



**Ampco-Pittsburgh Corporation**





**AP NYSE**

**Steel**

Market Capitalization USD:

**\$211.16 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: Robert A. Paul**

**Age: 74**

**CEO Since: 1996**

	2009	2010	2011
<b>Base Salary</b>	\$616,250	\$690,000	\$746,667
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$260,000	\$284,000	\$76,500
<b>Benefits and Perquisites</b>	\$41,880	\$42,963	\$48,651
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$918,130</b>	<b>\$1,016,963</b>	<b>\$871,818</b>
<b>Increase in Post-Retirement Benefits</b>	\$233,883	\$413,431	\$723,452
<b>Stock Option Awards</b>	\$110,950	\$376,950	\$210,600
<b>Stock Awards</b>	\$0	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$1,262,963</b>	<b>\$1,807,344</b>	<b>\$1,805,870</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$608,492	\$700,131	\$754,273
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$620,424
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$620,424</b>

**Proxy Date:** 15 Mar 2012

**Annual Meeting Date:** 3 May 2012

**Equity Reserves:** 17.68%

**Stock Option Run Rate:** 2.66%

# Ampco-Pittsburgh Corporation

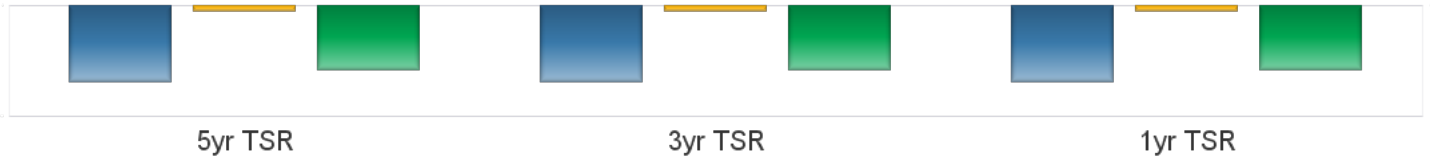
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## Performance Comparison

■ vs S&P500    ■ vs Industry    ■ AP



## Peer Comparisons (TRBC) =Steel

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
AP	Ampco-Pittsburgh Corporation	\$1,262,963	\$1,807,344	\$1,805,870	\$211,158,560
HAYN	Haynes International, Inc.	\$1,458,314	\$1,442,867	\$1,579,845	\$530,336,752
CAS	A.M. Castle & Co.	\$1,133,951	\$1,829,680	\$2,356,256	\$252,042,459
FSTR	L.B. Foster Company	\$1,015,695	\$1,606,603		\$228,470,292
BOOM	Dynamic Materials Corporation	\$798,109	\$1,357,382		\$210,319,814
NWPX	Northwest Pipe Company	\$730,225	\$912,460		\$189,603,983
ZEUS	Olympic Steel, Inc.	\$953,697	\$970,843	\$2,287,697	\$184,648,269

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

Peer group not disclosed.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Robert J. Appel	Chairman	80	Male	8	Outside
Carl H. Pforzheimer	Member	75	Male	30	Outside Related
Paul A. Gould	Member	66	Male	10	Outside Related
William K. Lieberman	Member	64	Male	8	Outside

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