table 3 Panel A).

placebo tests, we change the event window so that the first day of the new placebo event window starts two days after the last day of the real event window. We find no significant abnormal returns for the financial institutions in the treated and untreated groups in the three-day window just after the event date. These results suggest that there was no reversal of the observed positive event window abnormal returns. Taken together, the results from the placebo tests suggest that the abnormal returns are concentrated in the event window.

Fourth, we estimate Eq. (1) for all other events related to the executive compensation law and described in Section 2. Untabulated results show that, although the abnormal returns in all the events that relate to the passing of the law are positive, the only consistently statistically significant and economically meaningful abnormal returns are around Event 6, which is our main event window. This result is consistent with investors incorporating the news into firms' stock prices following the main event, the unanimous vote for the approval of the bill in the Treasury Committee.

Fifth, to ensure that our results are not driven by a confounding event, we search for other news related to the affected financial institutions that occurred in the three days surrounding the main event. The outcome of this analysis is presented in Table 7. We searched for filings made by our sample firms in the three days surrounding our main event. Two firms issued their annual reports in that window—Bituach Yashir and Meitav. The average market reaction of both of those firms in the three-day event window is below the overall average for all firms in our sample. Therefore, we do not believe that the release of these annual reports is driving our results.

We also searched on Google for the word “banks” in Hebrew with a date restriction of March 14 through March 18, 2016. Our assumption is that any significant news related to the

banking industry would appear in our search. We identified a few relevant articles that are unrelated to the main events. The first article is about banks in Israel being stable but inefficient.<sup>29</sup> It is not clear whether this article should induce positive returns. In addition, our sample includes insurance firms, not just banks. A second article states that Deutsche Bank closed its trading division in Israel.<sup>30</sup> Again, this article is limited to banks, and it is not clear whether such news should result in a positive or a negative market reaction.

In addition, we searched for all articles (not limited to any specific term) in the Israeli financial website *The Marker* with a date restriction of March 14 through March 18, 2016. We identified an article on the increased competition in the pension management industry, which would suggest negative returns.<sup>31</sup> We also identified an article that details the executive compensation in 2015 based on firms' annual disclosure.<sup>32</sup> This article is a summary of firm specific disclosures that were already released to the market. Lastly, we identified an article claiming that the two leading banks in Israel (Poalim and Leumi) might have been able to issue credit cards but not to their clients. This is a part of discussions by regulators to require banks to sell off their credit card businesses. Since our sample is not restricted to those two banks, we do not believe that this event is driving our results.<sup>33</sup>

## **5.5. Preliminary consequences of the law**

Since the law came into effect on January 1, 2017, we can provide additional insights regarding its consequences. First, several executives resigned from financial institutions following the law's approval. Prominent examples include the deputy CEO of the second largest

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<sup>29</sup> <http://www.ynet.co.il/articles/0,7340,L-4780179,00.html>

<sup>30</sup> <http://www.calcalist.co.il/markets/articles/0,7340,L-3683645,00.html>

<sup>31</sup> <http://www.themarket.com/news/1.2885575>

<sup>32</sup> <http://www.themarket.com/markets/reports/1.2883434>

<sup>33</sup> <http://www.themarket.com/markets/1.2881721>

bank in Israel and the deputy CEO and head of the Investment Division of one of the largest insurance companies, who resigned after 16 years in duty.<sup>34</sup>

In addition, all the financial institutions that previously paid their executives compensation above the pay cap modified their compensation structure. Since financial reports for the 2017 fiscal year are not available yet, we only have partial information on the updated compensation schemes. According to public disclosures, the new compensation structure is comprised mostly of cash compensation; second, cash compensation will be linked to the lowest salary paid by the financial institution; third, bonuses on performance are still available, but their scope will be limited.<sup>35</sup> Lastly, the compensation structure of the entire organization has been revised as well, and even lower level managers – whose salary was below the pay cap – suffered from a decrease in their salaries (the pay cut is mostly in the performance-based compensation, but cash compensation has also declined).

## **6. Conclusions**

We examine the optimality of executive compensation contracts. There is considerable debate on executive compensation in both the public arena and academia. On the one hand, value maximization contracting theories imply that executive compensation contracts are optimally designed to attract talented executives and incentivize those executives to maximize shareholder value. On the other hand, rent extraction theories suggest that compensation contracts enable executives to extract rents at the expense of shareholders.

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<sup>34</sup> See <http://www.globes.co.il/en/article-harel-chief-investment-officer-resigns-citing-salary-law-1001140286>.

<sup>35</sup> See for example a newspaper article on the new compensation structure of one of the banks: <http://www.globes.co.il/en/article-leumi-cuts-exec-pay-as-new-law-bites-1001154435>.

We use a quasi-natural experiment that allows us to test the key differential prediction between the two theories. In 2016, the Israeli Parliament surprisingly passed a law limiting executive pay in financial institutions. Under value maximization theories, this intervention should reduce firm value, while under rent extraction theories, the opposite should occur. We find significant positive abnormal returns for financial institutions around the passage of the law. We also find that the positive abnormal returns are significantly larger for financial institutions bound by the pay limit. We further find that the financial institutions that had executive pay just above the pay threshold experienced much larger abnormal returns than those that were just below the threshold. These results support the rent extraction view of executive compensation, on average, in our setting. Lastly, we find that the positive market reaction is greater for financial institutions with weaker governance and for those that award a lower proportion of equity-based pay.

Our results have implications to several literature streams in economics, including contract theory, corporate finance, corporate governance, labor economics, and income inequality. Moreover, the results may be relevant to policy discussions, given that numerous proposals to limit executive pay have been advanced both by the media and politicians. Nevertheless, we caution the reader to take care in extrapolating our results to other settings.

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**Table 1: Descriptive Statistics**

The table reports descriptive statistics for our sample of the 20 financial institutions that were traded on the Tel-Aviv Stock Exchange during the legislation process leading to the executive compensation cap law. *Max total compensation* is the compensation of the firm's highest-paid executive in 2015. *Market Cap* is the firm's market value of equity on December 31, 2015. *Total Assets* is the firm's total assets at the end of 2015. *Gross Revenues* are the firm's annual revenues in 2015. *ROA* is return on assets, calculated as net income in 2015 over average total assets in the same year. *ROE* is return on equity, calculated as net income, scaled by average total shareholders' equity in 2015. *Market to Book* is the market value of equity divided by the book value of equity at the end of 2015. *P/E ratio* is the ratio between share price and earnings per share in 2015. *Proportion of independent directors* is the fraction of directors considered independent under the Israeli Companies Act. *Proportion of busy directors* is the fraction of directors serving on three or more boards. *Equity-pay to total-pay ratio* is the ratio of share-based compensation and total compensation for the firm's highest-paid executive in 2015.

	N	Mean	Std Dev	P25	P50	P75
Max total compensation (ILS, 000s)	20	4,766	2,165	3,250	4,738	6,621
Market Cap (ILS, millions)	20	4,534	7,024	620	2,140	3,901
Total Assets (ILS, millions)	20	98,199	129,134	8,825	43,052	125,909
Gross Revenues (ILS, millions)	20	5,981	5,968	643	3,088	11,900
ROA (%)	20	2.150	4.909	0.348	0.510	1.669
ROE (%)	20	10.991	9.091	6.236	6.872	10.441
Market to Book	20	1.128	1.216	0.601	0.714	0.903
P/E ratio	20	10.832	6.362	7.365	9.125	11.403
Proportion of independent directors	20	0.308	0.110	0.250	0.300	0.333
Proportion of busy directors	20	0.518	0.226	0.300	0.570	0.643
Equity-pay to total-pay ratio	20	0.084	0.132	0.000	0.000	0.1993

**Table 2: Abnormal returns at the approval of the bill by the Treasury Committee for all financial institutions that are under the scope of the bill (March 16, 2016)**

The table presents the coefficient estimates from Equation (1), which measures the average abnormal returns in the three days surrounding the date of the approval of the executive compensation cap bill by the Treasury Committee. Our sample firms are described in Table 1. The sample period is from July 15, 2014, to April 12, 2016 (432 trading days). The dependent variable is the return of an equally weighted portfolio consisting of the sample firms. *TA-100 index* is the return of the Tel-Aviv 100 index, the main index for the Israeli stock market. *Unanimous vote in the Treasury Committee* is an indicator variable that equals 1 on the three days surrounding the approval of the bill at the Treasury Committee (Event 6) and 0 otherwise.

Dependent Variable:	(1) Portfolio Returns	(2) Portfolio Returns
Intercept	0.003 (0.12)	0.003 (0.12)
Unanimous vote in the Treasury Committee for the approval of the bill	0.528** (2.09)	0.528* (1.89)
TA-100 Index	0.737*** (18.18)	0.737*** (25.20)
Standard Errors	Huber-White	None
# of Firms	20	20
Observations	432	432
Adjusted R-squared	0.596	0.596

**Table 3 Panel A: Abnormal returns at the approval of the bill by the Treasury Committee (March 16, 2016) for financial institutions with top executive compensation that exceeds the bill's compensation threshold (2.5 million NIS)**

The table presents the coefficient estimates from Equation (1), which measures the average abnormal returns in the three days surrounding the date of the approval of the executive compensation cap bill by the Treasury Committee. Our sample firms are described in Table 1. The sample period is defined in Table 2. The dependent variable is the return of an equally weighted portfolio consisting of our sample firms. *TA-100 index* and the *Unanimous vote in the Treasury Committee* are defined in Table 2. Panel A (Panel B) examines the market reaction for the portfolio of financial firms with top executive compensation that exceeds (is below) the bill's compensation threshold (2.5 million NIS). Panel C examines the market reaction for the portfolio of financial firms that are not subject to the executive compensation cap bill.

Dependent Variable:	(1) Portfolio Returns	(2) Portfolio Returns
Intercept	-0.005 (-0.18)	-0.005 (-0.18)
Unanimous vote in the Treasury Committee for the approval of the bill	0.590** (2.18)	0.590* (1.97)
TA-100 Index	0.786*** (19.58)	0.786*** (25.00)
Standard Errors	Huber-White	None
# of Firms	17	17
Observations	432	432
Adjusted R-squared	0.592	0.592

**Table 3 Panel B: Abnormal returns at the approval of the bill by the Treasury Committee (March 16, 2016) for financial institutions with top executive compensation below the bill's compensation threshold (2.5 million NIS)**

Dependent Variable:	(1) Portfolio Returns	(2) Portfolio Returns
Intercept	0.045 (1.06)	0.045 (1.06)
Unanimous vote in the Treasury Committee for the approval of the bill	0.176 (0.39)	0.176 (0.35)
TA-100 Index	0.463*** (5.97)	0.463*** (8.71)
Standard Errors	Huber-White	None
# of Firms	3	3
Observations	432	432
Adjusted R-squared	0.146	0.146

**Table 3 Panel C: Abnormal returns at the approval of the bill by the Treasury Committee (March 16, 2016) for financial institutions excluded from the bill (not under the scope of the bill)**

Dependent Variable:	(1) Portfolio Returns	(2) Portfolio Returns
Intercept	0.003 (0.12)	0.003 (0.12)
Unanimous vote in the Treasury Committee for the approval of the bill	0.316 (0.97)	0.316 (0.32)
TA-100 Index	0.505*** (4.80)	0.505*** (4.88)
Standard Errors	Huber-White	None
# of Firms	9	9
Observations	432	432
Adjusted R-squared	0.048	0.048

**Table 4 Panel A: Abnormal returns at the approval of the bill by the Treasury Committee (March 16, 2016) for financial institutions with top executive compensation that exceeds the bill's compensation threshold (2.5 million NIS) but below 4 million NIS.**

The table presents the coefficient estimates from Equation (1), which measures the average abnormal returns in the three days surrounding the date of the approval of the executive compensation cap bill by the Treasury Committee. Our sample firms are described in Table 1. The sample period is defined in Table 2. The dependent variable is the return of an equally weighted portfolio consisting of our sample firms. *TA-100 index* and the *Unanimous vote in the Treasury Committee* are defined in Table 2. Panel A examines the market reaction for the portfolio of financial institutions with top executive compensation that exceeds the bill's compensation threshold (2.5 million NIS) but below 4 million NIS. Panel B examines the reaction of the portfolio of financial institutions with top executive compensation below the bill's compensation threshold (2.5 million NIS) but above 1 million NIS.

Dependent Variable:	(1) Portfolio Returns	(2) Portfolio Returns
Intercept	-0.052* (-1.65)	-0.052* (-1.65)
Unanimous vote in the Treasury Committee for the approval of the bill	0.434*** (4.17)	0.434 (1.15)
TA-100 Index	0.699*** (13.63)	0.699*** (17.70)
Standard Errors	Huber-White	None
# of Firms	4	4
Observations	432	432
Adjusted R-squared	0.420	0.420

**Table 4 Panel B: Abnormal returns at the approval of the bill by the Treasury Committee (March 16, 2016) for financial institutions with top executive compensation below the bill's compensation threshold (2.5 million NIS) but above 1 million NIS. (Identical to table 3 panel B, and is added here for the convenience of the reader)**

Dependent Variable:	(1) Portfolio Returns	(2) Portfolio Returns
Intercept	0.045 (1.06)	0.045 (1.06)
Unanimous vote in the Treasury Committee for the approval of the bill	0.176 (0.39)	0.176 (0.35)
TA-100 Index	0.463*** (5.97)	0.463*** (8.71)
Standard Errors	Huber-White	None
# of Firms	3	3
Observations	432	432
Adjusted R-squared	0.146	0.146

**Table 5 Panel A: Abnormal returns at the approval of the bill by the Treasury Committee (March 16, 2016) for financial firms with a proportion of independent directors below (above) the sample median.**

The table presents the coefficient estimates from Equation (1), which measures the average abnormal returns in the three days surrounding the date of the approval of the executive compensation cap bill by the Treasury Committee. Our sample-firms are described in Table 1. The sample period is defined in Table 2. The dependent variable is the return of an equally weighted portfolio consisting of our sample firms. *TA-100 index* and the *Unanimous vote in the Treasury Committee* are defined in Table 2. In Panel A, the sample is divided into two groups of firms with a proportion of independent directors that is above (below) the sample median value. In Panel B, the sample is divided into two groups of firms if the proportion of busy directors is above (below) the sample median value.

	(1)	(2)	(3)	(4)
Sample: % of independent directors	< Median	< Median	> Median	> Median
Dependent Variable:	Portfolio Returns	Portfolio Returns	Portfolio Returns	Portfolio Returns
Intercept	0.024 (1.00)	0.024 (1.00)	-0.019 (-0.64)	-0.019 (-0.64)
Unanimous vote in the Treasury Committee for the approval of the bill	0.546*** (2.66)	0.546* (1.87)	0.511 (1.46)	0.511 (1.46)
TA-100 Index	0.732*** (17.38)	0.732*** (23.97)	0.742*** (16.17)	0.742*** (20.26)
Standard Errors	Huber-White	None	Huber-White	None
# of Firms	10	10	10	10
Observations	432	432	432	432
Adjusted R-squared	0.571	0.571	0.487	0.487

**Table 5 Panel B: Abnormal returns at the approval of the bill by the Treasury Committee (March 16, 2016) for financial institutions with a proportion of busy directors below (above) the sample median.**

Sample: Proportion of busy directors	(1)	(2)	(3)	(4)
Dependent Variable:	< Median Portfolio Returns	< Median Portfolio Returns	> Median Portfolio Returns	> Median Portfolio Returns
Intercept	0.009 (0.32)	0.009 (0.32)	-0.003 (-0.11)	-0.003 (-0.11)
Unanimous vote in the Treasury Committee for the approval of the bill	0.330 (0.94)	0.330 (1.02)	0.727*** (3.10)	0.727** (2.29)
TA-100 Index	0.627*** (13.40)	0.627*** (18.41)	0.847*** (20.12)	0.847*** (25.49)
Standard Errors	Huber-White	None	Huber-White	None
# of Firms	10	10	10	10
Observations	432	432	432	432
Adjusted R-squared	0.439	0.439	0.602	0.602

**Table 6: Abnormal returns at the approval of the bill by the Treasury Committee (March 16, 2016) for financial institutions with a proportion of equity based pay above (below) the sample median.**

The table presents the coefficient estimates from Equation (1), which measures the average abnormal returns in the three days surrounding the date of the approval of the executive compensation cap bill by the Treasury Committee. Our sample firms are described in Table 1. The sample period is defined in Table 2. The dependent variable is the return of an equally weighted portfolio consisting of our sample firms. *TA-100 index* and the *Unanimous vote in the Treasury Committee* are defined in Table 2. The sample is divided into two groups based on whether the proportion of equity based-compensation (out of total pay) is above (below) its sample median value.

	(1)	(2)	(3)	(4)
Sample: Equity-pay to total-pay ratio	< Median	< Median	> Median	> Median
Dependent Variable:	Portfolio	Portfolio	Portfolio	Portfolio
	Returns	Returns	Returns	Returns
Intercept	-0.014 (-0.52)	-0.014 (-0.52)	0.034 (1.23)	0.034 (1.24)
Unanimous vote in the Treasury Committee for the approval of the bill	0.671*** (2.93)	0.671** (2.08)	0.264 (0.88)	0.264 (0.80)
TA-100 Index	0.737*** (16.60)	0.737*** (21.83)	0.737*** (16.54)	0.737*** (21.28)
Standard Errors	Huber-White	None	Huber-White	None
# of Firms	13	13	7	7
Observations	432	432	432	432
Adjusted R-squared	0.525	0.525	0.511	0.511

**Table 7: Firm-specific disclosures around the main event**

The table presents firm-specific events that appear in the economic media, firm-filings, and as outcomes of a Google search from March 14 through March 18, 2016, which encapsulate the five days that surround the date of the unanimous vote for the approval of the bill by the Treasury Committee (March 16, 2016). The table also specifies the closest annual report filing date.

<b>Firm</b>	<b>Type</b>	<b>Filings +/- 3days around main event (March 16, 2016)</b>	<b>Closest 10K filing</b>
Analyst	Other	None	March 23, 2016
Ayalon	Insurance	None	March 31, 2016
Beinleumi	Bank	None	February 28, 2016
Bituach Yashir	Insurance	2015 10K filing and declaration of a dividend	March 17, 2016
Clal	Insurance	None	March 23, 2016
Dexia	Bank	None	February 23, 2016
Discount	Bank	None	February 29, 2016
Harel	Insurance	List of common stock and options	March 23, 2016
IBI Investments	Other	None	March 29, 2016
IDI	Insurance	None	February 28, 2016
Igud	Bank	None	February 29, 2016
Jerusalem	Bank	None	February 23, 2016
Leader	Other	None	March 30, 2016
Leumi	Bank	9.5 million USD acquisition of enVerid Systems Inc. by subsidiary Leumi Partners (1.158 <i>CAR</i> ). Only one Israeli financial newspaper discussed this (Globes)	February 29, 2016
Meitav	Other	2015 10K filing - 3 day <i>CAR</i> is -0.507 so doesn't explain the positive <i>CAR</i>	March 16, 2016
Menorah	Insurance	On March 15, 2016, the firm announced a class action lawsuit against one of its subsidiaries	March 31, 2016
Migdal	Insurance	None	March 30, 2016
Mizrahi	Bank	Changes in holdings by related parties on March 16, 2016	February 25, 2016
Phoenix	Insurance	None	March 28, 2016
Poalim	Bank	Extension of appointment of two directors. Affirmation of A- credit rating by Fitch. (0.449 <i>CAR</i> )	February 29, 2016