




**AVEO Pharmaceuticals, Inc.****AVEO NASDAQ****Biotechnology**

Market Capitalization USD:

**\$663.32 mm****CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year. 
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Tuan Ha-Ngoc****Age: 60****CEO Since: 2002**

	2009	2010	2011
<b>Base Salary</b>		\$422,300	\$490,000
<b>Discretionary Bonus</b>		\$50,505	\$50,000
<b>Annual Cash Incentive</b>		\$274,495	\$382,200
<b>Benefits and Perquisites</b>		\$9,737	\$9,737
<b>TOTAL ANNUAL COMPENSATION</b>		<b>\$757,037</b>	<b>\$931,937</b>
<b>Increase in Post-Retirement Benefits</b>		\$0	\$0
<b>Stock Option Awards</b>		\$760,086	\$741,608
<b>Stock Awards</b>		\$0	\$354,000
<b>TOTAL COMPENSATION</b>		<b>\$1,517,123</b>	<b>\$2,027,545</b>
<b>Median of Other Named Executive Officers Total Compensation</b>		\$990,149	\$740,991
<b>Value Realized on Exercise of Stock Option</b>		\$0	\$440,940
<b>Value Realized on Vesting of Stock</b>		\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>		<b>\$0</b>	<b>\$440,940</b>

Proxy Date: 27 Apr 2012

Annual Meeting Date: 30 May 2012

Equity Reserves: 17.49%

Stock Option Run Rate: 2.38%

# AVEO Pharmaceuticals, Inc.

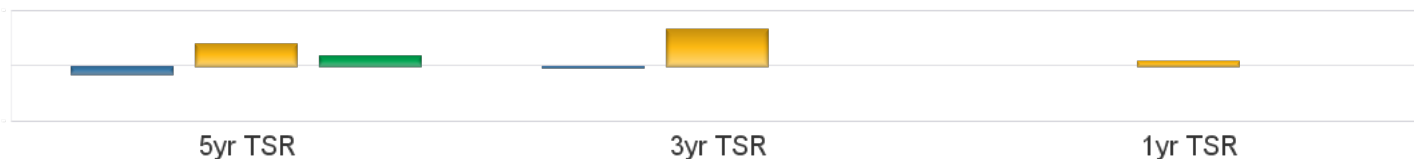
AVEO NASDAQ

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## Performance Comparison

■ S&P500 ■ Industry ■ AVEO



## Peer Comparisons (TRBC) =Biotechnology

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>AVEO</b>	<b>AVEO Pharmaceuticals, Inc.</b>		<b>\$1,517,123</b>	<b>\$2,027,545</b>	<b>\$663,316,064</b>
ONXX	ONYX Pharmaceuticals, Inc.	\$4,136,535	\$3,904,151		\$1,906,972,785
INCY	Incyte Corporation	\$1,504,386	\$2,170,699	\$4,903,880	\$1,763,568,189
JAZZ	Jazz Pharmaceuticals, Inc.	\$838,863	\$1,929,028		\$1,732,180,078
CRL	Charles River Laboratories International, Inc.	\$5,251,246	\$4,758,965	\$5,491,843	\$1,469,877,722
VPHM	ViroPharma Incorporated	\$1,754,879	\$2,403,480	\$3,151,762	\$1,372,311,422
DNDN	Dendreon Corporation	\$3,807,413	\$5,254,373		\$1,339,719,318

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Acorda Therapeutics, Inc., Exelixis, Inc., Nektar Therapeutics, Alnylam Pharmaceuticals, Inc., Halozyme Therapeutics, Inc., Optimer Pharmaceuticals, Inc., ARIAD Pharmaceuticals, Inc., ImmunoGen, Inc., Savient Pharmaceuticals, Inc., ArQule, Inc., Incyte Corporation, Seattle Genetics, Inc., Auxilium Pharmaceuticals, Inc., InterMune, Inc., Spectrum Pharmaceuticals, Inc., AVANIR Pharmaceuticals, Inc., Ironwood Pharmaceuticals, Inc., Targacept, Inc., Dynavax Technologies Corporation, Isis Pharmaceuticals, Inc., Theravance Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Henri A. Termeer	Member	66	Male	1	Outside
Kenneth M. Bate	Member	61	Male	5	Outside

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