



**AZZ incorporated**


**AZZ NYSE**

**Electrical Components / Equipment**

Market Capitalization USD:

**\$486.32 mm**

**CONCERN LEVEL: LOW**

- 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: David H. Dingus**

**Age: 64 CEO Since: 2001**

	2009	2010	2011
<b>Base Salary</b>	\$436,250	\$500,000	\$530,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$464,606	\$431,275	\$487,488
<b>Benefits and Perquisites</b>	\$45,027	\$38,590	\$30,640
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$945,883</b>	<b>\$969,865</b>	<b>\$1,048,128</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$362,292	\$402,459	\$494,088
<b>Stock Awards</b>	\$0	\$196,874	\$240,867
<b>TOTAL COMPENSATION</b>	<b>\$1,451,822</b>	<b>\$1,569,198</b>	<b>\$1,783,083</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$525,804	\$525,804	\$579,297
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$1,697,338	\$513,707
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$1,697,338</b>	<b>\$513,707</b>

**Proxy Date:** 4 Jun 2012

**Annual Meeting Date:** 10 Jul 2012

**Equity Reserves:** 7.19%

**Stock Option Run Rate:** 1.11%

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## Performance Comparison

■ S&P500 ■ Industry ■ AZZ



## Peer Comparisons (TRBC) =Electrical Components / Equipment

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>AZZ</b>	<b>AZZ incorporated</b>	<b>\$1,451,822</b>	<b>\$1,569,198</b>	<b>\$1,783,083</b>	<b>\$486,318,240</b>
WCC	Wesco International, Inc.	\$4,880,133	\$4,315,526	\$4,783,190	\$1,451,267,887
WSO	Watsco, Inc.	\$4,861,842	\$20,392,521	\$5,056,453	\$1,445,458,035
LII	Lennox International Inc.	\$5,232,110	\$6,916,120	\$5,674,960	\$1,369,503,077
SPB	Spectrum Brands Holdings, Inc.		\$14,470,150	\$13,744,111	\$1,236,109,239
BGC	General Cable Corporation	\$3,822,998	\$3,778,682	\$4,959,105	\$1,218,061,646
ITRI	Itron, Inc.	\$2,506,496	\$5,104,203	\$3,686,211	\$1,197,594,006

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

AMETEK, Inc., Dynamic Materials Corporation, Franklin Electric Co., Handy & Harmon Ltd. (formerly WHX Corporation), Haynes International, Inc., Hubbell Incorporated, L.B. Foster Company, LSI Industries, Inc., Powell Industries, Inc., Power-One, Inc., Preformed Line Products Company, Regal-Beloit Corporation, Synalloy Corporation, Thomas & Betts Corporation, Valmont Industries, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Kevern R. Joyce	Chairman	65	Male	15	Outside Related
Daniel E. Berce	Member	58	Male	12	Outside Related
Kirk H. Downey	Member	69	Male	20	Outside Related
Peter A. Heaedus	Member	71	Male	6	Outside

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